

GENERAL OPERATING

BY-LAW NUMBER 2

(Approved by the Members – mm/dd/yyyy)

A By-Law relating generally to the transaction of the affairs of
Emmanuel Baptist Church of Barrie (a Federal Corporation)

BE IT ENACTED as a By-Law of EMMANUEL BAPTIST CHURCH OF Barrie (hereinafter referred to as "Emmanuel") as follows:

1. DEFINITIONS

1.01 In this General Operating By-Law and all other by-laws and resolutions of Emmanuel 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" means the persons serving in an administrative role whether they are paid, unpaid, part-time, or full-time with regard to compensation.
- (c) "Articles" means the Articles incorporating Emmanuel, as from time to time amended or supplemented by Supplementary Articles.
- (d) "Associate Elders" means Elders without voting status.¹
- (e) "Associate Pastors" means those men called to specific pastoral responsibilities under the various Lead Pastors' leadership and oversight.
- (f) "Board Elders" means the Voting Elders who are the Board of Directors of the Corporation pursuant to the Act.
- (g) "Central Services" means those things that lighten the load for the Lead Pastors and allow them greater focus on preaching and leading the local congregation.²
- (h) "Congregation" means each of the local gatherings of believers.³
- (i) "Constitution" means the General Operating By-Law and any Policy Statement adopted by Emmanuel from time to time.
- (j) "Corporate matters" means those things that bind us together as one church with multiple congregations.⁴
- (k) "Corporation" means Emmanuel as defined herein.
- (l) "Deacon" means a male or female member who shall assist the Elders and/or the pastors by performing services, administration and implementation of a ministry.
- (m) "Elders" means the men elected or hired as the Elders of Emmanuel. There are 3 categories of Elder: paid and non-voting (Pastors), unpaid and voting (Voting or Board Elders), and unpaid and non-voting (Associate Elders).

¹ This may apply when an Elder has an immediate family member receiving remuneration from the church i.e., a staff member or an Emmanuel supported missionary.

² Central Services looks after but is not limited to, Financial Management, Human resources, Information management, IT, and Liability.

³ The word "congregation" is preferred because it more closely describes the level of autonomy that Emmanuel grants each local gathering. Sometimes the word "campus" or "site" has been used internally but we want to move away from this since the words have connotations that makes us think of a more franchise type model where there is a high degree of central control and conformity among the congregations.

⁴ Corporate matters include but is not limited to: Shared Mission and Vision, Shared Doctrine & Practice, Shared Heritage, Shared Pulpit Teaching Strategy, Shared Missions Strategy, Shared Financial Support of the Fellowship and College, Shared resources, and Board Elder relationship and administration.

- (n) "Emmanuel" (also referred to as "the Church") means the legal entity incorporated as a corporation without share capital under Articles dated, April 2013, and named Emmanuel Baptist Church of Barrie, through which its members may worship, fellowship, and serve together as a New Testament Church.
- (o) "Executive Pastor" means the man called by the church, accountable to the Elders or their designate and responsible for oversight of the Corporate Affairs of the church and leadership of the Central Services of the church.
- (p) "General Operating By-Law" means this by-law and any other by-laws of Emmanuel intended to amend or replace the General Operating By-Law herein.
- (q) "Guiding Principles" means a document consisting of Mission, Accountability, and Boundary Principles and determined by the Elders, the Lead Pastors, and the Executive Pastor and authorizing the leadership of the Lead Pastors, Executive Pastor, and their staff.
- (r) "Lead Pastors" means those men called to lead a local congregation in fulfilling the church's mission, vision, and ministry.
- (s) "Leadership Team" means the Lead Pastor and others chosen by him to serve with him in the visioning and leadership of the local congregation.
- (t) "Local Members" means a member of a particular congregation.
- (u) "Member" means a member of Emmanuel.
- (v) "Members" or "Membership" means the collective membership of Emmanuel. There are two categories of member: member and associate member.
- (w) "Ministry Director" means a person who is responsible under a pastor's oversight for a specific area of ministry whether they are paid, unpaid, part-time, or full-time with regard to compensation.
- (x) "Ministry Staff" means Associate Pastors and Ministry Directors appointed for a ministry management purpose, whether they are paid, unpaid, part-time, or full-time with regard to compensation.
- (y) "Ministry Team" as it relates to the Board Elders, means a group of individuals, led by designated elder representatives, and organized to carry out specific tasks of ministry on behalf of the Board Elders.⁵ Each team's existence, specific purpose, job description, and lifespan are determined by the Elders. The local Elders Ministry teams are made up exclusively of Elders, but other Board Ministry Teams may include individuals from the church with specific expertise.⁶
- (z) "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.
- (aa) "Statement of Faith" means the statement that outlines the foundational beliefs of Emmanuel for faith and practice.

