

Waterloo Pentecostal Assembly, 395 King St. N. Waterloo, ON N2J 2Z7
WPA By-laws

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 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. "By-laws" means the assembly's letters patent, general operating by-law, continuance 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 Lead 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

To preach and advance the teachings of the Pentecostal denomination of the Christian faith and the religious tenets, doctrines, observances and culture associated with that denomination of the Christian faith; to establish, maintain and support a house of worship with services conducted in accordance with the tenets and doctrines of the Pentecostal denomination of the Christian faith; to support and maintain missions and missionaries in order to propagate the Christian faith; to establish and maintain a religious school of instruction for children, youth and adults.

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 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 By-laws of the Assembly, and the constitutions and by-laws of the District and the PAOC.

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 By-laws.

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 current version of The Statement of Essential Truths as approved by the General Conference of the PAOC.

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

The corporation is authorized to establish one class of members. 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 ordinances administered by the assembly;
- iii. the right to receive notice of, attend, speak at and participate in all business meetings of members of the assembly;
- iv. the right to a single vote when present 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 By-laws of the Assembly.

11.0 Change to Membership Status

The status of membership can change under the following conditions:

- i.) The member voluntarily withdraws from membership at WPA.
- ii.) Issuance of a transfer letter to another PAOC church.
- iii.) Absence from the regular in-person services of WPA for three (3) consecutive months.
- iv.) Failure to financially support WPA over a twelve (12) month period.
- v.) Failure to serve in the life of WPA.

The responsibilities of a member of WPA are three-fold: regular in-person attendance, financial support and serving. To facilitate care among its members and discern the continued health of the congregation, the Membership Committee will review the membership roster quarterly for compliance with member responsibilities.

Members who are unable to fulfill their responsibility of membership will receive a care call from the Membership Committee for follow-up. Following the care call, a report will be brought back to the Membership Committee to determine if a status change to membership is warranted for members who cannot comply or if a member can be brought back into compliance in order to maintain their membership.

A member who has experienced a termination of membership can reapply ~~again~~ for membership at WPA in the future as long as they can uphold the responsibilities of membership.

Those individuals dealing with a prolonged illness may be moved to a shut-in list (non-voting) until such time as they can continue their membership responsibilities. For those attending school out of the city, it is at the sole discretion of the Membership Committee to determine the membership status of the individual.

The Assembly will notify individuals in writing by letter and/or email when membership status changes. It is the Member's responsibility to ensure the assembly has the correct street address and email address for correspondence.

12.0 Qualifications

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

- i. have given a 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 Essential Truths of the PAOC and the By-laws 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 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 **has** been approved for membership by resolution of the Elders' 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 church shall be treated in the following manner:

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 **for consideration**. The Lead Pastor will follow up with the Lead Pastor of the transferring church to determine acceptability into membership.

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 Elders' 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

The 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 Elders' 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 Elders' 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 and shall review the roster quarterly
- iii. Applicants who have been approved by the Membership Committee for membership in this assembly may be **publicly (sp)** received into the assembly during the annual general meeting (Galatians 2:9) and will receive a notification confirming membership.

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.~~ **All applicants applying for membership agree to abide by the provisions in the WPA By-laws.** Applicants who have been recommended by the membership committee and approved by the Elders' Council for membership in this assembly shall be introduced as a new member during the annual general meeting.

18.0 Involuntary discipline

Grounds for discipline of a member shall include:

- i. 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;
- ii. The propagation of doctrines and practices contrary to those set forth in the Statement of Essential Truths of the PAOC;
- iii. Any act or conduct that is the cause of serious discord or dissension with or without malicious intent. Romans 16:17-18;

Discipline may include the suspension or termination of membership or other appropriate action as deemed necessary by the Board of Deacons. Discipline of a member, if deemed necessary, shall be in accordance with the religious beliefs and doctrines of the PAOC and, where determined possible by the Board, have as its purpose the eventual restoration of the individual as a member in the assembly. Any discipline pursuant to this section shall be dealt with in accordance with section 20.

