

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

**East Coast Baptist Association Inc**

(the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

**1. Definition**

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the executive team of the Corporation and "director" means a member of the executive team;

"**executive team**" is synonymous with board of directors and executive team member is synonymous with director;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"**name**" The name of the Corporation is the "East Coast Baptist Association Inc." and shall be known hereafter in this document as the Association and, where referred to, the Canadian National Baptist Convention shall be known hereafter in this document as the Convention.

"**address**" The Head Office of the Association shall be at the residence of the Secretary/Treasurer and directed to the attention of the Association's Secretary/Treasurer.

## **2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **3. Corporate Seal**

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

## **4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **5. Financial Year**

The financial year end of the Corporation shall be determined by the board of directors.

## **6. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **7. Borrowing Powers**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

## **8. Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

A qualified auditor or a three-person financial review committee appointed by the membership at its Annual General Meeting shall conduct a review of the Association's books, accounts and records at least once each year. The designated auditor or financial review committee shall conduct a complete and proper statement of the standing of the books for the previous year for presentation at the Annual General Meeting or Special General Meeting called for that purpose.

## **9. Membership Conditions**

Membership in the Association shall be accorded to those churches in Atlantic Canada and in Maritime Quebec belonging to the Canadian National Baptist Convention that is committed to furthering the vision and mission of the Association. The application for membership must be accompanied by a written statement, in the form of the church to church covenant and in agreement with the "Baptist Faith and Message" as officially adopted by the CNBC. Such application must have received the approval of the Executive team of the Association.

With the recommendation of the Executive team, the petitioning church shall be eligible for fellowship and, shall be accepted into such fellowship upon receipt of a two-thirds (2/3'ds) majority vote of the messengers present in an Annual General Meeting. Nevertheless, the granting of such Associational fellowship shall in no way interfere with the rights and autonomy of any affiliated church.

Each affiliated church shall:

- a. actively participate in the affairs of the Association including attendance at Associational meetings and serving in leadership as appropriate and necessary;
- b. support the work of the Association through its financial stewardship;
- c. provide the Association with such other periodic reports as may be requested by the Association;
- d. keep the Association informed of its officers along with the appropriate, up-to-date contact information; and
- e. appropriately acknowledge receipt of information received via electronic mail.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## 10. **Notice of Members Meeting**

Notice of the time and place of a meeting of members / member churches shall be given to each member church entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, such electronic notification shall be forwarded to pastors of affiliated churches at least two weeks prior to the designated date. Notification of special meetings shall include the specific reason for such meeting. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## 11. **Members Calling a Members' Meeting**

Associational meetings shall be held at such times and places as the Executive Team shall determine, excepting that the Annual General Meeting of the Association shall be held not later than the last Saturday of October each year.

Meetings of the Association shall include:

- a. current reports from Associational ministry teams;
- b. proposed plans for the ensuing year;
- c. the election of officers and team leaders;
- d. adoption of a budget and a calendar of activities for the ensuing year;
- e. any other necessary business; and
- f. worship, fellowship, training and inspiration as appropriate.

A special meeting of the Association may be called; I) by the Association-in-session; or ii) by the Executive Team. In addition, the Executive Team may be requested by not less than one third of member churches to call a special general meeting of the Association to address an issue of mutual concern.

The minutes and other relevant documentation discussed at any meeting shall be sent to Associational officers, members of the Executive Team and member churches by electronic mail.

The Association shall observe "Robert's Rules of Order (Revised)", in its parliamentary procedure.

## 12. **Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and,
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

### **13. Membership Dues**

There shall be no dues payable by members for membership in the corporation.

### **14. Termination of Membership**

Any member church may withdraw from the Association by submitting its written resignation to the Executive Team and lodging a copy with the Association's Clerk.

### **15. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **16. Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. persists in doctrinal practices out of harmony with the "Baptist Faith and Message" or polity that is divisive to the witness of the gospel;
- d. fails to be represented either by letter or messenger for two consecutive years;
- e. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the moderator, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the moderator, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the moderator, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## **17. Proposals Nominating Directors at Annual Members' Meetings**

The officers of the Association shall be the Moderator, the Vice-Moderator and the Secretary/Treasurer. These officers shall constitute the Executive Team.

The Nominating Team, chaired by the immediate past-moderator, shall propose a slate of officers for election at the Annual General Meeting of the Association. Prior to the vote being taken, the Chair of the meeting shall invite additional nominations from the floor, assuming that such additional nominees are present at the meeting and accept the nomination. Following election, those elected shall assume office at the close of the Annual General Meeting, and serve until the close of the subsequent Annual General Meeting.

The persons elected Moderator and vice-Moderator may be elected to the same office for two consecutive terms, excepting that the terms of office for these officers should be staggered so as to ensure continuity of business. Neither the Moderator nor the Vice-Moderator may receive any remuneration for their services. The person appointed Secretary/Treasurer may, at the pleasure of those attending the Annual General Meeting, be re-appointed annually to the same office. Each elected officer must be a member in good standing in his or her own respective affiliated church.

Staff members who receive remuneration from the Association for their services are not eligible to serve as moderator or vice moderator.

## **18. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

## **19. Place of Members' Meetings**

Associational meetings shall be held at such times and places as the Executive Team shall determine, excepting that the Annual General Meeting of the Association shall be held not later than the last Saturday of October each year.

## **20. Persons Entitled to be Present at Members' Meetings**

Affiliated churches shall be represented at annual and special meetings of the Association by members duly elected to serve as messengers. Each church shall be entitled to three (3) messengers, plus an additional messenger for every fifty (50) members of its congregation up to a maximum of twenty (20) messengers.

