

# **BY-LAW NO. 3**

A by-law relating generally to the conduct of the affairs of

## **ANCHOR MINISTERIAL FELLOWSHIP**

### **1.00 INTERPRETATION**

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

- .01 is the singular includes the plural;
- .02 the masculine gender includes the feminine;
- .03 "Board" means the board of directors of the Corporation;
- .04 "Corporation" means Anchor Ministerial Fellowship;
- .05 "Corporations Act" means the Corporations Act, R.S.O. 1990, Chapter C.38, and any statutes amended or enacted in substitution therefore, from time to time;
- .06 "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, transfer and assignments of shares, bonds, debentures of other securities and all paper writings;

.07 "Letters Patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

.08 "Members" means such persons admitted into membership of the Corporation as provided for in Section 8.01;

.09 "Nominating Committee" means a committee of Board members as more particularly described in section 8.03

Headings used in the by-laws of the Corporation are for  
1.02 convenience of reference only and shall not affect the construction or interpretation thereof.

1.03 If any of the provisions contained in this by-law are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent, as the case may be, shall prevail.

## 2.00 **HEAD OFFICE**

The head office of the Corporation shall be in the City Of Kitchener, Regional Municipality of Waterloo, in the Province of Ontario and at such place therein as the board may from time to time determine.

## 3.00 **SEAL**

The seal which is impressed hereon shall be the corporate seal of the Corporation.

#### 4.00 **DIRECTORS**

4.01 Board. The affairs of the Corporation shall be managed by a Board composed of no more than five (5) directors, each of whom shall be elected annually provided in section 5.01. Any increase or decrease in the number of directors shall be approved by special resolution of the members.

4.02 Term of Office. The directors, subject to the provisions of section 4.04, shall be elected in the manner set out in section 5.00, each of whom, subject to the provisions of the Letters Patent, shall hold office until the later of the first annual meeting after election to office and the day his successor has been elected and qualified.

4.03 Qualifications. Each director shall:

- 0.1 be at the date of his election and thereafter remain throughout his term, a member of the Corporation who is qualified by the terms of section 7.01 and 7.05 to hold office;
- 0.2 be at least twenty-one ( 21) years of age; and
- 0.3 not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a member of the Corporation who is qualified by the terms of section 7.01 and 7.05 to hold office, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.04.

- 4.04 Vacancies. So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.
- 4.05 Removal of Directors. The Members of the Corporation may, by resolution passed by at least two-thirds ( 2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director elected by the Members before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any Member qualified to be a Director pursuant to Sections 7.01 and 7.05 in his stead for the remainder of his term.
- 4.06 Quorum. A quorum for the transaction of business at meetings of the Board shall be not less than three (3) of the members of the Board, present in person or in attendance by conference call whereby all parties are able to hear and reply to the comments of the other Board members.
- 4.07 Meetings. Meetings of the Board may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, Vice-President or by the Secretary on direction in writing of two directors.

- 4.08 Notice. Subject to the provisions of section 4.07, notice of Board meetings shall be delivered, faxed or telephoned to each director not less than two (2) days before the meeting is to take place, or shall be mailed to each director not less than 10 days before the meeting is to take place. 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 the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- 4.09 Regular Meetings. The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.
- 4.10 Voting. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the chairman shall have a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chairman or requested by any director. A declaration by the chairman 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.

4.11 Remuneration of Directors. The directors of the Corporation shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of duties.

4.12 Indemnities to Directors. Every director and officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation from and against,

.01 all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

.02 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.

- 4.13 Protection of Directors and Officers. No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficient or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.
- 4.14 Responsibility for Acts. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.
- 4.15 Others Present. Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote thereat.

4.16 Powers. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and may delegate administrative powers to officers and committees and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

## **5.00 ELECTION OF BOARD**

5.01 Elections. The directors of the Corporation shall be elected annually and the whole board shall be retired at each annual Meeting.

5.02 Nominations. Candidates for the office of director shall include the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Board of Directors and such other candidates nominated by the members not later than one (1) month prior to the annual meeting of the membership where such candidates have been approved by the Nominating Committee or the Board of Directors subsequent to such nomination for inclusion in the slate of candidates.

## **6.00 OFFICERS**

6.01 There shall be a President, Vice-President, Treasurer, Secretary and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the office of President and Vice-President. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation so named may, but need not, be members of the Board. The employment of any officer other than the President and Vice-President who shall not be employees of the Corporation, shall be settled from time to time by the Board.

### **6.02 President.**

The President shall, when present, preside at all meetings of the Board and members. The President shall supervise the affairs and operations of the Corporation and with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board of Executive Committee or incident to his office.

### **6.03 Vice-President**

During the absence or inability to act of the President, his duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his office.

#### 6.04 Secretary.

The Secretary shall be ex officio clerk of the Board, and shall attend all meetings of the Board and at all meeting of the members of the Corporation, to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or incident to his office.