19.0 Discipline

Should an allegation of misconduct of a serious nature, or of an act justifying membership discipline under paragraphs 19 i), ii), iii), be made against a member, the Elders' Council, in consultation with the Board of Deacons, shall use its discretion in proceeding with an investigation. An investigation must be conducted by the Elders' Council upon receipt of a written and signed allegation by an individual willing to appear in person and give testimony concerning the charges. The Pastor shall appoint two (2) members of the Elders' Council to investigate the allegation, having in mind that it is their responsibility to safeguard the Member, Waterloo Pentecostal Assembly and the fellowship. This shall be done to determine the credibility of the allegation. If the Elders' Council determines on a preliminary basis that the allegation is invalid, then the Elders' Council should recommend to the Board of Deacons that no further action should be taken and that no record of the investigation is kept. When an investigation has been initiated against a member, and the Elders' 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 informed of an allegation in writing, sent to them by registered letter from the Secretary to the last known address of the said Member, and a date set for a hearing before the Board of Deacons, who shall compose the hearing committee, 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 Elders' Council shall be considered with opportunity for member response. A verdict shall be determined by a 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 Waterloo Pentecostal Assembly member must confirm attendance at the disciplinary hearing no later than seven (7) days prior to the date established for the disciplinary hearing. Failure to confirm or appear at the disciplinary hearing may constitute voluntary withdrawal from membership.

The said Waterloo Pentecostal Assembly member may be relieved immediately from Waterloo Pentecostal Assembly involvement upon being notified of the charges.

If the accused Waterloo Pentecostal Assembly member refuses to appear at the hearing to offer a defence, the hearing may proceed, and the accused Member may be disciplined if found guilty of the charges preferred.

- iii. The Pastor may attend the hearing as an observer but shall not participate nor be present when a vote is taken in the decision of guilt or innocence. Their role is to be redemptive to all parties involved.
- iv. 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 shows evidence of a spirit of contrition, temporary suspension or revocation of membership. The Member shall be informed of the decision of the hearing committee in writing within three (3) days of such decision being rendered.
- v. If the Member in question is also a member of the Board of Deacons or of the Elders' 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.

Right to Appeal

The Member shall have the right to appeal a verdict rendered in a disciplinary hearing. The purpose of the appeal is to examine the process and the judgement rendered.

Any appeal of the decision by the hearing committee must be made in writing, and the appeal must be received by the Secretary of the Board within 30 days of the Member receiving notification of the decision of the committee. The Board shall request the District Superintendent to appoint a committee to hear the appeal.

The appeal will be heard within 60 days of receiving the request for an appeal in writing.

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

The decision of the appeal committee will be communicated in writing to the Assembly member by the Chair of the appeal committee within five (5) days of the appeal hearing.

Legal counsel shall not be present for either side at the appeal hearing, nor is any other investigative or disciplinary hearing provided for in these by-laws.

20.0 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 Elders' Council shall propose a restoration plan for the disciplined Member.

21.0 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 Elders' Council, or any member taking part in any of the aforementioned proceedings or actions; and the acceptance of membership 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, Elders' 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 brought before a secular court concerning any procedure referred to in this by-law.

Once the congregation has approved, these changes must be submitted to the WOD district, the Charities Directorate, and Innovation Canada.

VII – ADHERENTS

22.0 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. All rights, duties and privileges of an adherent end when they no longer meet the requirements to be an adherent in accordance with this by-law, or as otherwise provided for under the law.

23.0 Adherents in ministry

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

24.0 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 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 modelling Christian principles through direct communication or by conduct.

VIII – OFFICERS

A. LEAD PASTOR

25.0 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.

26.0 Selection

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

27.0 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.

28.0 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 and shall, with the Board, direct all of its activities. The Pastor shall consult with the Board regarding the ongoing health and wholeness of the congregation to ensure that appropriate ministries and programs are in place to accomplish the same. The Pastor shall be the Chair of the Elders' Council and shall, ex officio, be a member of all committees and departments within the assembly except the Board of Deacons and its standing committees.

- ii. Staff - The Pastor, in consultation with the Elders' 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, be present at, and fully participate but not vote, in the discussion of all matters considered by the Board of Deacons except for discussions related to the Pastor's performance and salary.

29.0 Conclusion of Ministry Agreement:

The Pastor may conclude their ministry agreement by giving a minimum of one (1) month written notice by a letter addressed to the Secretary of the Board of Deacons of the Assembly. The Pastor must also immediately notify the district superintendent of the conclusion of the ministry agreement. Following this, an announcement shall be made to the assembly by the Chair of the Board of Deacons.

30.0 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 Elders' 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 assembly's staff shall become the responsibility of the Board of Deacons and Elders' Council until the new Pastor is installed.

