

FOUNDING MEMBERSHIP

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OTTAWA MESSIANIC FELLOWSHIP

BY-LAW No. 1

A by-law relating generally to the transaction of the affairs of "OTTAWA MESSIANIC FELLOWSHIP"

WHEREAS it is desirable to establish a fellowship of messianic believers fellowshipping under the name of Ottawa Messianic Fellowship, and the legal entity created by Letters Patent of the Province of Ontario, being the corporate body Ottawa Messianic Fellowship;

AND WHEREAS it is intended that a future congregation and the said legal entity shall function harmoniously together, the said congregation to exist and be governed according to Scriptural Principles as followed by the said congregation (as expressed in the fellowship by-law No. 2); provided however that the said congregation shall do nothing contrary to the said Letters Patent, the Act incorporating the Corporation herein, or the By-law, Resolutions, or acts of the said Corporation; the congregation being primarily concerned with the spiritual aspect and direction of the work, and the said Corporation the business, legal and other matters pertaining thereto.

THEREFORE BE IT ENACTED as a by-law of "Ottawa Messianic Fellowship" as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the city of Ottawa, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

#### BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of a minimum of three directors and maximum of six directors, each of whom at the time of his/her election or within ten days thereafter and throughout his/her term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified.

The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two third of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office, and may by majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

#### VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified member of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors of the ensuing year are elected, but if there is not a quorum of directors, the remaining of directors shall forthwith call a meeting of the members to fill the vacancy. 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 filled in the manner above provided.

#### QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Director's meeting may be formally called by the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meeting shall be delivered or telephoned to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. 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. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A director's meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

#### ERRORS IN NOTICE, BOARD OF DIRECTOR

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the

minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

#### POWERS

8. Subject to the provisions of clause 17 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, 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 charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Provided that the land owned by the Corporation shall not be sold without the sanction of two-thirds of the members present at a meeting duly called and held for that purpose.

#### REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

#### OFFICERS OF CORPORATION

10. There shall be President, a secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers including one or more Vice-Presidents as the

board of directors may determine by the by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and any Vice-presidents shall be elected by board of directors from among their number at the first annual meeting of the board after 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 need not be members of the board and, in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

#### DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duties or power, the absence or inability of the President shall be presumed with reference thereto.

#### DUTIES OF SECRETARY

12. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all 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 seal of the Corporation and all the books, papers, records, correspondence, contacts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### EXECUTION OF DOCUMENTS

15. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as required the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers or shares, bonds or other securities from time to time transferred to the

Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions of the contrary contained in the by-law of the Corporation, the board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

#### BOOKS AND RECORDS

16. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### OFFICE OF ELDERS

17. Upon formation of the future Congregation, there shall be a group of elders who shall be members of the Corporation dedicated to that office as accepted by the members. The elders shall be responsible for the spiritual direction of the Congregation, the order of the Congregation's meetings, the reception into Messianic fellowship in the Congregation, the pastoral work, the commendation of persons for service as evangelists and teachers of Messianic doctrine, and the approval of gifts to ministers of the gospel.

#### MEMBERSHIP

18. The membership of the Congregation shall consist of the applicants for the incorporation of the corporation and such other individuals as are admitted as founding members by the board of directors at its first meeting.

Subject to the provisions of the next succeeding paragraph, admission to membership shall be limited to individuals, who have reached eighteen years of age and are the founding members

and their immediate families.

All others who qualify to become voting members of the Fellowship according to by-law No. 2, article 5, section 2 shall be admitted in the first instance to non-voting Associate membership. From such of the Associate members as are qualified to be voting members, the board of directors may admit into voting membership a number (not to exceed 50% of founding membership) in the Corporation's first year of existence. From such of the Associate members as are qualified to be voting members, the board of directors in the Corporation's second year may admit into voting membership a number (not to exceed 50% of voting membership at the Corporation's first year-end). Therefore, the Board may at its discretion admit any who are qualified to be voting members and who have been Associate members for two years or longer from the remaining Associate members qualified to be voting members, and in addition, a number up to 10% of the voting membership at the Corporation's latest preceding year-end.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

A member or Associate member shall lose his membership, without resigning, by resolution of the Board of Directors if he/she has ceased to be identified with the Ottawa Messianic Fellowship. Without limiting the generality of the foregoing, as a general rule a member shall lose his/her membership if he/she has been out of fellowship with Ottawa Messianic Fellowship for more than one year. In addition a member shall lose his/her membership by resolution of 75% of the board of Directors, upon evidence that the member no longer is in substantial agreement with the statement of doctrine or distinct emphases.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each member or Associate member shall promptly be informed by the Secretary of his admission as a member or Associate member. Such notice may be given by an announcement in a meeting or service of the Ottawa Messianic Fellowship or

Congregation or by posting a notice on a bulletin board in the place of the fellowship or Congregation.

DUES

19. There shall be no dues or fees payable by members.

ANNUAL AND OTHER MEETINGS OF MEMBERS

20. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. Meeting may be called by one of the following methods at the choice of the directors:

(a) by notice of the time and place for holding the meeting to be sent to each member by prepaid mail ten days or more before the date of the meeting to his/her last address as shown on the books of the Corporation;

(b) by an announcement to the Congregation on two consecutive Saturdays prior to the time the meeting is to be held and in addition thereto only so long as it is a requirement of the Corporations Act of the Province of Ontario the publication of a notice at least once a week for two consecutive weeks next preceding the meeting in a newspaper circulating in the City of Ottawa.

Provided that any meeting of members may be held at any time and place without such notice if all the members of the Corporation are present thereat, and as such meeting any

business may be transacted which the Corporation at annual or general meeting may transact.

ERROR OR OMISSION IN NOTICE

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

ADJOURNMENTS

22. Any meeting of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote.

At all meetings of the members every question shall be decided by a majority of votes of the members present in person unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded

in favour of against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by the majority of votes given by the members present in person and such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

QUORUM OF MEMBERS

24. A quorum for the transaction of business at any meeting of members shall consist of not less than seven members present in person, unless the number of members be below seven in which case the quorum shall consist of all members.

FINANCIAL YEAR

25. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of December, in each year.

ENACTED this                    day of

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-----President  
Secretary