#### 6.05 Treasurer.

The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books and account and shall deposit or cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board, whenever required of him, an account of all his transactions of Treasurer and of the financial position of the Corporation. He shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or incident to his office.

#### 6.06 Other Officers.

The Board may appoint other officers, including without limitation Honorary Officers and agents ( and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

## 7.00 MEMBERSHIP

7.01 Membership in the Corporation shall consist of the applicants for the incorporation of the Corporation and such other individuals as are admitted as members by the Board. In order to qualify for membership, an applicant must:

- .01 have experienced a definite call, confirmed to others by the witness of the Holy Spirit;
- .02 have an understanding of and faith in the purpose of God through their call;
- .03 have a desire and dedication to give oneself unreservedly to the ministry;
- .04 have properly completed the prescribed application for membership;
- .05 have two sponsors who will provide references regarding the applicant's character, ministerial involvement and training;
- .06 pay the prescribed non-refundable application fee;
- .07 subscribe to the Corporation's Confession of Faith;
- .08 agree to personal interview if deemed necessary by the Credentials Committee; and
- .09 have renewed their membership annually;
- .10 have received the approval of the Board for admission into membership of the Corporation.

The term of membership in the Corporation shall be one (1) year, or as otherwise set out by the Board, whereupon renewal of memberships shall be required.

### 7.02 Classes.

There shall be one class of membership in the Corporation only.

### 7.03 Applications.

Unless otherwise determined by the Board, applicants for membership in the Corporation shall be admitted as ordinary members. Each member shall promptly be informed by the Secretary of his admission as a member. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a majority of the members of the Board voting in favour of same, which shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

### 7.04 Voting Classes.

Save as otherwise provided herein, each member of the Corporation shall be entitled to one vote per member at all meetings of members of the Corporation. Members may vote through a duly authorized proxy. No members shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues and fees, if any, then payable by him.

### 7.05 Holding Office.

No person shall be qualified to hold office in the Corporation as a director unless he has been a member of the Corporation for a period of three (3) years prior to his election or appointment as a director and is an ordained minister.

### 7.06 Transfer of Membership.

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

### 7.07 Revocation of Membership.

Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the directors present and eligible to vote at a special or general meeting of the directors provided such member who is to be expelled is first given notice not later than one (1) month before the date of the meeting at which such expulsion is to be voted on and such member is given the opportunity to make a written or oral submission to the board prior to the vote on the expulsion.

### 7.08 Termination of Membership.

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- .01 if the person resigns in writing as a member of the Corporation;
- .02 if the member dies;
- .03 if a person is expelled from the Corporation pursuant to section 7.07;
- .04 if an assessment under the authority of section 7.10 remains unpaid for more than 3 months after notice of the assessment has been given to the member;
- .05 if the member is found to be of unsound mind;
- .06 if a member fails to renew his membership upon the expiration of the term of membership;
- .07 if a member otherwise fails to continue to qualify as a member in accordance with subparagraph 7.01.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 7.09 prior to termination of his membership.

7.09 Membership dues.

Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by:

- .01 a majority of the members of the Board; and
- .02 a majority of the votes of members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

Notice of an assessment shall be mailed to each member.

7.10 Liability of Members.

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

7.11 Annual Meeting.

The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporation Act to be read at and laid before the Corporation at an annual meeting;
- .02 electing such directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix his remuneration;
- .04 considering the financial statements and the report of the auditors brought before the meeting; and
- .05 the transaction of any other business properly brought before the meeting without any notice thereof.

7.12 General Meetings.

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

7.13 Notice of Meetings.

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days or more before the date of the meeting to each member entitled to notice of the meeting ( and in the case of an annual meeting to the auditor of the Corporation ) by sending by prepaid mail to the last address of the addressee as shown on the Corporation's records.

7.14 Quorum.

A quorum for the transaction of business at meetings of members shall be one-fifth (1/5) of the members present in person or represented by proxy.

7.15 Voting By Members.

Unless required by the provisions of the Corporations Act, or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the chairman presiding at the meeting shall be entitled to a second or casting vote.

#### 7.16 Proxies.

Every member, entitled to vote at meetings of members may by means of a proxy appoint a person who must be a member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chairman 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 Board may prescribe.

#### 7.17 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 Corporation or unless a poll is required by the chairman 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 is requested, a declaration by the chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### 7.18 Chairman of Meeting.

In the absence of the President, or the Vice-President, the members entitled to vote present at any meeting of members shall choose another director as chairman and if no director is present or if all the directors present decline to act as chairman, the members present shall choose one of their number to be chairman.

### 7.19 Polls.

If at any meeting a poll is requested on the election of a chairman or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chairman directs. The results of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

### 7.20 Adjournment.

Any meeting 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.