

GENERAL OPERATING BY-LAW NUMBER 1

Believing that all things should be done decently and in order, we hereby adopt the following Bylaw for the regulation, management and governance of the Corporation.

SECTION 1 DEFINITIONS

- 1.1 In this Bylaw and all other Bylaws and Resolutions of the Corporation, unless the context otherwise requires, the following definitions shall apply:
- (a) "Act" means the *Corporations Act*, R.S.O. 1990, c. C.38, as amended from time to time, and any statute enacted in substitution thereof, and in the case of such substitution, any references in the Bylaw to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
 - (b) "Board of Directors" means those individuals as elected by the Representatives, whom shall also constitute the Classical Interim Committee;
 - (c) "Bylaw" means any Bylaw of the Corporation from time to time, in force and effect, including the General Operating Bylaw;
 - (d) "Church Order" means the Church Order of The Christian Reformed Church in North America, being the original Church Order of Dort 1618-19, as revised by The Christian Reformed Synod of 1914 and 1965 and as may be further amended by Synod from time to time;
 - (e) "Classis" means the geographic region to which Local Churches affiliated with the Denomination are assigned in accordance with the Church Order known as the ecclesiastical body governed exclusively by the Church Order and the Rules of Procedure of Classis Hamilton;
 - (f) "Classical Interim Committee" means the Board of Directors;
 - (g) "Committee" means a committee of the Corporation as established in accordance with the Bylaws;
 - (h) "Committee Member" means a member of a Committee of the Corporation;
 - (i) "Corporation" means the legal entity incorporated as a corporation under the Act by Letters Patent dated the 28th day of October, 2008, and named CLASSIS HAMILTON OF THE CHRISTIAN REFORMED CHURCH;
 - (j) "Corporation Meeting" means any meeting of the Representatives of the members of the Corporation, including the annual or special meetings of the Corporation;
 - (k) "Constitution" means the Letters Patent, the General Operating Bylaw and all other Bylaws;
 - (l) "Denomination" means the Christian Reformed Church in North America (The Christian Reformed Church);
 - (m) "Directors" means the directors of the Board of Directors;

- (n) "General Operating Bylaw" means the Bylaw herein, any amendments thereto, and any other Bylaws of the Corporation intended to amend or replace the General Operating Bylaw herein;
- (o) "Letters Patent" means the letters patent incorporating the Corporation, as from time to time amended or supplemented by supplementary letters patent;
- (p) "Local Church" means any of the area Christian Reformed Churches which make up the Classis in accordance with the Church Order;
- (q) "Officers" means the President, Vice-President, Treasurer and Secretary of the Board of Directors;
- (r) "Objects" means the charitable objects of the Corporation as contained in the Letters Patent;
- (s) "Representatives" means the elders, ministers and deacons who are delegated by, and represent, the Local Churches at the Corporation Meetings;
- (t) "Resolution" means a motion passed by the Corporation or the Board of Directors, by a simple majority vote of fifty percent (50%) plus one (1) of those voting, unless the Act or this By-Law otherwise requires;
- (u) "Synod" means the synod of the Denomination; and
- (v) All other ecclesiastical terms or those having ecclesiastical connotation shall, where the context so permits, be interpreted and defined in accordance with the Church Order and practice of the Denomination.

**SECTION 2
FUNDAMENTAL TERMS AND INTERPRETATION**

- 2.1 Objects - The General Operating Bylaw and any other Bylaws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Church Order of the Christian Reformed Church and to the Objects contained in the Letters Patent of the Corporation, which for purposes of this General Operating Bylaw are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating Bylaw are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.
- 2.2 Interpretation - In this General Operating Bylaw and all other Bylaws and Resolutions of the Corporation, unless the context otherwise requires, the following interpretations shall apply:
 - (a) words importing the singular number include the plural and vice versa; and
 - (b) words importing or referring to "Person" or "Persons" shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- 2.3 Conflict – Wherever a conflict exists between the provisions of this General Operating Bylaw and the Church Order, the provisions in the Church Order shall take precedence and apply.