31.0 Removal

The Pastor may be removed in keeping with the provisions of the constitution of the district by the following procedure:

- i. When difficulties arise between the Pastor and the assembly that does not involve his or her credentials or no longer involve their 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. Allegations leading to charges in matters involving the right of a credential staff member to hold credentials with The Pentecostal Assemblies of Canada as defined in By-Law 10.6.2 of the General Constitution and By-Laws must be made to the district in writing, and properly signed by one who is willing to appear in person and give testimony concerning the charges. Charges brought against a credential holder shall be dealt with according to provisions made in the General Constitution and By-laws of The Pentecostal Assemblies of Canada.

B. BOARD OF DEACONS

32.0 Qualifications

Deacons 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. Prior to election and annually thereafter, they shall indicate written agreement with the Standards of Behaviour set out by Assembly policy from time to time.

33.0 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 By-laws. To adequately reflect the changing needs of the assembly, the number of deacons may be increased or decreased by a resolution of the assembly. The assembly may, if they so choose, pass a resolution wherein they delegate this power with or without conditions attached to the Board of Deacons. No Assembly staff member, or family member of an Assembly 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.

34.0 Term of office

Deacons shall serve for a one (1) year to 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 By-laws.
- iii. by resolution of members at a special meeting of the assembly.

35.0 Vacancy

In the event that a vacancy occurs on the Board of Deacons between elections, the remaining members of the Board of Deacons may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one third (1/3) of the number of directors elected at the previous annual general meeting of members.

If a vacancy occurs as aforesaid, and an individual is appointed to the Board, the following 'term of office' (section 35 of the Waterloo Pentecostal Assembly By-laws) of the appointed Member shall, if subsequently approved by the congregation, commence at the next annual meeting of members. If there is not a quorum of Deacons or if there has been a failure to elect the number or minimum number of Deacons provided for in the Articles, the Deacons then in office shall without delay call a special meeting of the assembly to fill the vacancy and, if they fail to call a meeting or if there are no Deacons then in office, the meeting may be called by any member.

36.0 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.

37.0 Duties

The duties of the Board of Deacons are as follows:

iv. Business and Administration

The Board of Deacons shall manage the business and financial affairs of the assembly. Those individuals elected to the Board of Deacons shall not act as Trustees simply by right of their office as Deacons but in a separate capacity as Trustees for any property of the corporation. 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 done for all staff. The Board of Deacons shall act in the administration of the discipline of the assembly.

v. Meetings

The Board of Deacons shall meet a minimum of 8 times per year. Dates of the meetings will be presented to the Board during the November meeting. Additional meetings will be added to the Board calendar as necessary in order to transact routine business for the assembly on a timely basis. Additional meetings will be scheduled by the Chair as deemed necessary or by the Chair if requested by a majority of the Board of Deacons.

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

38.0 Training

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

39.0 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 the 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~~ 33.0.

C. ELDERS' COUNCIL

40.0 Qualifications

The following are the qualification requirements for the Elders' 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.

41.0 Number

The Elders' Council shall consist of the Pastor as Chair and a minimum of four (4) and a maximum of seven (7) Assembly members. To adequately reflect the changing needs of the assembly, the number of Elders' outside of these parameters may be increased or decreased by a resolution of the assembly as recommended by the Board of Deacons.

42.0 Appointment

Members of the Elders' Council shall be appointed by the Pastor and ratified 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 ratified at the annual meeting, the Pastor may proceed with the Elders' who have been ratified, provided there is a minimum of four (4) confirmed members, or immediately appoint such further members, in consultation with the Board of Deacons, as required by the By-laws for ratification at the annual meeting.

43.0 Term of Office

Representatives on the Elders' Council shall serve for a three (3) year period and shall be eligible for re-appointment. Elders' may only serve for a maximum of six (6) years in any eight (8) year period. Elders' may be subject to termination as follows:

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

44.0 Duties

The Elders' Council are not directors of the assembly and shall in no way assume or interfere with the duties, responsibilities or obligations of the Board of Deacons. The Elders' 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. be loyal and supportive of the Pastor and pastoral staff in both personal relationships and public activities within the assembly;
- iv. advise, recommend and otherwise assist in a non-binding manner the Board of Deacons in its duties to issue membership and determine conditions as defined by the Assembly's By-laws;
- v. assist the Board of Deacons in the Pastoral search and Assembly discipline processes as defined in the Assembly's By-laws.

