

GENERAL OPERATING BY-LAW

1.0 Interpretation

Any headings in this general operating by-law are for convenience of reference only, without effect on the interpretation thereof, and the following definitions shall apply:

- i. "Assembly" means the Waterloo Pentecostal Assembly
- ii. "Board of Deacons" means the Board of Directors of the Assembly
- iii. "Chair" means the Chair of the Board of Deacons
- iv. "Constitution" means the Assembly's letters patent, general operating by-law and other by-laws, and any policy statements adopted by the Board of Deacons from time to time
- v. "District" means the Western Ontario District of The Pentecostal Assemblies of Canada
- vi. "District Executive" means the District Executive of the Western Ontario District
- vii. "PAOC" means the General Conference of the Pentecostal Assemblies of Canada
- viii. "Pastor" means Senior Pastor of the Assembly
- ix. "Secretary" means the Secretary of the Board of Deacons
- x. "Treasurer" means the Treasurer of the Assembly
- xi. All scriptural quotations are taken from the New International Version. Any reference to gender should not be taken literally.
- xii. Unless otherwise noted, resolution means a simple majority of those voting

I - PREAMBLE

2.0 Statement of Purpose

For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith where the Holy Spirit is honoured according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands, this assembly of believers does hereby recognize itself as a local assembly in fellowship with the District, and shall adopt the following general operating by-law of church order and submit ourselves to be governed by it.

II - AFFILIATION

3.0 Fellowship Affiliation

While recognizing the inherent rights of sovereignty as a self-governing assembly in the conduct of our own affairs, the Assembly shall voluntarily enter into the full co-operative fellowship with assemblies of like precious faith associated with the District and the PAOC, and shall share in the privileges and assume the responsibilities enjoined by that affiliation.

III - NAME

4.0 Name

This corporation as an assembly of believers shall be known as Waterloo Pentecostal Assembly.

IV - PREROGATIVES

5.0 Self-government standards

This Assembly shall be self-governing in accordance with the standards of the New Testament scriptures, the Constitution of the Assembly, and the constitutions and by-laws of the District and the PAOC. Notwithstanding anything herein the Constitution of the Assembly will take precedence.

6.0 Ownership

In connection therewith, or incidental thereto, this Assembly shall have the right to purchase, or acquire by gift, bequests, or otherwise, either directly or as trustee, to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purpose; all in accordance with its Constitution.

V - TENETS OF FAITH

7.0 Holy Scripture

The Assembly believes most assuredly that the Holy Scriptures are God's final revelation and constitute our all-sufficient rule of faith and practice. This Assembly, by virtue of its affiliation with the PAOC, shall accept The Statement of Fundamental and Essential Truths as approved by the PAOC from time to time, the currently approved Statement which is appended hereto.

8.0 Ordinances

- A. The ordinance of baptism by immersion in water shall be administered to all those who have repented of their sins, and have believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation. (Matthew 28:19; Romans 6:3-5; Colossians 2:12.)
- B. The ordinance of the Lord's Supper shall be regularly observed as enjoined in the scriptures. (Luke 22:19-20; I Corinthians 11:25-26.)

9.0 Practices

- A. Dedication of children
- B. Prayer for the baptism in the Holy Spirit
- C. Prayer for the sick
- D. Christian marriage
- E. Christian burial of the dead

VI - MEMBERSHIP

10.0 Privileges, Rights, and Duties

Membership shall carry the following privileges, rights and duties:

- i. the privilege to attend all public worship services of the Assembly;
- ii. the privilege to participate in the sacraments administered by the Assembly;
- iii. the right to attend, speak at and participate in all business meetings of members of the Assembly;
- iv. the right to a single vote at all business meetings of the Assembly;
- v. the duty to minister to one another's spiritual needs as part of the Body of Christ;
- vi. the duty to participate in Assembly activities and services as the Lord directs and personal circumstances permit;
- vii. the duty to financially support the work of the Assembly with tithes and offerings; and,
- viii. the duty to respect and submit to the authority and procedures of the Assembly as expressed in the Constitution of the Assembly.

11.0 Prolonged Absence

A member who is absent for three (3) or more months by reason of prolonged illness, attendance at a learning institution, being aged, or other similar reason, and so is unable to attend services and meetings shall be placed on an inactive list of members known as associate members by the membership committee. Associate members will not be considered for the purposes of establishing a quorum at any Assembly business meeting nor shall they be entitled to vote if in attendance. An associate member's status shall be reactivated at the discretion of the membership committee when the associate member is able to re-attend.

