

# **Grand River Community (Baptist) Church**

## **GENERAL OPERATING BY-LAW NUMBER 1**

Adopted April 8<sup>th</sup>, 2018



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## ***DEFINITIONS***

**1.01** In this General Operating By-Law and all other by-laws and resolutions of GRCC unless the context otherwise requires, the following definitions shall apply:

- (a) **"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;
- (b) **"Administrative Staff"** mean the persons serving in an administrative role whether they are paid, unpaid, part-time, or full-time with respect to compensation.
- (c) **"Articles"** mean the Articles incorporating GRCC, as from time to time amended or supplemented by Supplementary Articles;
- (d) **"Board"** means the lay Elders who are the Board of Directors of the Corporation pursuant to the Act;
- (e) **"Clerk"** means the Member responsible for preparing minutes of all church business meetings, keeping an accurate membership roll and carrying on correspondence relative to the membership.
- (f) **"Coordinators"** mean the Members elected to assist the Pastors and Elders by performing services, administration, and implementation of a ministry.
- (g) **"Corporation"** means GRCC as defined herein;
- (h) **"Elders"** mean the men elected as the Elders of GRCC. Elders are responsible for the overall spiritual health and direction of the Church. Elders will include Pastors (Senior and Associate) (non-voting Elders) and lay Elders (voting Elders) elected from the membership of GRCC.
- (i) **"General Operating By-Law"** means this by-law and any other by-laws of GRCC intended to amend or replace the General Operating By-Law herein.
- (j) **"GRCC "** (also referred to as "the Church") means the legal entity incorporated as a corporation without share capital under Articles dated January 2, 2018 and named GRAND RIVER COMMUNITY (BAPTIST) CHURCH, through which its Members and Adherents may worship, fellowship and serve together as a New Testament Church;
- (k) **"Leader Member"** means the Pastor or his designate or, if the Church is without a Pastor, the chair of the Elders or his designate.
- (l) **"Member"** means a member of GRCC;
- (m) **"Members"** or "Membership" (also referred to as "the Body") means the collective Members of GRCC.
- (n) **"Ministry Team"** means a group of believers organized to carry out specific tasks of ministry. Each team's existence, specific purpose, job description, and life span are determined by the pastors and affirmed by the Elders.
- (o) **"Pastor"** means the man elected by the Members of GRCC to be the primary leader (lead pastor) of the Church, responsible for preaching and teaching the Word of God, for spiritual health and guidance, in cooperation with the other members of the Board.

- (p) **"Pastor, Associate"** mean those men called to specific pastoral responsibilities under the Lead Pastor's oversight and leadership.
- (q) **"Policy Statements"** means the Policy Statements adopted as part of the Constitution from time to time concerning practical applications of biblical principles and Christian conduct and as outlined in the Policies and Procedures Manual;
- (r) **"Statement of Faith"** means the statement that outlines the foundational beliefs of GRCC for faith and practice (to be found in the Policies and Procedures Manual).
- (s) **"Treasurer"** means a Member of the Church, accountable to the Board or their designate and responsible for keeping an accurate account of all monies received and disbursed, for carrying on the banking business in the name of the Church, for paying all the current accounts according to the budget of the Church and for the preparation of the budget.

## ***2. INTERPRETATION***

- 2.01** In this General Operating By-Law and all other by-laws and resolutions of GRCC unless the context otherwise requires, the following interpretation shall apply:
  - (a) Singular words include the plural and vice versa;
  - (b) Words using the masculine gender include the feminine unless the context would indicate otherwise;
  - (c) Words referring to person or persons do not include corporations, partnerships, trusts and unincorporated organizations.
- 2.02** Headings used in the by-laws of GRCC are for convenience of reference only and shall not affect the construction or interpretation thereof.
- 2.03** If any of the provisions contained in this General Operating By-Law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act shall prevail.

## ***3. PURPOSE***

- 3.01** The purpose of GRCC is to:
  - (a) love God and to love others (Mat. 22: 37-38), and
  - (b) to reach the unchurched, to baptize believers, and to teach obedience to the Lord (Mat. 28: 19-20)

## ***4. AFFILIATION***

- 4.01** GRCC is affiliated with The Fellowship of Evangelical Baptist Churches in Canada (the "Fellowship"). As such this Church should participate in equipping and support programs, give from its income to the Fellowship and FEB CENTRAL ministries, and help promote the work of the Fellowship and FEB CENTRAL. This membership in the Fellowship and FEB Central ministries shall be a voluntary, covenant relationship among likeminded congregations that remain legally autonomous while interdependent in mission.

