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# HOPE CHURCH TORONTO WEST

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By-Laws 1 and 2

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# HOPE CHURCH TORONTO WEST

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# BY-LAW NO.1

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being the general By-law of  
HOPE CHURCH TORONTO WEST

**BE IT ENACTED** as a By-law of the Church as follows:

## **INTERPRETATION**

1. **Definitions.** In this By-law, the following terms have the following meaning:

**“Act”** means the *Corporations Act*, R.S.O. 1990, Chapter C.38, as amended from time to time;

**“Annual Meeting”** means a meeting of the Members held once per year as more particularly described in section 19;

**“Attendees”** means persons attending services at the Church who are not Members;

**“Auditors”** means the firm appointed as auditors of the Church;

**“Board of Deacons”** means all the Deacons presently holding office;

**“Board of Elders”** means all the Elders and Ex Officio Elders presently holding office;

**“Chairman”** means the person appointed as Chairman under section 46;

**“Church”** means the corporation having the corporate name of Hope Church Toronto West incorporated on September 14, 2018 and governed under the Act as a corporation without share capital;

**“Consensus”** means agreement, without requiring equally strong agreement;

**“Deacon”** means any person appointed as a Deacon who has not ceased to be a Deacon;

**“Doctrinal Statement”** means the statement of doctrine as adopted by the Board of Elders from time to time;

**“Elder”** means a person elected an Elder and who has not ceased to be an Elder;

**“Ex Officio Elder”** means a person appointed an Ex Officio Elder and who has not ceased to be an Ex Officio Elder;

**“Facilities”** means any real property, including without limitation any building, owned, leased or otherwise under the control of the Church;

**“Indemnified Person”** means each and every current and former Elder, Ex Officio Elder, Deacon, pastor, Officer and employee of the Church;

**“Member”** means a Voting Member or a Non-Voting Member;

**“Non-Voting Member”** means a person admitted as such under section 12;

**“Special Meeting”** means a meeting of Members called under section 20;

**“Special Resolution”** means a resolution passed by the Elders and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of Members duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all Voting Members; and

**“Voting Member”** means a person granted such membership under section 11 who has not ceased to be a Voting Member.

2. **Headings.** The use of headings in this By-law is for the convenience of reference only and shall not affect the construction or interpretation of this By-law. References in this By-law to sections, unless expressly stated to be otherwise, are to sections of this By-law.

### **ORGANIZATIONAL MATTERS**

3. **Object.** The objects of the Church are to advance and teach the religious tenets, doctrines, observances and culture associated with the Christian faith.
4. **Seal.** The seal of the Church, if any, shall be in such form as approved by the Board of Elders.
5. **Head Office.** The head office of the Church shall be situated in Toronto, or at such other address in Ontario as the Board of Elders may, by resolution, determine.
6. **Fiscal Year.** Until changed by the Board of Elders, the financial year of the Church shall end on such date in each year as the Board of Elders may from time to time determine.

### **MEMBERS**

7. **Types of Membership.** Membership in the Church is divided into two classes of Members: Voting Members and Non-Voting Members.
8. **Qualifications for Membership.** All Members of both classes must:
  - (i) be an individual, unless otherwise provided by the Act; and
  - (ii) agree, in a manner established by the Board of Elders from time to time, to abide by the Doctrinal Statement.
9. **No Fees, etc.** There shall be no membership fees or dues, for either class, unless otherwise determined by the Board of Elders.

