



Extending God's Dominion by Training Ambassadors for Christ

Metropolitan Bible Church Property Corporation **BYLAWS**

Ratified by the Congregation on October 27, 2013

A member of the Associated Gospel Churches of Canada



METROPOLITAN BIBLE CHURCH PROPERTY CORPORATION

BY-LAW NO. 1

(revised effective October 27, 2013)

A by-law relating generally to the organization and affairs of the Corporation.

Article 1 – Corporate History and Objects

1.1 Corporate History

The Corporation was created, under the name “Metropolitan Tabernacle, Ottawa”, by Letters Patent granted by the Ontario Government on 6 June 1932. By Supplementary Letters Patent, dated 8 March 1962, the name of the corporation was changed to “Metropolitan Bible Church Ottawa”. By further Supplementary Letters Patent dated 29 December 1998, the Corporation changed its name to “Metropolitan Bible Church Property Corporation.”

1.2 Objects

The objects of the Corporation, as set forth in its Letters Patent, are: To establish places for worship and the preaching of the Gospel, to conduct religious training classes, to establish missions, to acquire the necessary property for the erection of churches, missions and buildings incidental thereto and to promote the principles of Christian fellowship and communion.

Article 2 - Membership

2.1 Membership Qualifications

The board of directors of the Corporation (which board is herein referred to as the “Directors”) shall receive into membership of the Corporation any person who:

(a) is a Member of the association or corporation without share Property that operates as the “Metropolitan Bible Church” (a church

founded in 1931 under the name “Metropolitan Tabernacle), which association or corporation is hereinafter called “Metropolitan Bible Church”; and

(b) submits a written application for membership, in a form approved by the Directors.

2.2 Membership

The Directors shall remove from the membership register of the Corporation any person who delivers to the Directors a written request to be so removed or who ceases to be a Member of Metropolitan Bible Church. Membership shall automatically lapse on death.

Article 3 – Directors

3.1 Role of the Directors

The government of the Corporation is vested in its membership and executed through its board of directors (the “Directors”). The Directors shall discharge their responsibilities as defined by this by-law and shall at all times be subject to the majority vote of the Members in attendance at a meeting of Members. Subject to the foregoing, the Directors shall administer the affairs of the Corporation.

3.2 Qualifications and Expectations of Directors

The board of Directors shall consist of three men who:

- (a) are Members of the Corporation;
- (b) are eighteen years of age or over;
- (c) meet the Biblical standards of 1 Timothy 3:1-13 and the expectations of Directors stated below;
- (d) have been elected or appointed in accordance with the provisions of this By-law; and
- (e) will not be Members of the Board of Metropolitan Bible Church during their term of office as Director (save and except that the initial

Directors may be Members of the board of Metropolitan Bible Church).

Each Director is expected:

(a) to continually strive for excellence and to demonstrate the fruits of the Spirit (*1 Timothy 4:12-16*);

(b) attend diligently to the duties of office and work in harmony with others (*1 Corinthians 1:10, Philippians 1:27*); and

(c) conduct himself in such a way as to be an example to those he leads and influences, and to curtail his liberty and rights so as not to be a stumbling block to those who are weaker in the faith (*1 Corinthians 8:7-13*).

3.3 Transaction of Business

The Directors shall have authority to appoint individuals or committees for the transaction of its business.

3.4 Authority to Call Meeting of Members

The Directors shall have the authority to call meetings of Members for the purpose of recommending any acts requiring a vote of the membership, or for the purpose of receiving advice or instruction from the membership.

3.5 Consideration

The Directors shall handle and consider suggestions, recommendations and grievances upon the part of any Member or organization within or affiliated with the Corporation.

3.6 Officers

The Directors shall select from their ranks an Executive Director. For the purposes of administrative convenience, the Secretary of the Corporation shall be the secretary of the board of Metropolitan Bible Church and the Treasurer of the Corporation shall be the treasurer of the Metropolitan Bible Church. The Executive Director, Secretary and Treasurer are referred to as "Officers". Officers who are not Directors

are not entitled to attend at or participate in meetings of the Directors without the prior approval of the Directors.

The Officers shall have the following responsibilities:

(a) The Executive Director shall, when present, preside as chairman at all meetings of the Directors and all meetings of Members. During the absence of the Executive Director, his duties may be exercised by such other Director as the board of Directors may from time to time appoint for that purpose. The Executive Director shall act as the president of the Corporation.