## **5. MEMBERSHIP**

### **5.01 Meaning of Membership**

GRCC is comprised of persons who profess a personal faith in Jesus Christ as their Lord and Saviour, have been baptized as believers according to the New Testament, and actively follow the Lord Jesus Christ in discipleship.

### **5.02 Qualification for Membership**

Members of the unincorporated GRCC will become Members upon the incorporation of GRCC. Other individuals may qualify to be a Member according to the procedures outlined in 5.03 below and further discussed in the Membership Commitment (To be found in the Policies and Procedures Manual).

### **5.03 Requirements of Membership**

Candidates for membership will be interviewed by Elders or delegated Church Members to ensure the following criteria have been met:

- (a) There is a clear understanding of the Gospel and profession of faith in the Lord Jesus Christ;
- (b) The prospective Member has made a public declaration of that faith, having been baptized by immersion as believers according to the New Testament;
- (c) There is evidence of salvation in the life of the candidate (Galatians 5:6-25);
- (d) The person applying for membership agrees with the Statement of Faith and the Commitments of Membership; and
- (e) There are no unresolved issues with another church of which the candidate was a member.

The names of persons desiring to join as Members of Grand River Community (Baptist) Church will be published in the Church bulletin for at least two weeks. If any current Member of Grand River Community (Baptist) Church has reason to doubt the salvation or Christian testimony of a candidate, it is the duty of that Member to address their concern privately with the candidate, and if the issue cannot be resolved, to bring the matter to the Elders before the candidate is presented to the Church for acceptance as a new Member (Matthew 18:15-20). On recommendation of the Elders, the new Members will be welcomed into the fellowship following a majority vote of Members at a regular meeting of the Body.

Persons, other than pastoral staff and their families, seeking to transfer their membership to GRCC from another like-minded church will be similarly examined and voted upon by the existing membership after a minimum waiting period of six months from the time the prospective Members started to regularly attend the Church.

### **5.04 Exclusion of Members**

- (a) Members of Grand River Community (Baptist) Church must demonstrate faithfulness to the Membership Commitment by regular attendance at and participation in the gatherings of the Church. Members who are not able to be in attendance and to participate with the Church Body because of poor health or infirmity, or extended absence from the Centre Wellington area (i.e. for Missionary work, studies, personal or business travels, etc.) shall maintain communication with Grand River Community (Baptist) Church. If possible, Members who are away from the area shall attach themselves to a church of like faith and practice in the place of their stay. Such Members are not to be excluded in any way from the communications of or participation in the life of the Body.

- (b) Members who, for any other reason, exclude themselves from the life of the Body for a period of more than six consecutive months, or have been excluded as a measure of church discipline, shall not have the privilege of making representation to, or voting upon, matters brought before the Body in regular or specially called meetings.
- (c) No person shall be removed from membership without determined, loving effort on the part of the Elders and Members of the Church to resolve any issues with that person, in direct personal communication to the extent that is possible. If, after a reasonable period of time, issues cannot be resolved and the person continues to exclude themselves from the Church, the Members may remove that person from membership by majority vote.

#### **5.05 Responsibilities of Membership**

Every Member of the Church is expected to live under and abide by the Statement of Faith, By-laws, and Policies and Procedures of GRCC. Every Member is expected to be faithful in worship, discipleship, personal growth, service, and giving. Recognizing that Christians are ministers of reconciliation, this church expects its Members to be fully devoted followers of Jesus Christ. Every Member shall seek to exercise his or her unique God-given skills and gifts for the mutual benefit of all the Church Body and will respectfully follow the leadership of the Pastor and Elders.

#### **5.06 Meetings of the Church and Its Membership**

- (a) Sunday Services: The Church will meet regularly each Sunday for worship, preaching, teaching, evangelism, and fellowship, and additionally, may meet on other days the Elders so determine. These meetings are open to everyone and shall be conducted under the direction of the Pastor or his appointee.
- (b) Annual Meeting: An Annual Meeting shall be held at a time approved by the Board within three months of the end of the fiscal year and with adequate notice given to the congregation as required by the Act. A report from the Board, financial reports, and other business as determined by the Board and required by the Act will be conducted.
- (c) Election Meeting: A specific meeting shall be held on or before June 30<sup>th</sup> for confirmation and/or electing Elders, Coordinators and other officers as required.
- (d) Other Business Meetings: Other business meetings may be called at any time by the Board for the approval of the annual operating budget and/or other matters as required.
- (e) Members Calling a Members' Meeting: The Board shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting in accordance with the provisions of the Act.
- (f) Members Adding an Agenda Item: Items may be added to the agenda of any business meeting by a Member provided they have been submitted in writing to the Board at least one week prior to the meeting.