10. **First Voting Members.** The first Voting Members of the Church will be Jason Matta, Andrew Chia and Joyceson Canagaratnam.
11. **Voting Members.** From time to time, the existing Voting Members may by resolution grant an individual membership as a Voting Member. The original Voting Members are Jason Matta, Andrew Chia and Joyceson Canagaratnam.
12. **Removal of Voting Member.** Any Voting Member may be removed from membership in the Church by the affirmative vote of two-thirds of the other Voting Members at a meeting of the Voting Members called for that purpose.
13. **Non-Voting Members.** The Board of Elders may by resolution grant an individual membership as a Non-Voting Member. The Board of Elders may by resolution provide that upon the transfer to the Church of the assets and liabilities of Hope Church Toronto West, the unincorporated association, all members of Hope Church Toronto West (other than the Voting Members set out in section 11 shall be and become Non-Voting Members of the Church.
14. **Non-Voting Membership Process.** Individuals applying for membership as a Non-Voting Member in the Church shall complete a membership process which, unless amended by resolution of the Board of Elders, shall include:
  - (i) instruction;
  - (ii) an application for membership in a form approved by the Board of Elders from time to time, which may include the applicant's agreement among other things to abide by the Doctrinal Statement and by-laws of the Church;
  - (iii) an interview;
  - (iv) visible demonstration of their commitment to Jesus Christ through believer's baptism;
  - (v) publication of their name by the Church in a notice, list, blog, bulletin or similar written communication of the Church whether on paper, by electronic means or both for a period of time determined by the Board of Elders, and the absence during that time of an objection which the Board of Elders decides demonstrates either (a) that the person has not fulfilled the requirements to be a Non-Voting Member or (b) that it is otherwise in the best interests of the Church that the applicant not be made a Non-Voting Member; and
  - (vi) a resolution of the Board of Elders admitting them to membership.
15. **Resignation.** Any Voting Member or Non-Voting Member may resign his or her membership in the Church through the delivery of a written resignation. In addition, a Non-Voting Member will be deemed to have resigned if they have not attended church services during three consecutive months, following which the Church may send a notice by email, letter or any other method to the person at their last known address confirming that they are deemed to have resigned. The failure of the Church to send such a notice does not affect the deemed resignation of the Member.

16. **Removal of Non-Voting Member.** Any Non-Voting Member may be removed from membership at a meeting of the Board of Elders called for that purpose by the affirmative vote of two-thirds of the Elders.

Any Non-Voting Member proposed to be removed shall be entitled to at least twenty-one (21) days written notice of the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting. Notice for this purpose may be given by registered mail, courier, hand delivery or any other method (including electronic) that can confirm delivery of the notice.

17. **No Votes, etc. for Non-Voting Members.** Non-Voting Members have no right to call or to vote at any meeting of Members.
18. **Attendees.** An Attendee has no rights of any nature or kind under the Letters Patent, this By-law or any other by-law or any rule, regulation, policy or statement by or of the Church or the Board of Elders.

### **MEMBERS' MEETINGS**

19. **Annual Meeting.** The Annual Meeting of the Church shall be held within 15 months of the last annual meeting for the purpose of electing Elders of the Church (if there is a vacancy that needs to be filled at that time), reviewing the audited financial statements of the Church for the preceding fiscal year, appointing Auditors and transacting such other business as may properly come before the meeting. Non-Voting Members shall be entitled to attend the Annual Meeting of the Church, and shall, without having any voting privileges, be entitled to speak on any question before the meeting.
20. **Special Meeting of the Members.** In addition to an Annual Meeting, the directors shall call a Special Meeting of the Voting Members (referred to as general meeting in the Act) upon receiving the request of not less than one-tenth (1/10) of the Voting Members of the Church. The Special Meeting shall be for any purpose both connected with the affairs of the Church and not inconsistent with the Act. Non-Voting Members may not call or attend a Special Meeting.
21. **Date, Time and Location of Meetings.** All meetings of Members shall be on such date and at such time as the Board of Elders shall by resolution determine, and shall be at the head office of the Church or such other place within Canada as the Board of Elders may by resolution determine.
22. **Notice Requirement for All Meetings.** Fourteen days' written notice shall be given to the Members of every Annual Meeting, and 14 days' written notice shall be provided to the Voting Members for each Special Meeting. Notice may be given by any one or a combination of more than one of the following:
- (i) publication on a bulletin board at the head office;
  - (ii) mailing to the last known address of the Member as shown in the records of the Church;
  - (iii) publication in the Church's bulletin; or



(iv) an e-mail to the last known address of the Member as shown in the records of the Church.