- 2.4 Headings - Headings used in this General Operating Bylaw are for convenience of reference only and shall not affect the construction or interpretation thereof.

**SECTION 3
PROPERTY AND DIVISION**

- 3.1 Property Held in Trust - The Corporation shall hold all real and personal property exclusively upon the trusts described in the Objects as set out in the Letters Patent of this Corporation, and as interpreted by the Denomination of which this Corporation is a member, subject to review on appeal by Synod.
- 3.2 Disposition of Property on Disbanding - In the event of the disbanding of this Corporation, with the approval of Synod, and dissolution of this Corporation, its remaining assets, if any, after the payment of its debts and expenses, shall be distributed to, and only to the Local Churches which together make up the Corporation provided they are registered charities with the Canada Revenue Agency for the purpose of the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp), as amended from time to time, and have Objects similar to this Corporation, in the manner proposed by the Corporation, upon the advice of Synod and approved by the affirmative vote of a majority of the Corporation.

**SECTION 4
MEMBERSHIP**

- 4.1 The first directors of the Corporation shall be the initial members of the Corporation. Thereafter, membership shall be limited to:
- (a) the Board of Directors; and
 - (b) the Local Churches; the Local Churches being represented by three (3) voting Representatives at the Corporation Meetings.

**SECTION 5
CORPORATION MEETINGS**

- 5.1 Corporation Meetings - There shall be Corporation Meetings at such time and place in the Province of Ontario as determined by the Board of Directors. The Corporation shall generally meet twice each year at such time and place as was determined by the previous Board of Directors. Among other things, the purpose of the Corporation Meetings will be to do the following at least annually:
- (a) review the financial statements for the immediately preceding year, and approving the auditor's report therein;
 - (b) electing the members of the Board of Directors;
 - (c) approve the budget for the upcoming year;
 - (d) appoint the auditors for the upcoming year; and
 - (e) transact any other necessary business including as may be properly presented by the Board of Directors to the Corporation Meeting.
- 5.2 Quorum – A quorum for the Corporation Meetings shall be a majority of the number of the voting Representatives.

- 5.3 Other Special Meetings - At the request of the Board of Directors, other special Corporation Meetings shall be called and convened within thirty (30) days of the request.
- 5.4 Notice of Corporation Meetings - Notice of all Corporation Meetings shall be given to the Local Churches to appoint Representatives at least one (1) month prior to the date of the Corporation Meeting. The notice for all Corporation Meetings shall include the date, time, place and purpose of the Corporation Meeting and shall contain sufficient information to permit the Representatives to the Corporation Meeting to form a reasoned judgement on the decision to be taken.
- 5.5 Majority Vote - At all regular and special Corporation Meetings, every question shall be determined by Resolution. Notwithstanding the foregoing, the Director chairing the Corporation Meeting shall have the deciding and/or casting vote in the event of a tie.
- 5.6 Voting Procedure - Every question submitted to any Corporation Meeting shall be decided by voice vote or a show of hands, except where a secret ballot is provided for or requested. At any Corporation Meeting, unless a secret ballot is provided, a declaration by the President that a motion has been carried or carried unanimously or by a particular majority won or lost, or not carried by a particular majority, shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the President or upon request of any Representative and shall be taken in such a manner as the President directs. The result of a secret ballot shall be the decision of the Corporation Meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.
- 5.7 Voting Rights - Voting at Corporation Meetings is by the Representatives present, each Representative being entitled to one (1) vote.

SECTION 6 OFFICERS

- 6.1 As indicated, the Officers of the Corporation shall be:
- (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer.

The offices of Secretary and Treasurer may be combined by Resolution at a meeting of the Board of Directors.