- (g) Notice of Meetings: Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting, no later than 30 days before the day on which the meeting is to be held, by posting such notice to a notice board on which information respecting the Church's activities is regularly posted and that is located in the main facilities of the Corporation and by notice at the main worship services on at least two Sundays previous to such meetings.
- (h) Change the Manner of Giving Notice: 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 Church to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- (i) Quorum: At all meetings, whether regular, special or adjourned, the attendance in person of fifteen percent (15%) or greater of the current Members in good standing shall constitute a quorum for the transaction of business.
- (j) Voting: The Members shall vote according to the following:
- i. Every Member (if aged 18 or over) has the right to a single vote either in person or by proxy, unless the Member is under discipline or inactive.
  - ii. Votes may be by proxy, provided that the proxy appointed is a Member. The appointee shall represent no more than one Member by proxy (in addition to them self). A proxy shall be authorized in writing and may be in the following form or some similar form:
 

*"The undersigned Member of GRAND RIVER COMMUNITY (BAPTIST) CHURCH hereby appoints \_\_\_\_\_, or failing the Person appointed above, \_\_\_\_\_ as the proxy of the undersigned to attend and act at a Meeting or vote of the Members of the said Church to be held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.*

*DATED the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.*

\_\_\_\_\_ (Signature of Member)
  - iii. Votes may be cast by visual, written, and/or electronic sign.
  - iv. No abstentions shall be counted in the vote tally.
  - v. When ballot votes have been counted and the result has been communicated to the Members, the ballots are to be destroyed.

#### **5.07 Leader Member**

The Leader Member shall be able to participate in all committee/team meetings.

#### **5.08 Amending This Section**

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).

## **6. ELDERS AND COORDINATORS**

### **6.01 Elder Role**

Elders (including Pastors) are responsible for the overall spiritual health and direction of the Church. We believe that the pattern of a plurality of elders given in the New Testament provides the best model for leadership in Christ's Church. Subject to the provisions of the Articles, the number of Elders appropriate for the size and ministries of GRCC Baptist shall be determined by the Pastor, Elders and Board.

### **6.02 Lay Elder Selection**

- (a) The Elders will be chosen from among the Members of the Church. They need to meet the Biblical qualifications for the office of Elder, with gifts that are suited to the needs of the Body, with internal and external "calls" to the office. Accordingly, the office of Elder is restricted to mature Christian men.
- (b) Candidates for the office of Elder shall be identified by a nominating committee in conjunction with the exiting Elders. These candidates shall be thoroughly interviewed by the Elders to confirm their Qualifications. Assessment of the Gifting of the candidate shall also be made, with a view towards matching the Gifting of the Candidate to the needs of the Church.
- (c) Candidates for the office of Elder shall be presented to the membership for election by the Members. Such a vote shall be conducted by secret ballot. The minimum vote required for the Calling of an Elder shall be 75% of the Members in attendance at a duly called meeting. The Candidate shall be apprised of the percentage of the vote, and shall be free to accept or reject a call as the Lord leads. Members shall be permitted to make nominations from the floor, during the meeting.

### **6.03 Lay Elder Terms of Service**

The following outlines the practice of GRCC with respect to the service of Elders:

- (a) Election: It is the intent to have continuity of office and, therefore changeover is to be minimized at time of election.
  - i. Newly nominated Elders shall be voted on by the Members at the elective meeting.
  - ii. Each elder shall be elected for a two-year term.
  - iii. Each elder may serve for two terms (i.e. four years) and then must take a mandatory one-year sabbatical.
  - iv. In the case of a vacancy, an elder may be elected at a duly called business meeting.
- (b) An Elder may serve in the office as long as he continues to be qualified, gifted and called. Should the Elder feel led to withdraw from active participation in the leadership of the Church, he may do so, either permanently or temporarily.
- (c) No accusation against an Elder will be entertained except that it be brought to the attention of the Elder by two or three witnesses (1 Tim 5:17-20). The Elder shall be examined by the Board as appropriate, and if the accusation is found to have merit, the Elders and/or the Board of Coordinators shall determine the appropriate, Biblically correct course of action. Depending upon the nature of the offence, its impact upon the Body, and whether or not the Elder repents and takes the appropriate corrective action, the offending Elder may need to be rebuked before all, and may need to be removed from office (1 Tim. 5:19-20; Matt. 18:15-20).
- (d) Elders serve in the office with the consent of the Members and the Members have the right to remove an Elder by a simple Majority vote.