D. CHAIR

45.0 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 By-laws, or upon the written request of the Pastor presented to the Secretary. The Chair may also be removed by the members by ordinary resolution at a special meeting of the assembly. Any vacancy shall be filled by election at the next meeting of the Board of Deacons.

46.0 Duties

The duties of the Chair are as follows:

- i. Ensure that the Board of Deacons call all annual and special business meetings of the assembly and that all meetings of the Board of Deacons are called and held as required;
- ii. Work closely with the Pastor in setting the agenda for Board of Deacons meetings and ensuring good communication among Assembly staff, Elders' 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

47.0 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 By-laws. Any vacancy shall be filled by election at the next meeting of the Board of Deacons.

48.0 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

49.0 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 By-laws. Any vacancy shall be filled by election at the next meeting of the Board of Deacons.

50.0 Duties

The duties of the Treasurer are as follows:

- i. The Treasurer shall be the custodian of the funds of Waterloo Pentecostal Assembly and shall ensure the deposit of the same in a chartered bank or credit union in the name of Waterloo Pentecostal Assembly and shall ensure the disbursement of such funds as authorized by the Board. The Treasurer shall ensure that an accurate record of accounts is kept, and shall present a financial statement at the annual meeting and at any other time when requested to do so by the Board or the Waterloo Pentecostal Assembly congregation. The books shall be reviewed before the annual meeting by financially qualified individuals appointed by the Board.
- 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

51.0 Indemnity

Subject to any legal limitations, the assembly shall indemnify a member of the Board of Deacons, Elders' 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 Elders' 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 Elders' 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 Elders' Council member, officer, or employee had reasonable grounds for believing the conduct was lawful.

X - BUSINESS MEETINGS

52.0 Annual meeting

The annual business meeting of the assembly shall be held in the month of November 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. Notice of such meetings will also actively be directly provided to members in a manner that complies with any legislative obligations. 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 in person.

53.0 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. Members' proposals;
 - H. New Business;
- Adjournment.

53.1 Member's Proposals

A Member entitled to vote at an Annual Meeting of Members may, subject to 54.1 (c):

(a) submit to the assembly for the inclusion in the notice of an Annual Meeting, notice of any matter that the Member(s) proposes to raise at the meeting (herein referred to as a "proposal"); and

(b) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal.

(c) the Board may refuse to accept a members proposal for consideration by the members if the proposal does not meet the requirements of the Canada Not-for-Profit Corporations Act, in that it is not submitted in a timely fashion, it clearly appears to have a primary purpose of enforcing a personal claim or addressing a personal grievance, the proposal does not relate in a significant way to the activities or affairs of the assembly, the subject matter of the proposal deals with matters dealt with previously in the last two (2) years, or the proposal is seen as a means to secure publicity for the Member.

53.2 Deferral of Motions

In the event a motion to vote on a proposal is made at a meeting, such vote shall, at the discretion of the Chair, be deferred until a Special Meeting of the Members is called to consider and vote on the proposal. The decision of the chairman of the meeting as to whether the said vote should be deferred shall be final and binding.

54.0 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. Notice of such meetings will also actively be directly provided to members in a manner that complies with any legislative obligations. 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;

Petition by no less than five percent (5%) of the members of the assembly. Such a petition shall be hand-delivered to the Chair and Secretary.

55.0 Special business meeting agenda

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

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

56.0 Quorum

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

57.0 Procedure

All business meetings will be conducted in accordance with the 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.

58.0 Voting

Only members in good standing are entitled to vote, and voting by proxy is not permitted. 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 member may require a secret ballot on any vote, either before or after any vote by a show of hands. **A member of the congregation who wishes to challenge another's right to vote may do so. In the event of such a challenge, a majority vote of the congregation shall decide.**

59.0 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 Elders' Council, and two Assembly members at large. On an annual basis

the nominations committee shall be appointed by the Elders' 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. This announcement will indicate the number and length of terms to be filled.
- ii. The nominations committee shall require that all nominations for the Board of Deacons be submitted in writing ~~or provided electronically, signed by and/or identified as a WPA member~~ at least four (4) Sundays prior to the date of the annual business meeting ~~and submitted without the knowledge of the person.~~
- iii. ~~The written nominations will 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 By-laws.
- vi. The nominations committee shall determine which submissions do not qualify under the By-laws. 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.~~ In the event that a full slate is not presented, the election will become a ratification vote.
- 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 By-laws.
- ix. The nominations committee shall provide to all candidates an orientation package and ensure they have endorsed, in writing, the Standards of Behaviour prior to presentation to the members.
- 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. ~~Separate elections will be held for the available 1 and 3-year terms. Candidates can only participate in one election.~~ ~~One election will be held for the available 1 and 3-year terms, and candidates may participate in only one election.~~
- xiii. Terms less than 3 years, due to resignations or other created vacancies, will be filled from the 3-year election with the terms available being assigned based on the percentage of votes received in descending order.
- xiv. The members of the Board shall be declared elected upon receiving more than fifty percent (50%) of all votes cast for that position. ~~In the event there is more than one position being voted on in the first election ballot, the candidates receiving the highest number of votes cast above 50 percent shall be~~