12.0 Qualifications

In order to qualify as a member of the Assembly, a person must:

- i. have given credible profession of faith in the Lord Jesus Christ as Saviour including witnessing their confession of faith by water baptism by immersion;
- ii. have accepted the doctrinal standards as set forth in the Statement of Fundamental and Essential Truths of the PAOC and the Constitution of this Assembly;
- iii. be a regular financial supporter of this Assembly with tithes and offerings;
- iv. refrain from "acts of the sinful nature: sexual immorality, impurity and debauchery, idolatry and witchcraft, hatred, discord, jealousy, fits of rage, selfish ambition" and the like: (Galatians 5:19-21). Sexual immorality shall be interpreted to mean common-law marital relationships, pre-marital and extra-marital sexual relationships (I Corinthians 6:15-18; 7:1-2; I 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 1:25-2:11);
- v. consider the admonition of the Scriptures: Matthew 28:19; John 15:19; Romans 8:12-16, 13:13; I Corinthians 6:12-20, 11:23-29; 2 Corinthians 5:17; I Thessalonians 5:19-23; Ephesians 5:18-20; Philippians 4:8,9; 2 Timothy 1:7; I Peter 2:11; I John 2:15-17, 3:2-6; Galatians 5:22,23;
- vi. have indicated a desire to live in harmony with other members of this Assembly;
- vii. not be a member of another church; and
- viii. have been in regular attendance at services of the Assembly for a period of at least six (6) months prior to submitting a request for membership.

A person who, in the opinion of the membership committee, has met the qualifications as set out in this section, is of the age of eighteen (18) years or over, and been approved for membership by resolution of the Elder's Council shall be a member of the Assembly with all the rights, duties, and privileges identified in the Assembly's by-law.

13.0 Transfers of membership

Applicants for membership who are already members of another assembly or church shall be treated in the following manner:

- i. A person may be granted immediate membership if that person is a transfer from an assembly affiliated with the PAOC where that person was a member in good standing and meets the qualifications for membership at this Assembly. A person, who moves from an assembly affiliated with the PAOC and desires to have their membership transferred, should request a certificate or letter of transfer from the former assembly for presentation to the membership committee of this Assembly. Upon receipt of a certificate or letter of transfer the membership committee may present the person to the Elder's Council for membership approval.
- ii. A person who moves from a non-affiliated church and desires to have their membership transferred, should request a certificate or letter of transfer from the former church for presentation to the membership committee of this Assembly. The membership committee shall recommend approval of membership when satisfied that applicants meet the qualifications for membership in this Assembly. Upon receipt of a certificate or letter of transfer the membership committee may present the person to the Elder's Council for membership approval.

14.0 Transfer from Assembly

Members in good standing who move from this Assembly shall be given, upon written request to the chair of the membership committee, a certificate or letter of transfer by the membership committee of this Assembly.

15.0 Membership committee

A membership committee shall be a committee composed of either the Pastor or a designated pastor as Chair, and a minimum of three members of the Elder's Council. The membership committee shall be appointed annually by the Elder's Council.

16.0 Duties of the membership committee

- i. The membership committee shall receive applications for membership, make investigation relating thereto as it deems proper, and recommend to the Elder's Council for admission as members those applicants who meet the requirements for membership.
- ii. The membership committee shall be responsible for the maintenance of the Assembly membership roster, shall make periodic reviews of the roster and make recommendations to the Elder's Council regarding same.
- iii. The membership committee shall issue annual membership cards.

17.0 Application

Applications for membership shall be received on a standard application form approved by the Board of Deacons. Prior to submitting an application for membership, persons shall be required to attend membership class(es) as determined by the membership committee unless the applicant is transferring from a PAOC affiliated assembly where he or she was a member in good standing. Applicants who have been recommended by the membership committee and approved by the Elder's Council for membership in this Assembly shall be introduced as a new member during a public worship service of the Assembly (Galatians 2:9) and shall receive a membership card.

18.0 Voluntary termination

Grounds for voluntary termination of membership in this Assembly shall include the following:

- i. Voluntary withdrawal from membership in this Assembly or reception into the membership of another assembly or church; or
- ii. Issuance of a letter of transfer;

Membership in this Assembly will be terminated automatically without a hearing under paragraphs 18.0 i), ii).

19.0 Involuntary termination

Grounds for involuntary termination of membership in this Assembly shall include any of the following:

- i. Absence from the regular services of the Assembly for three (3) consecutive months without valid reason;
- ii. Withdrawal of regular financial support (tithes);

- iii. Any act or conduct that may be regarded as immoral or unchristian and which may include, but are not limited to, those acts of a sinful nature set out under the qualifications for membership;
- iv. The propagation of doctrines and practices contrary to those set forth in the Statement of Fundamental and Essential Truths of the PAOC;
- v. Any act or conduct that is the cause of serious discord or dissension with or without malicious intent. Romans 16:17-18;

Membership in this Assembly will be terminated automatically without a hearing under paragraph 19.0 i). Members who have been absent from the Assembly for three consecutive months shall be given two weeks' written notice by regular mail to their address as recorded in the church directory, that their name will be removed from the roster unless they are able to give a valid reason for their absence.