#### **6.04 Coordinator Role**

The role of Coordinators is to assist the Pastors and Elders by performing services, administration, and implementation of ministries of the Church. Day-to-day management of the Church, including buildings, grounds and facilities, budget and financial affairs, and interaction with municipal, provincial and federal officials shall be the responsibility of the Coordinators.

Coordinators may also be involved in the supervision and conduct of ministry teams of the Church in cooperation with the Pastor and Elders.

#### **6.05 Coordinator Selection**

Nominations for the office of Coordinator may be forwarded by Members of GRCC to the Pastor, Elders and existing Coordinators. Candidates for the office of Coordinator shall be thoroughly interviewed by the Elders and/or the Coordinators in conjunction with a nominating committee to confirm their qualifications.

Candidates for the office of Coordinator shall be Members of GRCC, and shall be presented to the Body for election by the Members. Such a vote shall be conducted by secret ballot. The minimum vote required for the calling of a Coordinator shall be 75% of the Members in attendance at a duly called meeting. The candidate shall be apprised of the percentage of the vote, and shall be free to accept or reject a call as the Lord leads.

#### **6.06 Coordinator Terms of Service**

The following outlines the practice of Grand River Community (Baptist) Church with respect to the service of Coordinators:

- (a) A Coordinator may serve in the office if they continue to be qualified, gifted and called. Should the Coordinator feel led to withdraw from active participation in the leadership of the Church, he may do so, either permanently or temporarily.
- (b) A Coordinator serves in that office with the consent of the Members of the Body.
- (c) The Body shall have opportunity to vote to affirm their confidence in the Coordinators. Such votes will be held every year at the elective meeting of the Body, by secret ballot. The minimum vote shall be 75% of the Members in attendance at a duly called meeting.

### **7. BOARD**

#### **7.01 Board Role**

The Board is responsible to the Church for operating and financial decisions. Board action shall be by simple majority of all Board Members, whether or not present and voting. A majority of the Board Members present, which includes participation by electronic or written means, shall constitute a quorum for action. Board meetings shall occur regularly and at other special times as needed when called by the Pastor or the Chair or a majority of the Board Members. The Board shall be sent at least 24-hours' notice of every meeting by electronic, verbal, or written means. Such notice may be waived by unanimous consent.

## **7.02 Board Officers**

Each year the Board shall elect a Chair, a Vice-chair and a Secretary. The Chair shall enforce Accountability Principles as described in the Policy and Procedure Manual. The Chair shall lead the Board in all discussions except where there might be a conflict of interest. The Vice-chair will serve in the absence of the Chair. The Secretary shall maintain and distribute the Board documents.

## **8. PASTOR**

### **8.01 Pastor Call and Selection**

In the event of a vacancy in the position of Pastor, the Board shall nominate a Pastoral Search Committee, constituted of selected Elders, and Members. The members of the Search Committee shall be approved by a vote of the Congregation. The Board may invite FEB CENTRAL to counsel the Board and Search Committee in the process of finding and calling a new Pastor. The Board may fill the role of the Pastor with an appropriate interim until a permanent Pastor is in place. The Pastoral Search Committee and the Board shall propose the candidate to the Members, who will vote to approve the call of the candidate in accordance with the procedures described in the Policy and Procedures manual. Dismissing the Pastor shall require the Board or a quorum of the Members to propose the action, and final approval by the Members in accordance with the procedures described in the Policy and Procedures manual.

### **8.02 Pastor Role**

The role of the Pastor is to lead the Church in the accomplishment of its mission. The Pastor shall lead the Congregation by teaching biblical truth, championing the vision, and advancing the mission. The Pastor shall lead the Staff by directing them in their management of all Church operations. The Pastor shall be accountable to the Church through the Board.

## **9. TREASURER AND CLERK**

### **9.01 Selection**

The election of the Treasurer and Clerk shall be by majority vote of the Members for a one-year term at the Election Meeting. To be considered for nomination, a man or woman must fulfill the requirements of the position as contained in the Church's Policy and Procedures Manual, which requirements shall include but not be limited to the following:

- (a) Be qualified spiritually, relationally, and practically;
- (b) Be a Member in good standing;
- (c) Be willing and able to fulfill the requirements of the position as contained in the Church's Policy and Procedure Manual.

### **9.02 Treasurer's Role**

The duties and responsibilities of the Church Treasurer shall be as defined in the Church's Policy and Procedure Manual, which duties shall include but not be limited to:

- (a) Ensuring that the financial records of the Church are kept up to date and in order;
- (b) Ensuring that the Church's financial obligations are met in a timely manner;

- (c) Prepare and distribute reports regularly;
- (d) Such other duties as the Board may determine from time to time.