23. **Additional Requirement for Notice of Special Meetings.** Notice of any Special Meeting should contain sufficient information to permit the Voting Member to form a reasoned judgment on any matter to be voted upon.
24. **Errors etc. In Giving Notice.** No error or omission in giving notice of the Annual Meeting or any Special Meeting or any adjourned meeting shall invalidate such meeting, or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting. Attendance at any meeting constitutes a waiver of notice
25. **Quorum at All Member Meetings.** At each meeting of the Members a quorum shall be 50% of the Voting Members present in person or by such electronic means as is necessary to permit them to participate in the meeting. If a quorum is not present, the meeting shall be adjourned to a date and time set by the Chairman.
26. **Chairman of Any Meeting.** The Chairman of the Board of Elders or in his absence a Chairman chosen by the Voting Members present shall preside as Chairman at each meeting of the Members.
27. **Voting at Members' Meetings.** At each meeting of Members, each Voting Member shall be entitled to one (1) vote, and no Non-Voting Member shall be entitled to a vote. A resolution of the Voting Members shall be passed when it has been approved by a majority. Upon the demand of any Voting Member, the vote upon any question shall be determined by secret ballot.
28. **No Casting Vote for Chairman.** The Chairman shall not be entitled to a second or casting vote by virtue of being the Chairman.
29. **Proxies for Voting Members.** A Voting Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of the Members, in the manner and to the extent authorized by the proxy. A proxy holder must be an individual.
30. **Rules etc. re Proxies.** Subject to the Act, the Board of Elders may from time to time make regulations regarding the form and lodging of proxies at any meeting of the Members.
31. **Written Resolution in lieu of Meeting.** Notwithstanding anything in this By-law, a resolution signed by all the Voting Members is as valid as if it had been passed at a duly called meeting of the Members.

#### **ELDERS AND EX OFFICIO ELDERS**

32. **Number of Elders.** There shall be a minimum of three (3) Elders or such greater number as may be fixed from time to time by Special Resolution.
33. **Elders are Directors.** The Elders are, and shall be deemed to be, the board of directors of the Church pursuant to the Act and shall have the authority and be subject to the responsibilities established under the Act.

34. **Ex Officio Elders.** The Elders may in the manner set out in this By-law appoint by a two-thirds vote any person qualified under section 35 as an Ex Officio Elder. There is no set number of Ex Officio Elders. Ex Officio Elders have no voting rights. Ex Officio Elders have the right to receive notice of and to attend every meeting of the Board of Elders.

35. **Qualifications for Elders and Ex Officio Elders.** A person may be considered for the position of Elder or Ex Officio Elder if the person:

- (i) is male;
- (ii) is a Member;
- (iii) is 18 years of age or older;
- (iv) is not an undischarged bankrupt;
- (v) is of sound mind;
- (vi) satisfies the biblical qualifications in 1 Timothy 3:1-7; Titus 1:5-9:
  - (a) Above reproach;
  - (b) The husband of one wife;
  - (c) Sober-minded;
  - (d) Self-controlled;
  - (e) Respectable;
  - (f) Hospitable;
  - (g) Able to teach;
  - (h) Not a drunkard;
  - (i) Not violent but gentle;
  - (j) Not quarrelsome;
  - (k) Not a lover of money;
  - (l) Must manage his own household well, with all dignity keeping his children submissive;
  - (m) His children are believers and not open to the charge of debauchery or insubordination;
  - (n) Not be a recent convert;
  - (o) Well thought of by outsiders;
  - (p) Not be arrogant;
  - (q) Not quick-tempered;
  - (r) Not greedy for gain;
  - (s) A lover of good;
  - (t) Upright;
  - (u) Holy;
  - (v) Disciplined; and
  - (w) Hold firm the trustworthy word as taught.

36. **Approval Process for Elders and Ex Officio Elders.** All candidates for Elder or Ex Officio Elder shall be persons qualified as set out in section 35 and who have successfully completed the following process:

- (i) they are nominated by the Board of Elders;
- (ii) they complete a questionnaire in such form as determined by the Board of Elders from time to time;

- (iii) an in-depth interview is conducted by the Board of Elders and/or such other persons as they require and the Board of Elders is satisfied with the results of that interview;
- (iv) they satisfactorily complete a trial eldership phase of such duration as the Board of Elders determines from time to time; and
- (v) the candidacy of the nominee is put before the Members and Attendees, who will be reminded of the biblical requirements for Elders and given 30 days to speak personally with the nominee and/or any one or more members of the Board of Elders if they are aware of any disqualifying characteristics or interpersonal issues needing resolution.