20.0 Discipline

Should an allegation of misconduct of a serious nature, or of an act justifying termination of membership under paragraphs 19 ii), iii), iv) or v) be made against a member, the Elder's Council, in consultation with the Board of Deacons, shall use its discretion in proceeding with an investigation. An investigation must be conducted by the Elder's Council upon receipt of a written and signed allegation. If the Elder's Council determines on a preliminary basis that the allegation is invalid, then the Elder's Council should recommend to the Board of Deacons that no further action should be taken and that no record of the investigation be kept. When an investigation has been initiated against a member, and the Elder's Council determines by a resolution of not less than fifty percent (50%) that a formal hearing should be held, it shall proceed in the following manner:

- i. The member shall be so advised in writing by registered letter sent by the Secretary to the last known address of said member, and a date set for a hearing before the Board of Deacons to which the member in question shall be invited to appear. The member shall receive at least fourteen (14) days notice of the hearing. At such time the evidence of the Elder's Council shall be considered with opportunity for member response. A verdict shall be determined by secret ballot of the Board of Deacons following the hearing. At least a two-thirds majority vote shall be necessary to determine whether disciplinary action is necessary.
- ii. The Pastor and associate pastor may attend the hearing as observers but shall not participate nor be present when a vote is taken as to whether disciplinary action is necessary. Their role is to be redemptive to all parties involved.
- iii. If disciplinary action is warranted, the Board of Deacons shall decide what disciplinary action shall be taken. It may include, but is not limited to, prohibition of the offending

conduct, requirement of a public or private apology, or that the member show evidence of a spirit of contrition, temporary suspension or revocation of membership.

- iv. If the member in question is also a member of the Board of Deacons or of the Elder's Council and a preliminary investigation determines the allegation is valid, that individual's membership on these bodies shall be suspended pending a full investigation of the matter and a final disposition of the case. If that person is found to be innocent of any allegations or wrongdoing, the suspension shall be automatically lifted. If disciplinary action is warranted, the Board of Deacons shall decide the status of the individual's membership on these bodies.

21.0 Restoration

Whenever any disciplinary action has been taken that does not include revocation, it should be considered remedial and every effort made to restore the offender. When appropriate, the Elder's Council shall propose a restoration plan for the disciplined member.

22.0 Waiver of Claim

Notwithstanding the provisions hereinbefore contained, membership in this Assembly shall be issued upon the condition that disciplinary proceedings, or action, or termination proceedings, or termination of membership in the manner herein provided, shall not give the member cause for legal action against the Pastor, Board of Deacons, or Elder's Council, or any member taking part in any of the aforementioned proceedings or actions; and the acceptance of a membership card in this Assembly shall be evidence of a waiver by the member, of all rights of action, causes of action, and all claims and demands against the Assembly, its Board of Deacons, Elder's Council, officers, or members, or any member or officer of the PAOC, by virtue of disciplinary proceedings, or actions, or termination proceedings, or termination of membership in this Assembly under the foregoing provision. In the event that a legal challenge is contemplated concerning the procedural fairness of the disciplinary procedure set out in this by-law, then the member raising such challenge agrees that such issue shall be determined in accordance with New Testament procedures of dispute resolution through Christian conciliation or mediation and that the matter shall not under any circumstances be referred to a secular court for determination. In this regard, this provision of the by-law may be pleaded as a complete estoppel to any legal application that is brought before a secular court concerning any matter of procedure referred to in this by-law.

VII - ADHERENTS

23.0 Definition of Adherents

An adherent is a person who attends and supports the activities and services of the Assembly but is not a member of the Assembly. An adherent is entitled to the rights, duties and privileges of a

member except that an adherent shall not have the right to speak nor the right to vote at any annual or special business meeting.

24.0 Adherents in ministry

An adherent choosing to be active in ministry in the Assembly agrees to abide by section 12.0 addressing qualification of members. Adherents shall respect and support the authority of the Pastor, Elder's Council and Board of Deacons.

25.0 Adherents in leadership

Adherents in any leadership position, in addition to section 24.0, agree to accept the doctrinal standards as set forth in the Statement of Fundamental & Essential Truths of the PAOC. They are expected to be regular in attendance and in financial support of the Assembly. Leadership position in this context means any volunteer position that involves modeling Christian principles through direct communication or by conduct.

VIII - OFFICERS

A. SENIOR PASTOR

26.0 Qualifications

To qualify for consideration as the Pastor for this Assembly, the individual must hold credentials with the PAOC, or be approved by the District Superintendent.