(b) The Secretary shall keep an accurate record of all meetings of Members and shall submit these records for the approval of the membership. The Secretary shall keep an accurate record of all Directors meetings and shall submit these records for the approval of the Directors. The Secretary shall be responsible for keeping a membership register, shall have custody of the corporate seal, and shall carry on and maintain a complete record of all correspondence and such other records as may pertain to the office. The Secretary shall also have in custody any other papers, records or other documents as directed by the membership or the Directors.

(c) The Treasurer shall be responsible for the custody, receipts and disbursements of the funds of the Corporation, the keeping of accounts and the preparation of financial statements and shall perform such other duties as the Directors may direct, ensuring that:

(i) All monies contributed to the Corporation are deposited on a regular basis in the financial institutions designated by the Directors.

(ii) Records (as required by law) are maintained showing from what sources monies have been received and for what purposes monies have been disbursed.

(iii) A monthly financial report is rendered to the Directors.

(iv) Audited financial statements for the fiscal year of the Corporation are presented at the Annual Meeting.

- (v) There is an annual audit.

3.7 Election and Term of Office of Directors

The following provisions shall apply with respect to the election and term of office of Directors of the Corporation:

(a) Directors shall be elected as stated in Article 3.7(b) having been first nominated in the following manner:

- (i) During the month of October, a Nominating Committee shall be selected by the Directors consisting of the Lead Pastor of Metropolitan Bible Church as chairman, the secretary of Metropolitan Bible Church as secretary, and three Members of the Corporation who are not then Directors of the Corporation or Members of the Board of Metropolitan Bible Church.

- (ii) The Nominating Committee shall identify and consider candidates in accordance with Article 3.2. The Nominating Committee shall prepare a list of qualified nominees.

- (iii) The list of nominees shall be posted in three conspicuous places about the building occupied by Metropolitan Bible Church for at least three Sundays immediately preceding the Annual Meeting.

- (iv) After the list is posted, further nominations may be made in writing to the Secretary of the Nominating Committee, providing that each nomination is signed by three Members in good standing, and left with the Secretary not later than seven days prior to the Annual Meeting. If, in the opinion of the Nominating Committee, the men so nominated are eligible for to become Directors in accordance with Article 3.1, their names shall be added to the nominations already posted.

(b) The election of Directors shall take place at the Annual Meeting, and voting shall be by ballot.

(c) The term of office for Directors shall be one year. A Director is eligible for re-election.

(d) Should a vacancy occur before the expiration of the term of office, a Director's successor may be appointed by the remaining Directors until the next Annual Meeting.

3.8 Removal of Directors

An incumbent Director will cease to hold office under the following circumstances:

(a) A Director may relinquish his office by delivering a written resignation to the Executive Director or Secretary.

(b) A Director's may be removed from office at any time by two-thirds vote of the membership present at a meeting of Members, provided that the membership elects a qualified man to take his place.

(c) A Director shall be deemed to have vacated his office upon death or if he is found to be a mentally incompetent person, becomes bankrupt or ceases to be a Member.

Article 4 – Meetings of Members

4.1 Fiscal Year-end

The fiscal year of the Corporation shall end on December 31.

4.2 Annual Meeting

An Annual Meeting of Members shall be held not later than the last day of May of each year. The date and place of the Annual Meeting shall coincide with the date and place of the annual meeting of Metropolitan Bible Church. The Annual Meeting shall follow the annual meeting of Metropolitan Bible Church. The date, place and time of the Annual Meeting will be announced at the regular church services of Metropolitan Bible Church on the three Sundays immediately preceding the date of the Annual Meeting. At the Annual Meeting, the Directors shall present to the membership the minutes of the preceding meetings of Members (from and including the minutes of the most recent Annual Meeting), an Annual Report which includes the Corporation's yearly audited financial statements, and shall transact

such other business as may be required.

4.3 Calling of Meetings

Any regular or called meeting of Members may be constituted as a meeting for the transaction of business providing notice of such meeting is given at the regular church services conducted by Metropolitan Bible Church on the three Sundays immediately preceding the date of the meeting.

4.4 Meetings Called by Members

The Directors shall call a meeting of Members upon written request of 25 Members with power to vote. The notice of such meeting shall be given at the Church's regular services on the three Sundays immediately preceding the date of the meeting, and such meeting shall be called on a date that is not more than 40 days after the written request therefor is received by the Board.