SECTION 7 DEFINITION OF OFFICERS

- 7.1 The President - The duties of the President shall include the following:
- (a) To chair the Corporate Meetings and the meetings of the Board of Directors;
 - (b) To receive the list of voting Representatives present at the Corporation Meeting and declare a quorum or lack thereof;

- (c) To ensure that business is conducted expeditiously and in the proper order and that Representatives observe the rules of order and decorum;
 - (d) To place before the Corporation every motion that is made and seconded. The President shall clearly state every question before a vote is taken;
 - (e) To remain impartial on every matter under discussion. When the President wishes to participate in the discussion, he shall relinquish the chair to the Vice-President. The President shall not resume the chair until the pending matter has been concluded. The President may speak while holding the chair, to state fact or to inform the Representatives regarding points of order;
 - (f) To duly exercise his prerogative of declaring a motion or a person out of order. If the ruling is disputed, the Representatives shall sustain or reject the ruling by majority vote; and
 - (g) To not preside over matters that directly concern the President or the Local Church he serves.
- 7.2 The Vice-President - The duties of the Vice-President of the Corporation shall include the following:
- (a) To assume all responsibilities and duties of the President when the latter is not able to preside;
 - (b) To render all possible assistance to the President; and
 - (c) In his absence, the duties of the Vice-President shall be performed by such other Director who is assigned the duties of the Vice-President by Resolution of the Board of Directors.
- 7.3 The Secretary - The duties of the Secretary shall include the following:
- (a) To assist in the preparation of agendas for Corporation Meetings and to schedule the business of Corporation Meetings;
 - (b) To faithfully note and record all of the business of Corporation Meetings and present the minutes of previous Corporation Meetings when called upon to do so;
 - (c) To publish or cause to be published the time and place of all Corporation Meetings with due notice; and
 - (d) In his absence, the duties of the Secretary shall be performed by such other person who is temporarily acceptable to the Corporation upon a Resolution of the Board of Directors.
- 7.4 The Treasurer – The duties of the Treasurer shall include the following:
- (a) To ensure that all receipts, disbursements and records be made;
 - (b) To ensure that financial records are maintained in accordance with law and generally accepting accounting standards;
 - (c) To ensure that all statutory filings are made on a timely basis in accordance with law;
 - (d) To ensure that the annual audit is carried out in accordance with the Bylaws; and

- (e) In his absence, the duties of the Treasurer shall be performed by such other person who is temporarily acceptable to the Corporation upon a Resolution of the Board of Directors.

**SECTION 8
APPOINTMENT AND ELECTION OF OFFICERS**

- 8.1 The President and Vice-President of the Corporation shall be elected by the Board of Directors for a one (1) year term. The President and Vice-President shall be Directors of the Corporation.
- 8.2 The Secretary and Treasurer shall be appointed by the Board of Directors for a one (1) year renewable term, but need not be Directors of the Corporation.
- 8.3 The Officers, who are members of the Board of Directors, shall serve voluntary and without remuneration, with the exception that reasonable expenses in the performance of their duties may be reimbursed.

**SECTION 9
TERM OF OFFICERS**

- 9.1 Except for the Secretary and the Treasurer, all Officers shall serve a one (1) year term of office renewable for a maximum of six (6) consecutive terms.
- 9.2 The Secretary and Treasurer may be re-appointed to any number of terms during the period they are a member of a Local Church of the Corporation.

**SECTION 10
RESIGNATION OF OFFICERS**

- 10.1 If for any reason any Officer chooses to resign his position, a letter of resignation, together with an explanation, shall be directed to the Corporation at least thirty (30) days prior to the effective date of such resignation, and the Board of Directors shall have the power to accept such resignation on behalf of the Corporation.

**SECTION 11
VACANCY**

- 11.1 The position of an Officer shall be automatically vacated if any of the following situations occur:
 - (a) such Officer resigns the office by delivery of a written resignation to the Corporation,
 - (b) the Officer ceases to be a member of his Local Church within the Corporation;
 - (c) such Officer is found to be mentally incompetent or of unsound mind;
 - (d) such Officer becomes bankrupt;
 - (e) such Officer dies; or
 - (f) such Officer is removed from office by a two-thirds (2/3) majority vote of the Board of Directors or in accordance with the Church Order.

- 11.2 If any vacancies should occur for any reason as set out in the above, the Board of Directors by Resolution may fill the vacancy during the remaining term of appointment.