27.0 Selection

Recommendations for the position of Pastor shall be submitted to the congregation by the Board of Deacons and the Elder's Council after consultation with the District Superintendent.

28.0 Appointment and call

A call shall be extended to a candidate when that individual receives not less than a two-thirds majority of the ballots cast at a business meeting duly convened for that purpose.

29.0 Responsibilities

The responsibilities of the Pastor are as follows:

- i. The Pastor shall be considered the spiritual overseer of the Assembly and all of its activities. The Pastor shall be the Chair of the Elder's Council and shall, ex officio, be a member of all committees and departments within the Assembly except the Board of Deacons.
- ii. Staff - The Pastor, in consultation with the Elder's Council and with ratification by the Board of Deacons, shall be responsible for the hiring of all staff members and the replacement and release of staff from time to time.
- iii. The Pastor is entitled to receive notification of, and be present at, all Board of Deacons meetings. The Pastor is entitled to fully participate in the discussion of all matters considered by the Board of Deacons except for salary discussions.

30.0 Resignation

Resignation by a Pastor shall be made by giving not less than thirty (30) days written notice to the secretaries of the Elder's Council and the Board of Deacons, as well as the District Superintendent. Following this, an announcement shall be made to the Assembly by the Chair of the Board of Deacons.

31.0 Vacancy

Administration of the Pastor's responsibilities shall be addressed in the following manner in the event of a pastoral resignation or removal:

- i. When the pastorate becomes vacant, or the Pastor is unable to fulfill his or her obligations for any reason, the District Superintendent, or his authorized representative, shall in consultation with the Board of Deacons and Elder's Council, arrange to supply the pulpit with suitable pulpit ministry until such time as a new Pastor has been duly installed.
- ii. In the event of the Pastor's vacancy the church staff shall become the responsibility of the Board of Deacons and Elder's Council until the new Pastor is installed.

32.0 Removal

The Pastor may be removed in keeping with the provision of the constitution of the District by the following procedure:

- i. When difficulties arise between the Pastor and the Assembly that do not involve his or her credentials, or no longer involve his or her credentials, and which apparently cannot be resolved, the Board of Deacons, after consultation with the District Executive, may ask

for the resignation of the Pastor. If such resignation is refused, the Pastor may be removed by a two-thirds majority of votes at a special meeting called for that purpose with a quorum consisting of at least fifty percent (50%) of the voting members. Such a meeting may be presided over by a representative of the District Executive.

- ii. Charges, allegations, or complaints against a Pastor in matters involving his or her right to hold credentials with the PAOC, his or her morality, integrity or doctrinal soundness, must be made by the Board of Deacons to the District Executive. Any conclusion of these matters that would dictate the withdrawal of the Pastor's credentials with the PAOC or the revocation of his or her membership with the Assembly will automatically disqualify and remove the Pastor from his or her position at the Assembly.

B. BOARD OF DEACONS

33.0 Qualifications

Deacons shall be members of good report and sound business judgement, examples to the Assembly. They shall meet the scriptural qualifications as set forth in Acts 6:3; I Timothy 3:8-13. They shall be members in good standing in the Assembly and shall have attended there regularly for a period of one (1) year prior to being eligible for election.

34.0 Number

The Board of Deacons shall be composed of a minimum of seven (7) members and a maximum of eleven (11) members elected according to the Constitution. To adequately reflect the changing needs of the Assembly the number of deacons may be increased or decreased by a resolution of the Assembly as recommended by the Board of Deacons. No church staff member, or family member of a church staff member, shall be a member of the Board of Deacons. Family member shall include a staff member's spouse, parents, children, siblings, fathers- and mothers-in-law, sons- and daughters-in-law, and brothers and sisters-in-law.

35.0 Term of office

Deacons shall serve for a three (3) year period and be eligible for re-election. Deacons may only serve for a maximum of six (6) years in any eight (8) year period. Membership on the Board of Deacons shall cease as follows:

- i. by voluntary resignation, or withdrawal from the Assembly;
- ii. by resolution of the Board of Deacons and approval by the majority of the Members, for failure to perform the duties of a deacon or for no longer complying with the membership qualifications as stated in the Assembly's Constitution.

36.0 Vacancy

In the event that a vacancy occurs on the Board of Deacons between elections, the remaining members of the Board of Deacons shall appoint a successor until the next annual meeting.

37.0 Quorum

A simple majority of the Board of Deacons shall constitute a quorum for the transaction of business, provided that all Deacons have been notified of the meeting.