4.5 Voting

Unless otherwise required under this Bylaw, a majority vote of the voting Members present at any properly called meeting of Members shall be required to render final decisions on any matter under consideration.

4.6 Auditors

One or more auditors shall be appointed at each Annual Meeting of the Members of the Corporation. The auditors when appointed shall hold office until the next annual meeting after being appointed, or until their successors are appointed, unless previously removed by resolution of the Members at a meeting of the Members or by resolution of the Directors. If the remuneration of the auditor or auditors is not fixed by the Members at the annual meeting then the remuneration of the auditor or auditors shall be fixed by the Directors. A Director or a person who is a partner or employee of a Director is not qualified for appointment as auditor.

The auditors shall be supplied with a copy of the financial statements of the Corporation and it shall be their duty to examine the same together

with all accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all books kept by the Corporation and shall have access to the books and accounts of the Corporation at all reasonable times.

The auditors shall make an annual report to the Members upon the financial statement and shall state in their report whether in their opinion the financial statement presents fairly the financial position of the Corporation and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

4.7 Rules of Order

Any questions of procedure at meetings of the Directors or Members not covered by this By-law shall be decided by the chairman of such meeting.

Article 5 – Corporate Matters

5.1 Head Office

The head office of the Corporation shall be located at the City of Ottawa, in the Province of Ontario.

5.2 Corporate Seal

The seal of the Corporation shall be in the form impressed at the bottom of the last page of the original copy of this by-law.

5.3 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two Directors. In addition, the Directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The Directors may give the Corporation's 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. Any person authorized to sign an instrument on behalf of

the Corporation may affix the corporate seal thereto.

5.4 Borrowing Power

Subject to the Corporations Act (of Ontario) and upon an affirmative two-thirds vote of Members present at a meeting of Members called by the Directors, the Corporation may:

- (a) borrow money on the credit of the Corporation;
- (b) issue or pledge debt obligations (including notes or other like liabilities whether secured or unsecured) of the Corporation; and
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

Notwithstanding the above, the Corporation may do any of the foregoing without the approval of Members if the lender is Metropolitan Bible Church.

5.5 Spending

The Directors shall not authorize the expenditure of any funds of the Corporation unless such expenditure furthers the objects of the Corporation and:

- (a) has received the prior approval of the membership, which approval may be specific or may be granted in the form of a pre-approved budget;
- (b) is required, in the Directors' opinion, to maintain, repair, and insure real or personal property of the Corporation;
- (c) is for the purpose of making a loan or loans to Metropolitan Bible Church to enable Metropolitan Bible Church to pay its current-year operational expenses as they become due (in circumstances in which Metropolitan Bible Church would otherwise not be able to pay such expenses as they become due), provided that the outstanding amounts of any such loan(s) at any time shall not cumulatively exceed \$50,000; **or**

(d) is for less than \$10,000, provided that the cumulative amount of expenditures permitted under this Article 5.5(d) in any calendar year cannot exceed \$25,000.

5.6 Limitation of Liability

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Directors 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.

5.7 Indemnity

Every Director and Officer of the Corporation and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer in or about the execution of the duties of such Director's or Officer's office; and

(b) all other costs, charges and expenses that such Director or Officer sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by such

Director 's or Officer's own wilful neglect or default.

Article 6 – Amendments

This By-law may be amended by a two-thirds vote of the voting Members present at any properly called meeting of Members providing the proposed amendments have been submitted in writing to the congregation of Metropolitan Bible Church at its regular church services on the two Sundays preceding said meeting and providing an exact copy of the proposed amendment has been conspicuously posted at the exits of the church building occupied by Metropolitan Bible Church on the four Sundays immediately preceding said meeting. Amendments to this By-law may be proposed as accepted by a two-thirds vote of the voting Members present at the 1999 Annual Meeting notwithstanding that such proposed amendments were not submitted or posted as otherwise required by the preceding sentence. At least 35% of the membership must be present to vote on amendments to this By-law.

This by-law was approved by a resolution of all voting Members made 29 December 1998.

This by-law was initially approved by a resolution of the Members made December 29, 1998, and was subsequently amended by resolutions of the Members made November 24, 2004. This by-law, as amended, is in force and effect as of October 27, 2013.

Samuel Hill

Samuel Hill, Executive Director

Andrew Harwood

Andrew Harwood, Secretary