If by the end of the 30 day period mentioned in (v), the nominee has not withdrawn his name from candidacy and no objection has been received by the Board of Elders which they in their sole discretion consider disqualifying:

- (a) the Elders may proceed with the appointment of the nominee as an Ex Officio Elder either by a written resolution or at least a two-thirds vote at a duly called meeting of the Board of Elders; or
- (b) the Board of Elders may present the nominee to the Voting Members for election as an Elder, following which the Voting Members may elect the nominee as an Elder either in a written resolution or by a two-thirds vote at a duly called meeting of Voting Members.

However, if the Board of Elders receives an objection during that 30 day period which they consider in their sole discretion to be disqualifying, they may remove the nominee from consideration and shall thereafter notify the nominee of their decision. There is no appeal from the decision of the Board of Elders in this respect.

**37. Term of Office for Elders and Ex Officio Elders.** Elders and Ex Officio Elders shall serve for a term of three (3) years.

**38. Resignation and Removal of Elders and Ex Officio Elders.** An Elder or Ex Officio Elder, as the case may be, shall be automatically removed from his office as an Elder or Ex Officio Elder:

- (i) if (in the case of an Elder) a resolution is passed by a 2/3rds vote of the Voting Members in favour of his removal or if (in the case of an Ex Officio Elder) a resolution is passed by a 2/3rds vote of the Elders in favour of his removal; or
- (ii) if he resigns his office by delivery of a written resignation to the Secretary of the Church; or
- (iii) if he is found by a court to be of unsound mind; or
- (iv) if he becomes bankrupt; or
- (v) if he dies, on his death; or
- (vi) if he misses four (4) consecutive meetings of the Board of Elders as confirmed by the Chairman in writing to the Secretary.

**39. Vacancy.** Any vacancy occurring in the Elders may be filled in accordance with the Act by the Elders then in office, but the Elders may not fill a vacancy resulting from the expiration of the term of an Elder. The Elders may fill any vacancy in the Ex Officio Elders at any time.

40. **No Compensation for Serving as an Elder.** Generally, Elders shall not receive any compensation for their services as Elders, but the Board of Elders may, as permitted by law, recognize in an appropriate manner, unusual or exceptional services by an Elder to the Church. The Board of Elders may authorize payments or reimbursements to an Elder for reasonable and justified expenses after an accounting in writing of such expenses is submitted.
41. **Compensation for Ex Officio Elders.** Generally, Ex Officio Elders shall not receive any compensation for their services as Ex Officio Elders, but the Board of Elders may, as permitted by law, recognize in an appropriate manner, unusual or exceptional services by an Ex Officio Elder to the Church. If a person serving as an Ex Officio Elder is also an employee of the Church, this section does not preclude that person from receiving remuneration from the Church for his services as an employee.
42. **Employee remuneration.** The remuneration of all employees and agents shall be fixed by the Board of Elders or by its duly authorized representative.
43. **Powers of Elders.** The Elders of the Church through the Board of Elders shall administer the affairs of the Church in all things, consistent with the object and By-laws of the Church, including without limitation, authorizing the Church to:
- (i) enter into contracts;
  - (ii) make expenditures;
  - (iii) enter into trust arrangements;
  - (iv) acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind; and
  - (v) appoint agents and engage employees.

As permitted by law, the Board of Elders may delegate any of its powers to task forces or other groups (including committees), or to individual Elders or officers of the Church.

44. **Spiritual Duties and Responsibilities.** The Board of Elders has the authority and responsibility to make all decisions affecting the overall doctrine, direction, and discipline of the Church and the use of its Facilities, including authority and responsibility for:
- (i) ensuring that the doctrine of the Church remains purely biblical;
  - (ii) ensuring that the direction of the Church remains consistent with the Church's objects in section 3; and
  - (iii) administering in love and humility the biblical process of discipline as outlined in Matthew 18:15-20 and Galatians 6:1-4.

45. **Committees.** Subject to the Act, the Board of Elders may at any time establish such committees as it considers necessary to achieve the Church's objectives, establish the requirements for membership in any such committee, disband any such committee or change the mandate or authority of any such committee.

The chair of each committee shall be appointed from the members of the Board of Elders by the Elders. Members of committees shall be appointed by the chair of that committee in consultation with the Board of Elders. All committees shall report to the Board of Elders. Meetings of committees shall be held on a regular basis at such times and places as the committee chair determines.