38.0 Duties

The duties of the Board of Deacons are as follows:

i. **Business and Administration**

The Board of Deacons shall manage the business and financial affairs of the Assembly and shall act as trustees. The Board of Deacons shall be responsible to ensure that periodic performance evaluations are conducted for all staff, set staff salaries, wages, benefits, and severance packages as applicable. An annual salary review shall be made for all staff. They shall act in the administration of the discipline of the Assembly.

ii. **Meetings**

The Board of Deacons shall meet monthly for the transaction of routine business for the Assembly, the time and place to be announced by the Secretary or Chair not less than 14 days prior to such meeting, unless otherwise agreed to by all of the Board of Deacons and posted publicly. Special meetings may be called from time to time by the Chair. A majority of the Board of Deacons shall have the right to ask the Chair to convene an official Board of Deacons meeting. The refusal of a Chair to call a meeting of the Board of Deacons shall constitute a failure to perform the duties of the Chair.

At all meetings every Board Member shall be entitled to one (1) vote.

39.0 Training

Deacons shall be provided training classes within three (3) months of election and ongoing training as needs are identified.

40.0 Conflict of interest

Deacons shall not place themselves in a position where there is a conflict of interest between their duties as members of the Board of Deacons and personal interests. Every Deacon who is in any way directly, or indirectly interested in, or may become interested in, an existing or proposed contract, transaction, or arrangement with the Assembly or who otherwise has a conflict of interest by virtue of involvement of a family member or the involvement of an employer, partner, business associate, or a corporation that the member is involved with as either a deacon, shareholder, officer, employee, or agent, then such deacon shall declare a conflict of interest fully at a meeting of the Board of Deacons and withdraw from any discussion or vote on the matter. Family member in this section shall have the same meaning as set out in section 34.0.

C. ELDER'S COUNCIL

41.0 Qualifications

The following are the qualification requirements for the Elder's Council:

- i. The elders shall be members of mature spiritual judgement.
- ii. They shall have shown qualities of leadership in the Assembly.
- iii. They shall be highly respected members of the Assembly.
- iv. They shall meet the scriptural standards as outlined in I Timothy 3 and Titus 1, being true examples to the Assembly.

42.0 Number

The Elder's Council shall consist of the Pastor as chair, the associate pastor as a permanent member, and a minimum of five (5) Assembly members. To adequately reflect the changing needs of the Assembly the number of elders may be increased or decreased by a resolution of the Assembly as recommended by the Board of Deacons. Associate members and pastoral staff other than the Pastor and associate pastor shall be ineligible for appointment.

43.0 Appointment

Members of the Elder's Council shall be appointed by the Pastor and confirmed by a majority vote of the members of the Assembly at the next annual meeting. In the event an elder is unable to serve their appointed term, or is not confirmed at the annual meeting, the Pastor may proceed with the Elders who have been confirmed, provided there is a minimum of five (5) confirmed members, or immediately appoint such further members, in consultation with the Board of Deacons, as required by the Constitution for confirmation at the annual meeting.

44.0 Term of Office

Representatives on the Elder's Council shall serve for a three (3) year period and shall be eligible for re-appointment, subject to termination as follows:

- i. by voluntary resignation or withdrawal from the Assembly;
- ii. by resolution of the Elder's Council for failure to perform the duties of an elder or for no longer complying with the membership qualifications as stated in the Constitution;
- iii. upon election to the Board of Deacons.

Elders may only serve for a maximum of nine (9) years in any ten (10) year period.

45.0 Duties

The Elder's Council shall be a committee with the following duties:

- i. be spiritual advisors to the Pastor and available, at the discretion of the Pastor, to deal with matters of a spiritual nature;
- ii. assist the Pastor in the day to day faith and practice of the Assembly;
- iii. assist the Pastor and staff in annual reviews of the ministries of the Assembly;
- iv. be loyal and supportive of the Pastor and pastoral staff in both personal relationships and public activities within the Assembly;
- v. oversee the membership and nomination processes as defined by the Assembly's Constitution;
- vi. assist the Board of Deacons in the Pastoral search and church discipline processes as defined in the Assembly's Constitution.

D. CHAIR

46.0 Appointment

The Board of Deacons shall elect one of their number to act as the Chair at the first meeting of the Board of Deacons following the annual business meeting and the Chair will serve until the first meeting of the Board of Deacons following the next annual business meeting, even if they complete their term at the next annual business meeting. The Chair may be removed by voluntary resignation, withdrawal from the Assembly, by resolution of the Board of Deacons for

failure to perform the duties of Chair in a satisfactory manner, for no longer complying with the membership qualifications established by the Assembly's Constitution, or upon the written request of the Pastor presented to the Secretary. Any vacancy shall be filled by election at the next meeting of the Board of Deacons.