2. INTERPRETATION

2.01 In this General Operating By-Law and all other by-laws and resolutions of Emmanuel 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; and
- (c) Words referring to person or persons do not include corporations, partnerships, trusts, and unincorporated organizations.

⁵ Formerly called committees of the Board

⁶ For example, the Board could appoint someone to the finance ministry team who is not necessarily an Elder.

2.02 Headings used in the by-laws of Emmanuel 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, as the case may be, shall prevail.

3. PURPOSE

3.01 The purpose of Emmanuel is to glorify God by obeying the commandment of Jesus in Matthew 28:19-20a: "... go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you..."

4. AFFILIATION

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

5. MEMBERSHIP

5.01 Definition of Membership

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

5.02 Qualification for Membership

Individuals may qualify to be a Member if in the unanimous opinion of the Board Elders, such individuals fulfill the definition of Membership as set out in Section 5.01 herein, fulfill the Requirements of Membership as set out in Section 5.03, and complete the procedure for admission into Membership set out in Section 5.04 herein and are not under the discipline of Emmanuel as set out in the Policies and Procedures Manual. An individual may also be admitted by restoration, following church discipline as set out in the Policies and Procedures Manual.

5.03 Requirements of Membership

An applicant for membership will do as follows:

- (a) Give a clear understanding of the basic teachings of the gospel,
- (b) Give a clear statement of faith in Jesus Christ,
- (c) Be baptized by immersion as a believer,
- (d) Attend a new members' class,
- (e) Attend Emmanuel for at least one year, and
- (f) Affirm the Emmanuel Membership Covenant and be in submission to Emmanuel's Statement of Faith, By-Laws, and Policies and Procedures.

The call of a Pastor includes acceptance into membership of him and his spouse.

5.04 Procedures of Membership

A person shall be considered a member as follows:

- (a) When the requirements for membership in Section 5.03 have been fulfilled,
- (b) When an interview with at least two Elders, one of whom could be a former Elder, has been completed,
- (c) When Elders and pastors of their local congregation have approved the person for membership, and
- (d) When the name of the person has been communicated for two weeks to the local congregation they attend and no one has expressed concern regarding the candidate's spiritual life.
- (e) If there is a concern raised regarding a candidate's spiritual life, a decision regarding the candidate being received into membership will be made by the local Elders.
- (f) Emmanuel does not transfer membership from other churches.

5.05 Privileges of Membership

- (a) Every member of the church has the privilege to participate in worship, the Lord's Table, and service and to have the fellowship of the body.⁷
- (b) Every member may participate fully in meetings that pertain to the membership of the church.
- (c) Every member is entitled to one vote on all matters requiring a congregational vote in accordance with Section 5.10(h). In some circumstances, the Board Elders may establish an appropriate process for voting including advance voting. In such cases, the procedure outlined by the Board Elders will be followed.

5.06 Responsibilities of Membership

- (a) Every member of the church is expected to live under and abide by the Statement of Faith, By-laws, and Policies and Procedures of Emmanuel.
- (b) Every member is expected to be faithful in worship, discipleship, personal growth, service, and giving.
- (c) Recognizing that Christians are ministers of reconciliation, this church expects its members to be fully devoted followers of Jesus Christ.
- (d) 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 Lead Pastors, Executive Pastor, and Elders.

5.07 Role of Members

The primary role of the Members shall be to serve as the ministers of the Church as they reach out to unchurched people and care for the needs of one another within the Church. The following decisions of the Church shall require the approval of the Members by a simple majority (or by a higher percentage as determined by the members or stated in another place in this document) of those voting:

- (a) Elections to the Elders.
- (b) The calling or dismissal of the Lead Pastor of a local congregation shall require approval of the Members of the local congregation only.
- (c) The calling or dismissal of the Executive Pastor.
- (d) Approval of an annual budget.