SECTION 12

PROTECTION AND INDEMNITY TO DIRECTORS AND OFFICERS

- 12.1 Protection of Directors, Officers and Others - Except as otherwise provided in the Act, no Director of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through insufficiency or deficiency of any title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies 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 including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other dealings with moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director or Officer, respective office or trust or in relation thereto unless the same shall happen through such person's willful neglect or default. The Directors, Officers or employees 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 of or on behalf of the Corporation, except as shall have been submitted to and authorized or approved by Corporation.
- 12.2 Indemnity to Directors and Officers - Every Director, Officer or Person (with "Person" in Section 12 to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Corporation, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Corporation from and against:
- (a) all costs, charges and expenses which such Director, Officer or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of his office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; and
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.
- 12.3 Indemnity to Others - The Corporation shall also indemnify any such Persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this Bylaw to the extent permitted by the Act or law.
- 12.4 Insurance - The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each individual acting or having previously acted in the

capacity of Director or Officer, and such insurance shall include property insurance and director's and officers' insurance with coverage limits and with insurers deemed appropriate by the Board of Directors from time to time. No insurance shall be provided for any liability that relates to willful neglect in performing his or her duties.

- 12.5 The Board of Directors shall before giving approval to the indemnities in 12.2 and 12.3, and before purchasing insurance as set out in 12.4, consider the following:
- (a) The degree of risk to which an indemnifiable or insured person is or may be exposed.
 - (b) Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance.
 - (c) Whether the amount or cost of the insurance is reasonable in relation to the risk.
 - (d) Whether the cost of the insurance is reasonable in relation to the revenue available to the Corporation.
 - (e) Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

SECTION 13 BOARD OF DIRECTOR

- 13.1 Board of Directors - The Corporation shall be managed by the Board of Directors, comprised of five (5) Directors.
- 13.2 Directors must be individuals, professing members in good standing of a Local Church, eighteen (18) or more years of age, a Canadian citizen or permanent resident of Canada and not a bankrupt.
- 13.3 The Board of Directors shall be elected by the Representatives at an annual Corporation Meeting. The members of the Board of Directors shall each serve a one (1) year term of office, for a maximum of six (6) consecutive terms.
- 13.4 Regular Meetings of the Board of Directors - Subject to this Bylaw and Resolution of the Corporation, the Board of Directors may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. Meetings shall take place at such time and place as the Officers may determine in accordance with a schedule of meetings determined by the Corporation at its first meeting following the election of the Board of Directors. Each member of the Board of Directors shall receive proper notice of meetings.
- 13.5 Quorum - A quorum for the meeting of the Board of Directors shall be a majority of the Board of Directors.
- 13.6 Majority Vote - At all meetings of the Board of Directors, every question shall be determined by Resolution. Notwithstanding the foregoing, the Director chairing the meeting shall have the deciding and/or casting vote in the event of a tie.
- 13.7 Voting Rights - All members of the Board of Directors shall have one (1) vote, save and except such Director chairing the meeting.
- 13.8 A member of the Board of Directors may be removed by Resolution of the Representatives of the members of the Corporation.

- 13.9 The Board of Directors shall receive no remuneration for serving as such but are entitled to the reimbursement of reasonable expenses incurred in the exercise of their duty.

**SECTION 14
STANDING COMMITTEES**

- 14.1 The Board of Directors, by Resolution, may establish such standing Committees as it determines necessary from time to time.
- 14.2 The number of members for each standing Committee and the mandate of such standing Committee shall be determined by the Board of Directors from time to time.
- 14.3 Members on each standing Committee shall serve without remuneration, provided that Committee Members may be paid reasonable expenses incurred in the performance of their duties.

**SECTION 15
ELECTION AND TERM OF OFFICE ON STANDING COMMITTEES**

- 15.1 The Board of Directors may appoint members to the standing Committees in such number and for such terms as the Board of Directors, by Resolution, may determine.

**SECTION 16
CHAIRPERSON OF STANDING COMMITTEE**

- 16.1 The chairperson of each standing Committee shall be appointed from amongst the membership of a particular standing Committee either by the Board of Directors or by the membership at the first meeting of the standing Committee during each year. The chairperson must be a member of a Local Church of the Corporation.