## MEETINGS OF THE BOARD OF ELDERS

46. **Chairman of the Board of Elders.** The Board of Elders shall appoint a Chairman of the Board of Elders from among them for the purpose of administration and organization of the Board of Elders. The Chairman, or in his absence a Chairman chosen by those present, shall preside as Chairman at each meeting of the Board of Elders. If the Chairman appointed by the Board of Elders is an Elder, he does not have a second or casting vote as an Elder.
47. **Notice of Meetings.** Meetings of the Board of Elders may be called by the Chairman of the Board of Elders. Notice of the time and place of every meeting shall be provided to each Elder and Ex Officio Elder at least 24 hours before the meeting, either by hand or by e-mail. For the purpose of sending notices to any Elder or Ex Officio Elder, the address used shall be his last address recorded on the books of the Church.
48. **Errors or Omission in Notice.** No error or omission in giving notice of any meeting or adjourned meeting of the Board of Elders shall invalidate that meeting, or make void any proceedings taken thereat.
49. **Waiver of Notice.** Any Elder or Ex Officio Elder may at any time waive notice of any meeting. Attendance at a meeting counts as a waiver of notice, unless the Elder or Ex Officio Elder attended only to assert that notice was not given in accordance with this By-law.
50. **Participation by Communication Facility.** A meeting of the Board of Elders may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and an Elder or Ex Officio Elder participating in the meeting by those means is deemed to be present at the meeting.
51. **Quorum.** At each meeting of the Board of Elders both (a) a majority of the Elders and (b) a majority of the Board of Elders shall be present in person or by telephone, electronic or other communication facilities. If a quorum is not present, the meeting shall be adjourned to a date and time selected by the Chairman.
52. **Decisions.** Decisions by the Board of Elders shall be made by Consensus among the Elders, unless the Act or this By-law otherwise requires or unless the Elders agree otherwise in a particular case. Any by-law or resolution signed by all the Elders is as valid and effective as if passed at a meeting of the Board of Elders duly called, constituted and held for that purpose.

## DEACONS

53. **Number of Deacons.** The number of Deacons shall be determined by the Board of Elders from time to time.
54. **Qualifications for Deacons.** A person may be considered for the position of Deacon in the Church if the person:
- (i) is a Member;
  - (ii) is at least 18 years of age, with power under law to contract; and
  - (iii) satisfies the biblical qualifications in 1 Timothy 3:8-12:

- (a) individual of dignity;
- (b) above reproach;
- (c) not double tongued;
- (d) first tested as servants;
- (e) not addicted to wine;
- (f) spouses must be faithful;
- (g) dignified temperate;
- (h) not fond of sordid gain;
- (i) holding to the mystery of faith with a clear conscience;
- (j) husband of one wife; and
- (k) manages household well.

**55. Approval Process for Deacons.** All candidates for Deacon shall be persons qualified as set out in section 54 and who have successfully completed the following process:

- (i) they are nominated by the Board of Elders;
- (ii) they complete a questionnaire in such form as determined by the Board of Elders from time to time;
- (iii) an in-depth interview is conducted by the Board of Elders and/or such other persons as they require; and
- (iv) the candidacy of the nominee is put before the Members and Attendees, who will be reminded of the biblical requirements for Elders and given 30 days to speak personally with the nominee and/or any one or more members of the Board of Elders if they are aware of any disqualifying characteristics or interpersonal issues needing resolution.

If by the end of the 30 day period mentioned above, the nominee has not withdrawn his name from candidacy and no objection has been received by the Board of Elders which they in their sole discretion consider disqualifying, the Elders may by resolution appoint the candidate as a deacon, with such responsibilities and authorities as the Elders may determine.

However, if the Board of Elders receives an objection during that 30 day period which they consider in their sole discretion to be disqualifying, they may remove the nominee from consideration and shall thereafter notify the nominee of their decision. There is no appeal from the decision of the Board of Elders in this respect.

**56. Term of Deacons.** Deacons shall serve for a term of two (2) years. At the end of two years, the commitment will be reviewed, along with a possible recommitment and reaffirmation. During the review, both the individual and the Board of Elders shall evaluate his continued service as a Deacon, again considering the biblical qualifications, as well as any personal factors that might affect his service. The Board of Elders is entitled to renew the service of a Deacon for a further two (2) year term.