⁷ These privileges are specifically mentioned because they can be suspended in the case of discipline.

- (e) Approval of the annual financial statements.
- (f) Appointment of the auditors for the current fiscal year.
- (g) Changes to the Statement of Faith, the Operating By-Law(s), and the Articles.
- (h) Purchasing, selling, transferring, mortgaging, hypothecating⁸, or pledging of lands and/or buildings.
- (i) Dissolving the church.
- (j) Other matters as called upon by the Board Elders.

5.08 Discipline of Members

- (a) This church will make every effort to adhere to the principles of church discipline as outlined in the Bible, particularly in Matthew 18:15-17. The guiding motivation behind church discipline is the commitment to love others in the context of truth. The threefold purpose of church discipline is to glorify God by maintaining purity in the local church, to edify believers by deterring sin, and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct.
- (b) Any member who is not willing to fulfill the requirements and/or responsibilities set out in Sections 5.01, 5.03, 5.06, and 5.08 (a) may be terminated from membership and lose his or her privileges as outlined in the Policies and Procedures Manual.
- (c) A discipline process will include:
 - i. a determination by the Board Elders as to whether an accusation has merit for further examination,
 - ii. as deemed necessary by the Board Elders, an investigation under the oversight of the Board Elders,
 - iii. a final decision by the Board Elders, and
 - iv. if the Board Elders determine that there is a basis for discipline, they will determine the appropriate course of action to be followed and the most appropriate form of discipline to be applied.
 - v. If the Board determines that discipline has brought repentance, then the Board would seek restoration to full fellowship for that individual.

5.09 Termination of Membership

Membership will be terminated by any of the following:

- (a) Death.
- (b) Church Discipline.
- (c) Resignation.
- (d) When a member has joined another church.
- (e) A member fails to make favourable contact with the church for six consecutive months. The member may be contacted by a designee of the Elders and, if there is no appropriate response, termination will follow.

5.10 Meetings of the Church and Its Membership

- (a) Services: The church will meet regularly 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 Lead Pastor or his appointee.

⁸ pledge (money) by law to a specific purpose

- (b) Annual Meeting: An Annual Meeting shall be held at a time approved by the Board Elders within four months of the end of the fiscal year and with adequate notice given to the congregation. Report from the Board Elders shall be given. Financial reports and budgets shall be approved by the congregation at this time. Election of Elders will also be held. Other business as determined by the Board Elders will be conducted.
- (c) Other Business Meetings: Other business meetings may be called at any time by the Board Elders.
- (d) Members Calling a Members' Meeting: The Board Elders 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 Elders do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
- (e) 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, electronically and by notice at the main worship services on at least two Sundays previous to such meetings.
- (f) 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.
- (g) Quorum: At all meetings, whether regular, special, or adjourned, fifteen percent (15%) of the current members in good standing shall constitute a quorum for the transaction of business.
- (h) Voting: The Members shall vote according to the following:
 - a. A Member has the right to a single vote either in person or by proxy (if aged 18 or over) unless the Member is under discipline or inactive.
 - b. A vote may be taken either in a meeting or at other times by written or electronic means.
 - c. When a vote takes place outside a meeting, there shall be at least one week's notice of how a ballot vote will be taken.
 - d. If taken in a meeting, votes may be cast by written, and/or electronic means
 - e. If there is a vote outside a meeting and votes are collected by written or electronic means, the direct receipt of the vote must be within a time set by the Board Elders.
 - f. No abstentions shall be counted in the vote tally.
 - g. Votes may be by proxy, provided that the proxy appointed is a Member and represents no more than one other Member. A proxy shall be executed by the appointed Member or the Member's attorney authorized in writing. A proxy may be in the following form or some similar form:

"The undersigned Member of EMMANUEL 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"
 - h. When ballot votes have been counted and the result has been communicated to the members, the ballots are to be destroyed.

5.11 Associate Membership

In exceptional circumstances, Emmanuel will allow individuals to hold a dual membership (called Associate membership), especially those who are Christian workers and students. Such individuals will have all the privileges of regular members. Candidates for such membership will follow the approved membership interview process and their dual membership must be with a church of like faith and practice. The Board Elders will decide upon such exceptions on a case-by-case basis.