**SECTION 17
SPECIFIC DUTIES OF STANDING COMMITTEES**

- 17.1 The specific duties of each standing Committee shall be:
- (a) fulfill the mandate as approved by the Board of Directors;
 - (b) keep minutes of each meeting and make copies of all minutes available to the Board of Directors;
 - (c) prepare regular reports for the Board of Directors; and
 - (d) prepare an annual budget for presentation to the finance Committee of the Board of Directors.

**SECTION 18
PROCEDURES FOR MEETINGS OF STANDING COMMITTEES**

- 18.1 Standing Committees shall meet at such times as determined by the chairperson of the Committee.
- 18.2 The procedures to be adopted during the meetings of each standing Committee shall be the same as those set out herein for the Board of Directors, with modifications as necessary.

18.3 A quorum for the meetings of a standing Committee shall be the majority of the members of the Committee.

18.4 All members of a standing Committee shall have one (1) vote.

**SECTION 19
REMOVAL OF MEMBERS FROM STANDING COMMITTEES**

19.1 The Board of Directors may remove any member from any standing Committee, for any reason, upon Resolution of the Board of Directors and may fill such vacancy by appointment.

**SECTION 20
RULES AND REGULATIONS**

20.1 The Board of Directors may adopt, by Resolution, such rules, regulations or guidelines not inconsistent with the Church Order, this general operating Bylaw or the Act relating to the management and operation of the Corporation as the Representatives of the Local Churches at a Corporation Meeting considers expedient.

**SECTION 21
FINANCIAL MATTERS AND AUDITORS**

21.1 Fiscal Year End - The fiscal year end of the Corporation shall be the 31st day of December each year.

**SECTION 22
FINANCIAL STATEMENTS AND ANNUAL BUDGET**

22.2 The Board of Directors is responsible for the annual preparation of the following:

- (a) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations, as may be in place from time to time, audited in accordance with the requirements of the Act; and
- (b) an annual budget for the upcoming year prepared in consultation with the chairperson of each standing and special Committee of the Corporation, and to include the budget and expenditures of at least the previous year.

22.3 The financial statements and the annual budget shall be forwarded to the Board of Directors for approval at least eight (8) weeks prior to the Corporation Meeting where they are to be presented and shall thereafter be made available to the Representatives for review at least two (2) weeks (including one (1) Sunday) prior to the Corporation Meeting.

22.4 The financial statements and the annual budget shall be presented at the appropriate Corporation Meeting for approval by the Representatives by Resolution.

**SECTION 23
AUDITOR**

23.1 The Corporation shall at its annual Corporation Meeting appoint an auditor in accordance with the Act, to express an opinion on the financial statements and to report that opinion to the Corporation Meeting where it is to be reported.

**SECTION 24
GENERAL PROVISIONS**

- 24.1 Execution of Documents - Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) Officers, and all contracts, documents and instruments in writing so signed shall be binding upon Corporation without further authorization or formality. The Corporation shall have the power, from time to time by Resolution, to appoint any two (2) of its members, Officers or other Persons on behalf of the Corporation to specifically sign contracts, documents and instruments in writing. The Corporation may give its power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation.
- 24.2 Head Office - The Head Office of the Corporation shall be in the City of Hamilton in the Province of Ontario.
- 24.3 Books and Records – The Corporation shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

**SECTION 25
AMENDMENTS**

- 25.1 Amendments to By-law - The Bylaws of the Corporation not embodied in the Letters Patent may be replaced or amended by Bylaw and enacted by a majority vote of the Board of Directors voting at a meeting duly called for that purpose of considering the said Bylaw, subject only to the ratification of the Corporation Meeting Representatives first held after the Resolution has been passed by the Board of Directors, provided that notice of such Corporation Meeting to confirm the Bylaw shall be given to the Representatives at least three (3) weeks prior to the scheduled meeting date by mail or as otherwise determined by the Corporation, provided further that the notice shall state the proposed amendment and the purpose thereof. The ratification of any Bylaw replacements or amendment shall pass by simple majority vote of the Representatives casting a ballot at a Corporation Meeting.

IN WITNESS WHEREOF, we the provisional Officers of the Corporation have hereunto set our hands this day of .