47.0 Duties

The duties of the Chair are as follows:

- i. Call all annual and special business meetings of the Assembly and all meetings of the Board of Deacons;
- ii. Work closely with the Pastor in setting the agenda for Board of Deacons meetings and ensuring good communication among Assembly staff, Elder's Council and Board of Deacons; and
- iii. To fulfill the role of chair at all meetings of the Assembly and the Board of Deacons including calling meetings to order, announcing the business of the meeting and the order in which it is to be acted on, recognizing meeting participants entitled to the floor, stating and putting to vote all motions regularly moved, and generally assisting in the expediting of business in every way compatible with the rights of the meeting participants and the most recent edition of Robert's Rules of Order.
- iv. To vote on motions as necessary to break ties.

E. SECRETARY

48.0 Appointment

The Secretary shall be a member of the Assembly and shall be capable of performing such clerical duties as the office requires, elected annually by the Board of Deacons, and preferably be one of its own members. The Secretary may be removed by voluntary resignation, withdrawal from the Assembly, by resolution of the Board of Deacons for failure to perform the duties of the Secretary, or for no longer complying with the membership qualifications established by the Assembly's Constitution. Any vacancy shall be filled by election at the next meeting of the Board of Deacons.

The Secretary shall be custodian of the seal of the corporation, which the Secretary shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

49.0 Duties

The duties of the Secretary are as follows:

- i. The Secretary shall keep a true and accurate record of all annual and special general meetings of the Assembly and of all meetings of the Board of Deacons;
- ii. The Secretary shall prepare and provide to all Members of the Board of Deacons, copies of the minutes of all meetings of the said Board of Deacons, and of all general meetings of the Assembly;
- iii. The Secretary shall perform such acts of correspondence and prepare such reports as may be directed from time to time by the Board of Deacons;
- iv. The Secretary shall be responsible for the recording and periodic updating of the Assembly's policies and procedures as approved by the Board of Deacons.

F. TREASURER

50.0 Appointment

The Treasurer shall be a member of the Assembly and shall be capable of performing such administrative and accounting duties as the office requires, elected annually by the Board of Deacons, and preferably be one of its own members. The Treasurer may be removed by voluntary resignation, withdrawal from the Assembly, by resolution of the Board of Deacons for failure to perform the duties of a Treasurer, or for no longer complying with the membership qualifications established by the Assembly's Constitution. Any vacancy shall be filled by election at the next meeting of the Board of Deacons.

51.0 Duties

The duties of the Treasurer are as follows:

- i. The Treasurer shall have the care and custody of all the funds and securities of the Assembly and deposit same in the name of the Assembly in such bank or such depository as the Board of Deacons may direct. The Treasurer may sign cheques along with other officers or personnel as may be decided upon by the Board of Deacons. The Treasurer shall sign or countersign such instruments requiring his or her signature and shall perform all duties incident to his or her office or that are properly required of him or her by the Board of Deacons in a timely manner.
- ii. The Treasurer shall at all responsible times exhibit his or her books and accounts and shall submit monthly financial statements to the Board of Deacons. He or she shall

prepare an annual financial report consisting of a statement of assets and liabilities, a statement of source and application of funds, a statement of surplus, and any other financial details as the Board of Deacons may from time to time require. The said financial report shall be submitted for approval to the membership of the Assembly at the annual business meeting after it is approved by the Board of Deacons.

- iii. The Treasurer shall perform such other duties and prepare such other reports as may be directed from time to time by the Board of Deacons.
- iv. The Treasurer shall preserve the property deeds, insurance policies and all other documents or records of the Assembly.

IX - INDEMNITY

52.0 Indemnity

Subject to any legal limitations, the Assembly shall indemnify a member of the Board of Deacons, Elder's Council, former member of the Board of Deacons, and any officer or former officer of the Assembly and any current or former Assembly employee against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred or sustained by the Board of Deacons or Elder's Council member, officer, or employee in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Board of Deacons or Elder's Council member, officer, or employee provided the individual acted honestly and in good faith in the course of carrying out his or her duties, with a view to the best interests of the Assembly; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Board of Deacons or Elder's Council member, officer, or employee had reasonable grounds for believing the conduct was lawful.

X - BUSINESS MEETINGS

53.0 Annual meeting

The annual business meeting of the Assembly shall be held in the month of September each year on a suitable date unless decided otherwise by the Board of Deacons. The annual business meeting shall be announced in the public services on three (3) consecutive Sundays prior to said meeting. Annual reports including minutes of the previous annual business meeting and any special business meetings held during the past year shall be made available to members of the Assembly the Sunday prior to the annual business meeting. All members of the Assembly are expected to attend the annual business meetings.

54.0 Annual meeting agenda

The business for the annual business meeting shall include the following:

- A. Devotional;
- B. Presentation of previous minutes by the Secretary;
- C. Report of Treasurer;
- D. Reports of Committees;
- E. Unfinished Business;
- F. Election of Officers;
- G. New Business;
- H. Adjournment.