5.12 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. VOTING AND ASSOCIATE ELDERS

6.01 Elder Selection

There shall be a minimum of 3 Voting (Board) Elders. Board and Associate Elders shall be active Church Members selected for three-year terms by the following process:

- (a) An Elder must be a man who is biblically qualified according to 1Timothy 3:1-7 and Titus 1:6-9.
- (b) A Voting Elder (Board Elder) and his wife, father, mother, child, brother or sister, or spouse of such Person is not an employee, agent, or individual that is receiving remuneration either directly or indirectly⁹ from the Church.
- (c) Any active Member of the Church may submit a signed letter to recommend a potential Elder who meets the qualification of (a).
- (d) Potential Elders must complete a training course taught by the Lead Pastor of their congregation or his designate covering the mission, vision, and structure of the Church.
- (e) Potential Elders must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the Church.
- (f) The Lead Pastors and the Board Elders ¹⁰shall present to the Congregations for approval a selection of candidates that have been certified by the Board Elders as qualified to serve as Elders.
- (g) Approving Elders shall require a 75% majority vote of the members with at least fifteen percent (15%) of the membership of the members voting.

⁹ Under corporation legislation 'indirectly' means there is a benefit that affects the voting elder either through family or business even if the benefit is not directly to the voting elder. The legislation also says to avoid actual conflicts of interest as well as 'perceived' conflicts of interest - in other words, relationships that may be perceived by other members to be in conflict or too direct.

Often-times these things are interpretive but in the event of a complaint or CRA audit, it would be up to you as the charity to demonstrate that there was no direct or indirect financial benefit. and again, there is the 'perception' of a conflict of interest as I describe in the question above. Given how your bylaws are written, I would think that the employee of the construction company should not be a voting elder while under employ and at the very least should not vote or should not be in the room when decisions on the project were being discussed. the conflict should be declared, and the church board should note for the record what the action is to manage the conflict.

¹⁰ This has been restricted to Board Elders because the clause that required voting Elders to outnumber associate Elders has been removed.

6.02 Elder Term of Service

Each Elder may serve a maximum of two consecutive three-year terms and may serve again after a break of one year or more. Immediate family members of the Lead Pastors, Executive Pastor, other pastors, and the Staff shall not serve on the Board. The term of an Elder may be vacated by resignation, by removal as a Church Member, or by the action of the Board Elders. The remainder of a vacated term shall be filled by the Board Elders in consultation with the Lead Pastors and shall not be counted toward the limit of two consecutive terms.

6.03 Elder Role

The role of the Elders is to oversee all aspects of the church including the appointment of deacons, an Executive Pastor, and any members of Ministry Teams of the Board Elders¹¹. One of the roles of the Elders shall be to provide support and accountability for the Lead Pastors and Executive Pastor by writing concise Guiding Principles. All Elders shall be sent at least 24 hours' notice of every meeting by electronic, verbal, or written means.

7. BOARD

7.01 Board Role

The Board shall direct operating and financial decisions through the written policy in the Guiding Principles. The Board shall leave the leadership of the Church to the Lead Pastors and Executive Pastor and shall leave the management of the Church to the Staff under the direction of the Lead Pastors and Executive Pastor. Board action shall be by a simple majority of all Board Elders, whether or not present and voting. A majority of the Board Elders 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 Lead Pastors, the Executive Pastor, the Chair, or a majority of the Board Elders. 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 the Accountability Principles and shall lead the Board when discussing the Lead Pastor's and Executive Pastor's leadership in fulfilling the Mission Principles and adhering to the Boundary Principles. The Chair and the Executive Pastor shall work together to lead the Board in all other discussions. The Vice-chair will serve in the absence of the Chair. The Secretary or his designate shall oversee the maintenance and distribution of the current edition of the Guiding Principles and other Board documents.