**57. Resignation and Removal of Deacons.** A Deacon shall be automatically removed from his office as Deacon:

- (i) if at a regular meeting of the Board of Elders, a resolution is passed by two-thirds of the Elders in favour of his removal; or
- (ii) if he resigns his office by delivery of a written resignation to the Secretary of the Church; or
- (iii) if he is found by a court to be of unsound mind; or
- (iv) if he becomes bankrupt or suspends payment or compounds with his creditors; or
- (v) on his death; or
- (vi) if he misses four (4) consecutive meetings of the Deacons as confirmed by the chair of the Board of Deacons in writing to the Secretary.

58. **Vacancy.** The Elders may from time to time by a majority resolution fill any vacancy in the Board of Deacons.

59. **Compensation for Deacons.** The Deacons shall be compensated on such terms as are approved by the Board of Elders. All Deacons are entitled to be reimbursed for reasonable expenses incurred by them in the performance of their duties or on the Church's behalf.

60. **Chair of the Board of Deacons.** The Elders shall appoint the chair of the Board of Deacons.

61. **Duties of the Board of Deacons.** The Board of Deacons shall be responsible for those matters lawfully delegated to the Board of Deacons from the Board of Elders.

62. **Meetings of the Board of Deacons.** The Elders may by resolution establish rules respecting the holding of meetings of the Board of Deacons.

### OFFICERS

63. **Officers.** The officers of the Church shall be a Chairman, President and Secretary of the Church and such other officers as the Board of Elders may by resolution determine. A person may hold more than one office at a time.

64. **President.** The President shall be appointed by the Elders and shall fulfil such duties as may be prescribed by the Board of Elders.

65. **Secretary.** The Secretary shall be appointed from amongst the Board of Elders by the Elders. The Secretary shall attend all meetings of the Board of Elders and Members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of Members and the Board of Elders, and shall perform such other duties as may be prescribed by the Board of Elders.

### MARRIAGE AND USE OF CHURCH FACILITIES

66. **Recognition of Marriage.** The Church and the Board of Elders recognize marriage as:

- (i) an institution ordained by God; and
- (ii) a life-long covenant relationship established by mutual vows between one man and one woman, born as such, and united by God.

All Pastors employed by the Church and retired Pastors who hold credentials granted by the Church must and shall recognize marriage in the same manner.

67. **Limits on Use.** The Church shall limit the use of the Church's facilities, space and other assets to programs and purposes approved by the Board of Elders that are consistent with the by-laws and rules and regulations of the Church, including without limitation section 66.

### **PROTECTIONS AND INDEMNITIES**

68. **No Liability.** No Indemnified Person shall be liable for:

- (i) the acts, receipts, neglects or defaults of any other Indemnified Person; or
- (ii) any insufficiency or deficiency of title to any property acquired by order of Board of Elders for or on behalf of the Church; or
- (iii) the insufficiency or deficiency of any security in or upon which any of the monies of the Church shall be invested; or
- (iv) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Church shall be deposited; or
- (v) any loss occasioned by any error of judgment or oversight on his or her part that is not the result of his or her own wilful neglect or default; or
- (vi) any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same shall happen through his or her own willful neglect or default.

69. **Indemnity.** Every Indemnified Person and his or her 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 Church from and against:

- (i) all costs, charges and expenses whatsoever, including any amount paid to settle an action or satisfy a judgment, and further including legal fees and costs on a solicitor and his own client basis, that such Indemnified Person sustains or incurs in or about an action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability; and,
- (ii) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Church.

except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

70. **Right Of Indemnification.** The Church shall indemnify any Indemnified Person (and his or her testator or intestate) who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she was an Indemnified Person of the Church. Such indemnification will be in accordance with and to the fullest extent permitted by the law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative, and will apply regardless of whether the Indemnified Person is in office at the time of the action or proceeding. However, the Church will



indemnify an Indemnified Person in connection with an action or proceeding initiated by that Indemnified Person only if the action or proceeding was authorized by the Board of Elders.