55.0 Special business meeting

Special meetings shall be announced on two (2) consecutive Sundays prior to the special meeting, specifying date and purpose of said meeting. Where circumstances do not permit the former procedure, notice of the meeting shall be mailed to each member at least ten (10) days prior to the date of the special meeting. A special meeting may be called by:

- i. The Chair;
- ii. The Secretary or Treasurer upon written order of a majority of the Board of Deacons;
- iii. Petition by no less than twenty-five percent (25%) of the members of the Assembly. Such petition shall be hand-delivered to the Chair and Secretary.

56.0 Special business meeting agenda

The business for a special business meeting shall be the following:

- A. Prayer;
- B. Special business;
- C. Adjournment

57.0 Quorum

Twenty-five percent (25%) percent of the voting membership shall constitute a quorum. Business shall be transacted only while a quorum is present.

58.0 Procedure

All business meetings will be conducted in accordance with proper parliamentary procedure as in the most recent edition of Robert's Rules of Order except where varied by the Assembly's general operating by-law. The Chair shall have the option of appointing a co-chair and/or parliamentarians to assist in conducting a meeting.

59.0 Voting

Only members in good standing are entitled to vote. All voting for elected offices shall be by secret ballot. For the purpose of conducting a vote the Chair may establish any necessary process to distinguish between members in attendance who are entitled to vote and other non-members in attendance who are not so entitled. A resolution supported by not less than fifty percent (50%) may be made to have a secret ballot on any other motion.

60.0 Nominations committee

The nominations committee shall be a committee composed of the Pastor or a designated pastor as chair, a minimum of three members of the Elder's Council, and two Assembly members at large. On an annual basis the nominations committee shall be appointed by the Elder's Council and shall prepare and submit a slate of nominations for the Board of Deacons as follows:

- i. An announcement requesting nominations to be made at least six (6) Sundays prior to the date of the annual business meeting.
- ii. The nominations committee shall require that all nominations for the Board of Deacons be submitted in writing at least four (4) Sundays prior to the date of the annual business meeting.
- iii. The written nominations shall be duly signed by both the nominator and the nominee.
- iv. The nominations committee shall consult with those members of the Board of Deacons who are eligible for re-election to determine whether they wish to stand for re-election.
- v. The nominations committee shall accept all submissions from members and place those persons nominated on the slate for the Board of Deacons, excepting those submissions that do not qualify under the Constitution.
- vi. The nominations committee shall determine which submissions do not qualify under the Constitution. The decisions of the nominations committee shall be final, and the reasons shall be communicated in writing to the nominee prior to the presentation of the slate of candidates.

- vii. A full slate shall consist of a number of candidates in excess of the number of vacancies.
- viii. In the event that nominations to the Board of Deacons are less than the required minimum, the nominations committee shall be responsible to present a full slate by contacting and obtaining the consent of members who, in the estimation of the nominations committee, qualify under the Constitution.
- ix. The nominations committee shall provide to all candidates an orientation package.
- x. The nominations committee shall have the slate of candidates published two (2) Sundays prior to the annual business meeting for the perusal of the members.
- xi. The nominations committee shall appoint a minimum of four (4) scrutineers to assist them in the distribution and counting of ballots at the annual business meeting.
- xii. The members of the Board shall be declared elected upon receiving more than fifty percent (50%) of all votes cast for that position. If the candidate is not elected on the first ballot, voting shall continue until an election is declared, with the name receiving the lowest number of votes being eliminated on each succeeding ballot.
- xiii. In the event of a tie on any ballot, it shall be decided by lot which nominee shall be dropped, or elected, as the case may be.

XI - DEPARTMENTS AND COMMITTEES

61.0 Departments

The Board of Deacons, based on the recommendation of the Pastor, shall have authority to approve the establishment of any departments of this Assembly requiring budget support. All departments of this Assembly shall be responsible to the Pastor for departmental ministry plans and performance and to the Board of Deacons regarding matters of budget, and shall present reports to the annual meeting.

62.0 Committees

The Board of Deacons shall have authority to appoint committees beyond those defined in the Constitution and determine their guidelines and responsibilities. Such committees shall be responsible to the Board of Deacons. Committees shall record minutes of their meetings and submit said minutes to the Secretary and the Pastor. The Board of Deacons shall have authority to dissolve any committee at its discretion by Board of Deacons' resolution. The Board of Deacons shall have authority, by resolution, to suspend the operation of any committee defined in the Constitution until the earlier of a maximum six (6) month suspension, or the next annual meeting. Any further suspension of said committee beyond the initial suspension period must be

authorized by the members of the Assembly at an annual meeting, or a special meeting called for that purpose.