Where an affiliated church has established and/or is sponsoring seed groups for new congregations that have been formally recognized by the Association on the recommendation of the Church Starting Team, it shall be entitled to one additional messenger for each seed group. Only messengers to the Association shall have the privilege to vote; however, guests invited to sit with the Association shall be granted the right to participate in the discussion of business.

Affiliated churches may elect only members from their own church rolls to serve as Associational messengers.

## **21. Chair of Members' Meetings**

The Moderator shall serve as chairman of the Executive Team. He / she shall preside at all meetings of the Association and of the Executive Team. The Moderator shall ensure that all orders and resolutions of the Executive Team as well as those emanating from Associational meetings are carried into effect.

## **22. Quorum at Members' Meetings**

All messengers present shall constitute a quorum for all Annual General and Special Meetings of the Association.

## **23. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **24. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **25. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **26. Number of Directors**

The business of the Association shall be managed by an Executive Team comprised of the Officers of the association and not less than two (2) other members in good standing within their respective member church who shall fulfil the role of Directors of the Association.

The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Executive Team and sanctioned by an affirmative vote of the majority of messengers at a meeting duly called for the purpose of determining the number

of Directors to be elected to the Executive Team. Directors need not be nominated nor should be automatically deemed as messengers of their respective churches.

Generally, members of the Executive Team are elected to serve for a two-year period on a rotating basis so that new members shall constitute no more than one-half (1/2) of the Executive Team following each election. The remaining Executive Team members, who are currently entering the second year of their term, shall ensure an appropriate plan for succession. The number elected each year may vary according to the number of ministry teams established to meet the needs of the Association.

## **27. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

## **28. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

## **29. Regular Executive Team Meetings Section**

Meetings of the Executive Team shall be held at any time and place to be determined by the Executive Team provided that due notice of the meeting shall be given by electronic mail at least two weeks prior to the designated date.

There shall be not less than one meeting of the Executive Team annually and each officer and director shall be authorized to exercise one vote.

The Executive Team shall include the Officers of the Association duly elected at the Annual General Meeting;

- a. the Moderator who shall serve as chairman,
- b. the Vice-Moderator who shall serve as vice-chairman,
- c. the Secretary / Treasurer,

In addition, also serving the executive team will also include:

- a. the immediate Past-Moderator;
- b. the leader of each ministry team established by the Association; and
- c. such other directors-at-large as may be elected from time to time by the Association at an Annual General Meeting.



The Executive Team shall administer the affairs of the Association in all things between Annual General Meetings, except that it shall have no authority to amend or suspend the constitution and bylaws.

The directors shall be responsible to authorize such expenditures from time to time on behalf of the Association as may be authorized within an approved budget by a majority vote of the messengers present at a Special General Meeting.

A quorum for meetings of the Executive Team shall be a majority of members elected to office in attendance. Any meeting of the Executive Team at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the Association. The minutes of the Executive Team shall not be available for the general membership of the Association but shall be distributed via electronic mail to each member of the Executive Team

### **30. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **31. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

### **32. Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### **33. Description of Offices**

The Moderator shall serve as chairman of the Executive Team. He / she shall preside at all meetings of the Association and of the Executive Team. The Moderator shall ensure that all orders and resolutions of the Executive Team as well as those emanating from Associational meetings are carried into effect.

The Vice-Moderator shall serve as vice-chairman and, in the absence or disability of the Moderator, perform the duties and exercise the authority of the Moderator. He / she shall

also perform other such duties as may from time to time be imposed upon him / her by the Executive Team.

The Secretary/Treasurer shall serve as secretary to the Executive Team and the Association. He/she shall attend all meetings and record all minutes of the proceedings and votes in books kept for that purpose or in any other manner authorized by the Executive Team. He/she shall give or cause to be given notice of all meetings of the Association and of the Executive Team. He/she shall also perform other such duties as may from time to time be imposed upon him/her by the Executive Team or the Moderator and shall be the custodian of the Corporate Seal. In addition, he / she shall have the custody of the funds of the Association and shall keep a full account of the assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association. He / she shall deposit all monies and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, as may be designated from time to time by the Executive Team. He /she shall disburse the funds of the Association as may be directed by the proper authority taking proper vouchers for such disbursements and shall render to the Executive Team at its regular meetings or whenever requested, an accounting of all transactions and a statement of the financial position of the Association. He / she shall also perform other such duties as may from time to time be imposed upon him / her by the Executive Team.

The duties of the other members of the Executive Team shall be such as the terms of their assignment call for or the Moderator may require of them.

#### **34. Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

#### **35. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **36. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **37. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **38. Dissolution or Wind-up**

The net profit of the Association shall be expended in the operation of the Association and, in the event of its winding-up or dissolution, all property and net assets shall be given to a registered charity or charities in Canada as determined by a vote of two-thirds of the messengers attending the General Meeting called for the purpose of determining such dissolution or, failing such determination, all property and assets shall be given to the Canadian National Baptist Convention or its heirs or assigns.

### **39. By-laws and Effective Date**

The bylaws of the Association not embodied in the letters patent may be repealed, suspended or amended by bylaw or by a new bylaw relating to the requirements of subsection 155(2) of the Canada Corporations Act. Such repeal or amendment may be enacted by the majority present at a meeting of the Executive Team and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been acted upon.

Proposed amendment(s) shall be presented to the Executive Team in writing at not less than one regularly scheduled meeting prior to the Annual General Meeting and shall be published and communicated to all member churches via electronic mail and / or via Canada Post at least thirty days prior to the Annual General Meeting. The proposed amendment(s) shall be approved by a two-third (2/3rd) vote of those present and voting at the Annual General Meeting before being enacted.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 4<sup>th</sup> day of February, 2013 and confirmed by the members of the Corporation by special resolution on the 20th day of April, 2013.

Dated as of the 8th day of May, 2013.

---

Charles S Wright – Secretary Treasurer