### **9.03 Clerk's Role**

The duties and responsibilities of the Church Clerk shall be as defined in the Church's Policy and Procedural manual, which shall include but not be limited to:

- (a) Recording and keeping the minutes of all the Members' Meetings;
- (b) Publishing the notices concerning the time and place of all Members' Meetings as required by the Church's Policy and Procedure Manual and as required by this bylaw;
- (c) Recording and keeping the list of Church Members including the history of admissions and removals of Members;
- (d) Recording and keeping a list of Church baptisms;
- (e) Such other duties as the Board may determine from time to time.

## **10. CHURCH STAFF**

### **10.01 Ministry Staff Role**

A ministry staff person shall manage each area of Church operation. Staff positions shall be created, filled, vacated, or discontinued based on ministry needs. The hiring, directing, compensating, and dismissing of any and all Church Staff shall be the responsibility of the Pastor under the authority and direction of the Board.

### **10.02 Administrative Staff Role**

An administrative staff person shall serve under the oversight of a ministry staff person.

## **11. POLICIES AND PROCEDURES**

### **11.01 Policies**

When policies are written and approved by the Board and approved by the membership, they will immediately become part of the operating policy of the Church. All policies shall be included in what is identified as the Policies and Procedures Manual.

### **11.02 Procedures**

Procedures for this Church may be written documents or generally understood operating procedures. Should they be written, they should be kept on file in the Church office and accessible to all Members on proper notice. All procedures shall be included in what is identified as the Policies and Procedures Manual. However, since they may be construed to be generally understood operating procedures, should a question or dispute arise concerning a directive that cannot be resolved, the Board will be responsible for clarifying the procedure and preparing a notice to be communicated to the Church at the Annual Meeting.

## ***12. AMENDMENTS***

**12.01** The Articles and General Operating By-Law may be amended or added by a vote of the Members provided that:

- (a) Such proposed additions or amendments are recommended by the Board; and
- (b) Notice of the proposed additions or amendments is given to the Members in the notice calling the meeting to consider the proposed changes; and
- (c) At least two-thirds of the Members voting must approve such changes; and
- (d) Any repeal or amendment of the General Operating By-Law shall not be enforced or acted upon until the amended bylaw is filed with Industry Canada.

## ***13. FISCAL AND ELECTIVE YEAR***

**13.01** The fiscal year-end of GRCC shall be determined by the Board. The elective year shall commence and end on June 30th.

## ***14. INDEMNITY***

**14.01** Except such costs, charges or expenses as are occasioned by his own wrongful act or willful neglect or default, every Elder, Pastor, Associate Pastor or Coordinator of GRCC or other person who has undertaken or is about to undertake any liability on behalf of GRCC or any affiliated organization and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless, from and against:

- (a) all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in carrying out the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof.

## **15. GENERAL PROVISIONS**

### **15.01 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

### **15.02 Head Office**

The head office of the Corporation shall be in the Township of Centre Wellington, in the County of Wellington and the Province of Ontario.

### **15.03 Execution of Documents**

Properly approved contracts, documents or any instruments in writing requiring the signature of GRCC shall be signed by any two Members of the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board 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. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.

### **15.04 Lands and/or Buildings**

The purchase, sale, transfer, mortgage, hypothecation or pledge of lands and/or buildings shall not occur except when it is in accordance with a resolution recommended by the Board and passed by at least a two-thirds majority vote of the Members present at a meeting called for that purpose and which is in accordance with this by-law.

### **15.05 Banking**

- (a) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued, accepted or endorsed in the name of GRCC shall be signed by such officer or officers, agent or agents of GRCC and in such manner as shall from time to time be determined by resolution of the Board.
- (b) All funds of GRCC shall be deposited from time to time to the credit of GRCC in such bank or banks or trust companies or with such bankers as the Board may approve. The securities of GRCC may be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board.
- (c) Any and all securities so deposited may be withdrawn from time to time only upon the written order signed by such officer or officers, agent or agents of GRCC and in such manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances.

**16. EFFECTIVE DATE**

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the leadership team of the Corporation by resolution on the \_\_\_\_ day of \_\_\_\_\_, 2018 and confirmed by the Members of the Corporation by special resolution on the \_\_\_\_ day of \_\_\_\_\_, 2018.

Dated as of the \_\_\_\_ day of \_\_\_\_\_, 2018.

_____	_____
_____	_____
_____	_____
_____	_____