XII - FORMS AND CERTIFICATES

63.0 Certificates

Certificates of membership, marriage, baptism, dedication, etc. shall be approved by the Board of Deacons with consideration to applicable government regulations and approval of the PAOC.

XIII - ASSEMBLY PROPERTY

64.0 Real Estate Acquisition and Disposition

All real estate owned by this Assembly shall be held in the name of Waterloo Pentecostal Assembly.

Purchase or sale of any real estate must be approved by a duly called meeting of the membership of the Assembly.

XIV- RESPONSIBILITIES OF AFFILIATION

65.0 Missionary policy

This Assembly shall support the missionary program and policy of the PAOC.

66.0 Administrative costs

Recognizing the important services rendered to this congregation by the National and District Offices of the PAOC, this Assembly, therefore, accepts the principles of supporting the administrative costs of the National and District offices.

67.0 Loan approval

This Assembly, prior to the making of application for a loan from any source, or incurring indebtedness on a purchase plan, or otherwise when repayment is not to be made in full within

twelve (12) months of the date of the intended loan, or where the intended indebtedness together with all other indebtedness aside from a first mortgage of the said Assembly in the aggregate will exceed ten (10) percent of the total amount of the previous year's gross revenues, then the Assembly shall consult with the District Executive.

Upon receiving the feedback of the District Executive, this Assembly shall then obtain the approval of its members to the proposed action by resolution passed at a duly called special or annual meeting.

XV – PENSION PLAN

68.0 Pension Plan

In recognition of its obligation to our ministers and support staff, this Assembly will contribute to a pension plan.

XVI - AMENDMENTS

69.0 Amendments

This by-law and the letters patent may be amended at any annual or special business meeting of the Assembly duly called for that specific purpose, provided that a copy of the proposed amendment(s) has been presented in writing to the Board of Deacons for approval and to the District Executive for comment at least thirty (30) days prior to the date of such meeting and provided that notice of said proposed amendment(s) shall have been given in announcement of the said business meeting. A copy of the proposed amendment(s) shall be publicly posted. An amendment to be adopted shall require a seventy-five (75) per cent majority vote of the members present and voting at the meeting. Such amendment(s) shall not be contrary to the constitution and by-laws of the PAOC or the District. The repeal or amendment of this by-law or the enactment of a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act shall not be enforced or acted upon until the approval of the Minister has been obtained.

XVII- GENERAL CORPORATE MATTERS

70.0 Corporate seal

The seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Board of Deacons from time to time, shall be the seal of the Assembly.

71.0 Head office

The head office of the Assembly shall be in the City of Waterloo, in the Regional Municipality of Waterloo, in the Province of Ontario.

72.0 Policies and procedures

The Board of Deacons may prescribe such policy and procedure statements consistent with this general operating by-law relating to the management and operation of the Assembly as the Board of Deacons deems expedient.

73.0 Audit Committee

The Members shall, at each annual meeting appoint an auditor or audit committee to review, audit and report on the financial statements of the Assembly at the next annual meeting. Said report shall be presented to the Board of Deacons and to the members at the annual business meeting. The audit committee shall consist of a minimum of three (3) people who need not be members of the Assembly. The auditor or audit committee shall hold office until the next annual meeting provided that the Board of Deacons may fill any casual vacancy in the office. The remuneration of the auditor shall be fixed by the Board of Deacons.

74.0 Execution of documents

Deeds, transfer, assignments, contracts and obligations of the Assembly may be signed by a member of the Board of Deacons together with the Secretary or Treasurer. Notwithstanding this, the Board of Deacons may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

75.0 Fiscal year

The financial year of the Assembly shall end on the 31st day of July in each year, until changed by a resolution of the Assembly.

76.0 Not-for-profit

The activities of this Assembly shall be carried on without purpose of gain for its members, and any profits or other accretions to the Assembly shall be used solely to promote its objectives, in

accordance with its letters patent and by-laws or as the same may be hereafter modified or amended.

77.0 Dissolution

It is specifically provided that in the event of dissolution or winding up of the Assembly all of its remaining assets after payments of its liabilities shall be distributed to the PAOC or any successor thereof for its continuing ministries, provided that the PAOC or any successor thereof are registered with the Canada Revenue Agency for the purposes of the Income Tax Act of Canada at the time of dissolution. If the PAOC or any successor thereof is not so registered at the time of dissolution the Assembly's remaining assets after payment of its liabilities shall be distributed to one or more charities in Canada that are registered with Canada Revenue Agency for the purposes of the Income Tax Act of Canada and have purposes similar to the Assembly.

78.0 Enactment

This by-law shall come into effect when enacted by the Board of Deacons subject to any legal limitations.

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