**71. Advancement Of Expenses.** The Church may pay expenses incurred by an Indemnified Person in connection with an action or proceeding described in this By-law in advance of the final disposition of that action or proceeding. Such advances may be paid only if:

- (i) the Indemnified Person agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled to indemnification, and
- (ii) the advance is approved by the Board of Elders excluding those who are parties to the action or proceeding or, if a quorum is not thereby obtainable, then by the unanimous vote of the Voting Members exclusive of any Voting Member who is the Indemnified Person). To the extent permitted by law, the Board of Elders may advance expenses under this provision without having to find that the Indemnified Person met the applicable standard of conduct required for indemnification.

**72. Availability and Interpretation.** To the extent permitted by law, the rights provided in this By-law will:

- (i) be available with respect to events occurring prior to the adoption of this By-law;
- (ii) continue to exist after any rescission or restrictive amendment of this By-law with respect to events occurring prior to such rescission or amendment;
- (iii) be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Indemnified Person (or his or her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and
- (iv) be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Church and the Indemnified Person seeking such rights were parties to a separate written agreement.

**73. Other Rights of Indemnified Persons.** The rights provided in this By-law are in addition to and not in place of any other rights to which an Indemnified Person may now or subsequently be otherwise entitled, whether contained in the Letters Patent, this By-law or any other by-law, a resolution of the Board of Elders or an agreement providing for such indemnification. Without limiting the generality of the foregoing, the rights provided in this By-law are not exclusive of any rights, pursuant to statute or otherwise, of an Indemnified Person or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the Church or otherwise. If any of those other rights are inconsistent with anything in this By-law, the provision most favourable to the Indemnified Person shall govern.

**74. Insurance.** The Board of Elders shall consider every year at the first meeting of the Board of Elders following the Annual Meeting whether the Church should obtain insurance to protect the Indemnified Persons as herein set out and to protect the Church in respect of its obligations to the Indemnified Person under this By-law.

**75. Conditions For Indemnification and Insurance.** Despite any provision in this By-law, the Church shall not provide any indemnification to any Indemnified Person under this By-law or otherwise, or purchase insurance, unless and only to the extent the Church to do so is permitted (or not

prohibited) by the Act, the *Charities Accounting Act* and any regulation made under either statute or unless the Church or an Indemnified Person obtains a court order authorizing the indemnification.

### AMENDMENTS

76. **Amendments.** The Elders acting through the Board of Elders shall have the power to make, alter, amend, and repeal the by-laws of the Church. A by-law so passed is effective only until the next Annual Meeting of the Members, at which time it shall cease to be effective if not (before then or at that meeting) authorized, ratified and approved by the Voting Members.

### GENERAL

77. **Signing Authority.** Contracts, documents or any instruments in writing requiring the signature of the Church, shall be signed by any two persons who are any of an Elder, Ex Officio Elder, or officer and all contracts, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality.

The Elders shall have power from time to time by resolution to:

- (i) appoint any person or persons on behalf of the Church to sign specific contracts, documents and instruments in writing; and
- (ii) give the Church'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 Church.

If the Church has a seal, when required it may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Elders.

78. **Books and Records.** The Board of Elders shall ensure that all books and records of the Church required by law or this By-law are properly kept.
79. **Rules and Regulations.** The Board of Elders may by resolution prescribe, amend and repeal from time to time such policies, rules and regulations not inconsistent with the Act and these By-laws relating to membership, the management and operation of the Church and any other matter as they deem expedient.
80. **Severability.** Each section and provision of this By-law is distinct and severable, and a declaration of invalidity or unenforceability of any the provision by a court of competent jurisdiction will not affect the validity or enforceability of any other section or provision hereof. Further, if any section or provision of this By-law is held unenforceable, that section or provision will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of the By-law will remain in force, unaffected and fully enforceable.
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BY-LAW NO. 2

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being a borrowing By-law of  
HOPE CHURCH TORONTO WEST  
(hereinafter referred to as “the Church”)

**BE IT ENACTED** as a By-law of the Church as follows:

Without limited the generality of any other by-law, or power conferred on the Board of Elders thereby, the Board of Elders has the power, from time to time:

- (a) to borrow money upon the credit of the Church, from any bank, Church, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Elders in its discretion may deem expedient;
  - (b) to limit or increase the amount to be borrowed;
  - (c) to issue or cause to be issued bonds, debentures or other securities of the Church and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Elders; and
  - (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Church, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Church, and the undertaking and rights of the Church.
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