8. LEAD PASTOR

8.01 Lead Pastor Call and Selection

In the event of a vacancy in the position of Lead Pastor in any of the congregations, the Chair of the Elders shall invite FEB CENTRAL to counsel the Elders in the process of finding and calling a new Lead Pastor who has demonstrated the ability to lead the congregation to the next level of effectiveness in the achievement of its mission. The Elders in close consultation with the local Elders shall fill the role of the Lead Pastor with an appropriate interim candidate until a permanent Lead Pastor is in place. Calling the new Lead Pastor shall require a vote by the Board Elders to propose the candidate to the members of the local congregation who will vote to approve the call of the candidate by a 75% majority of those

¹¹ Formerly called committees

members voting with at least fifteen percent (15%) of the membership of the local congregation voting. Dismissing the Lead Pastor shall require the Board Elders or a quorum of the Members of the local congregation to propose the action, nonbinding consultation by FEB CENTRAL with the Elders and Members of the local congregation, and final approval by the Members of the local congregation by a simple majority vote.

8.02 Lead Pastor Role

The role of the Lead Pastor is to lead the congregation to accomplish Emmanuel's mission and vision. The Lead Pastor shall lead the congregation by teaching biblical truth, casting vision, and advancing the mission. The Lead Pastor and the Leadership Team can participate in meetings of the Voting Elders and Associate Elders. The Lead Pastor shall lead the Elders by guiding its discussion of Mission Principles, and vision in the context of their local community and congregation. The Lead Pastor shall lead the Staff by directing them in their management of all congregation operations. The Lead Pastor shall be accountable to the Board Elders through the local Elders Ministry Team.

9. Executive Pastor Role

9.01 Executive Pastor Call and Selection

In the event of a vacancy in the position of Executive Pastor, the Elders shall fill the role of the Executive Pastor with an appropriate interim candidate until a permanent Executive Pastor is in place. Calling the new Executive Pastor shall require a vote by the Board Elders to propose the candidate to the members who will vote to approve the call of the candidate by a 75% majority of those members voting with at least fifteen percent (15%) of the membership of the church voting. Dismissing the Executive Pastor shall require the Board Elders or a quorum of the Members to propose the action and final approval by the Members by a simple majority vote.

9.02 Executive Pastor Role

The role of the Executive Pastor is to lead in the corporate matters of Emmanuel. The Executive Pastor shall lead Central Services in support of the congregations. The Chair and the Executive Pastor shall work together to lead the Board in all other discussions. The Executive Pastor shall lead the Elders by guiding its discussion of Mission Principles. The Executive Pastor shall be accountable to the Board Elders. The Executive Pastor shall be able to participate in all Board-related Ministry Team meetings.

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 all Church Staff shall be the responsibility of the Lead Pastors or Executive Pastor under the authority and direction of the Board Elders.

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 Elders, 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. Major policy changes shall be communicated to the membership at the annual meeting.

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 church 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 Elders will be responsible for clarifying the procedure and preparing a notice to be communicated to the church at the Annual Meeting.

11.03 Core Commitments

Core Commitments, which are included in the Policies and Procedures Manual, will be a statement of our Mission Statement and a description of the core commitments of the Emmanuel family. These statements of commitment are meant to elaborate the mission and give more specific direction to the ministry of the church. The core commitments will be regularly reviewed and evaluated by the Board Elders and may from time to time be updated and altered.

12. AMENDMENTS

12.01 The Statement of Faith, Articles, and this 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 Elders; 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.

13. FISCAL AND ELECTIVE YEAR

13.01 The fiscal year-end of Emmanuel shall be determined by the Board Elders. The elective year shall commence and end on the date of the Annual Meeting.

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 officer of Emmanuel or other people who have undertaken or is about to undertake any liability on behalf of Emmanuel 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 are 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 seal, an impression thereof is stamped in the margin hereof, shall be the seal of Emmanuel.

15.02 Head Office

The head office of the Corporation shall be in the City of Barrie, in the County of Simcoe, and the Province of Ontario.

15.03 Execution of Documents

Properly approved contracts, documents or any instruments in writing requiring the signature of Emmanuel shall be signed by any two Board Elders, 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 in accordance with a resolution recommended by the Board and passed by at least a two-thirds majority vote of the Members which vote was called for this purpose.

15.05 Banking

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 Emmanuel shall be signed by such officer or officers, agent or agents of Emmanuel and in such manner, as shall from time to time be determined by resolution of the Board.

All funds of Emmanuel shall be deposited from time to time to the credit of Emmanuel in such bank or banks or trust companies or with such bankers as the Board may approve.

The securities of Emmanuel may be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. 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 Emmanuel 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.