declared elected for the Board 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.

- xv. 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.
- xvi. The membership may empower a nominating committee to set aside the submission process and agree on the names of members who are qualified and willing to serve on the leadership team. Such names shall be presented as the slate of nominees for consideration at the congregational meeting.

Prior to the nomination by a Member from the floor at an Annual Meeting of Members, the person to be nominated must first consent in writing to the nomination; the proposal shall be supported in writing by not less than five (5%) percent of the Members entitled to vote at the meeting at which the proposal to be presented, the Board has received a copy of the proposal within the time period set out below for inclusion in the Notice of the Annual Meeting and the Nominating Committee and the Board of Deacons have agreed that the person so nominated meets the qualifications for deacon.

A Person may be considered for election to the Board of Deacons, provided he or she fulfills all requirements of the law and the following qualifications:

- (1) the person must be a Member of the Assembly in good standing;
- (2) the person is baptized in the Holy Spirit according to Acts 2:4
- (3) the person must be eighteen (18) years of age or older;
- (4) the person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (5) the person must have an active involvement within the assembly;
- (6) the person must fulfill the spiritual qualifications of an overseer listed in 1 Timothy 3:1-7, Titus 1:5-10 and 1 Peter 5:1-5;
- (7) the person must agree to uphold and be subject to the Assembly's By-laws;
- (8) the person must recognize that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (9) and the Nominating Committee must first have recommended the person as a candidate for deacon to the Board of Deacons and the Board of Deacons shall have approved the person as an individual who has the qualifications necessary to be a Deacon or, in the case of the candidate for deacon has been nominated pursuant to a proposal, there shall be compliance with the provisions set out in Section 54.2.

XI - DEPARTMENTS AND COMMITTEES

60.0 Departments

The Board of Deacons, based on the recommendation of the Pastor, shall have the 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.

61.0 Committees

The Board of Deacons shall have the authority to appoint committees beyond those defined in the By-laws 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 the authority to dissolve any committee at its discretion by the Board of Deacons' resolution. The Board of Deacons shall have authority, by resolution, to suspend the operation of any committee defined in the By-laws 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

62.0 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

63.0 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

64.0 Missionary policy

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

65.0 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.

66.0 Loan approval

This assembly, prior to the making of any 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 a resolution passed at a duly called special or annual meeting.

XV – RETIREMENT PLAN

67.0 Retirement Plan

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

XVI - AMENDMENTS

68.0 Amendments

This by-law and the letters patent may be amended by Special Resolution of the members at any annual or special business meeting of the assembly, duly called for that specific purpose, provided that a copy of the proposed amendment has been presented in writing to the Board of Deacons and the District Executive no later than the time period required for the sending of notice advising of the date of the meeting is to be held, and provided that the notice of said proposed amendments shall have been given in the notification 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) percent 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 section 7 of the Canada Not-for-Profit Corporations Act shall not be enforced or acted upon until the approval of the Director under section 281 of the Act has been obtained.

XVII- GENERAL CORPORATE MATTERS

69.0 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.

70.0 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.

71.0 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, a minimum of which three (3) shall be Deacons of the Assembly, and the remainder of 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.

72.0 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.

73.0 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.

74.0 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.

75.0 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.

76.0 Enactment

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

Borrowing By-Law 2

The Directors of the Corporation may from time to time:

- (a) Borrow money on the credit of the corporation;
- (b) Issue, reissue, sell or pledge debt obligations of the corporation, but no invitation shall be extended to the public to subscribe for any debt obligations;
- (c) Give a guarantee on behalf of the corporation to secure performance of an obligation of any person;
- (d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation; and

delegate the powers conferred on the directors under this by-law to a director, a committee of directors or an officer of the corporation to such extent and in such manner as the directors shall by resolution determine.