

# METROPOLITAN BIBLE CHURCH PROPERTY CORPORATION

## BYLAW NO. 1

(Revised effective October 28, 2018)

A Bylaw relating generally to the organization and affairs of the Corporation.

### DEFINITIONS

In this Bylaw,

“**Absentee Ballot**” means an official ballot a voter casts before a meeting because the voter will not be present at the meeting;

“**Board**” means Board of Directors of the Corporation;

“**Chair**” means the Chair of the Board of Directors of the Corporation;

“**Corporation**” means the Metropolitan Bible Church Property Corporation;

“**Directors**” means the men elected or appointed to hold the office of a Director of the Corporation; and “**Director**” means any one of the Directors;

“**Members**” means those persons who have been received into Membership of the Corporation under **Article 2.1** and whose Membership remains in good standing;

“**Membership**” means the Members of the Corporation, collectively;

“**Officers**” means the Officers of the Corporation appointed under **Article 3.6**, including the Chair, the Secretary and the Treasurer, and “**Officer**” means any one of the Officers;

“**Proposal**” means the notice a Member gives to the Corporation of any matter the Member proposes to raise at a meeting of Members that was called by the Board;

“**Proxy**” means an authorization by means of which a Member has appointed a proxyholder to attend and act on the Member’s behalf at a meeting of the Members;

“**Proxyholder**” means the person a Member has appointed to attend and act on the Member’s behalf at a meeting of the Members; and

**“Requisition”** means both the act of the Membership asking and requiring the Directors to call a meeting of Members for a stated purpose or the document pertaining to that request.

**“Special Business”** means all business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members, except for the following:

- consideration of the financial statements
- consideration of the audit or review engagement report, if any
- election of Directors
- reappointment of the incumbent auditor

## **Article 1 – Corporate History and Objects**

### 1.1 Corporate History

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

### 1.2 Objects

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

## **Article 2 - Membership**

### 2.1 Membership Qualifications

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

- (a) is a Member of the association or corporation without share Property that operates as the “Metropolitan Bible Church Ministry Corporation” (a church founded in 1931 under the name “Metropolitan Tabernacle), which association or corporation is hereinafter called “Metropolitan Bible Church”; and
- (b) submits a written application for Membership, in a form approved by the Directors.

### 2.2 Membership

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

## Article 3 – Directors

### 3.1 Role of the Directors

The government of the Corporation is vested in its Membership and executed through its Board of Directors (the “Directors”). The Directors shall discharge their responsibilities as defined by this Bylaw and shall at all times be subject to the majority vote of the Members present in person or by proxy at a meeting of Members. Subject to the foregoing, the Directors shall administer the affairs of the Corporation.

### 3.2 Qualifications and Expectations of Directors

The Board of Directors shall consist of three men who:

- (a) are Members of the Corporation;
- (b) are eighteen years of age or over;
- (c) pass a police Vulnerable Sector Check and meet all other requirements of the Metropolitan Bible Church Ministry Corporation’s Plan to Protect Policy;
- (d) meet the Biblical standards of 1 Timothy 3:1-13;
- (e) meet the expectations of Directors stated below;
- (f) have been elected or appointed in accordance with the provisions of this Bylaw;
- (g) will not be Directors of the Metropolitan Bible Church Ministry Corporation during their term of office as Director; and
- (h) preferably, have experience in one or more of the following: ownership, management, development and/or operations of institutional or commercial real estate; corporate finance; corporate investment; or law.

Each Director is expected:

- (a) to continually strive for excellence and to demonstrate the fruits of the Spirit (1 Timothy 4:12-16);
- (b) to attend diligently to the duties of office and work in harmony with others (1 Corinthians 1:10, Philippians 1:27); and
- (c) to conduct himself in such a way as to be an example to those he leads and influences, and to curtail his liberty and rights so as not to be a stumbling block to those who are weaker in the faith (1 Corinthians 8:7-13).

### 3.3 Transaction of Business

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

Any meeting of the Board of Directors shall have quorum. Unless otherwise stipulated in this Bylaw or in any applicable statute, a majority of the number of Directors constitutes a quorum at any meeting of the Directors, and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

3.4 Authority to Call Meeting of Members

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

3.5 Consideration

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

3.6 Officers

The Directors shall select from their ranks a Chair. For the purposes of administrative convenience, the Secretary of the Corporation shall be the Secretary of the Board of Metropolitan Bible Church Ministry Corporation and the Treasurer of the Corporation shall be the Treasurer of the Metropolitan Bible Church Ministry Corporation. The Chair, Secretary and Treasurer are referred to as Officers. Officers who are not Directors are not entitled to attend at or participate in meetings of the Directors without the prior approval of the Directors.

The Officers shall have the following responsibilities:

- (a) The Chair shall, when present, preside at all meetings of the Directors and all meetings of Members. During the absence of the Chair, his duties may be exercised by such other Director as the Board of Directors may from time to time appoint for that purpose. The Chair shall act as the president of the Corporation.
- (b) The Secretary shall keep an accurate record of all meetings of Members and shall submit these records for the approval of the Membership. The Secretary shall keep an accurate record of all Directors meetings and shall submit these records for the approval of the Directors. The Secretary shall be responsible for keeping a membership register, shall have custody of the corporate seal, and shall carry on and maintain a complete record of all correspondence and such other records as may pertain to the office. The Secretary shall also have in custody any other papers, records or other documents as directed by the Membership or the Directors.
- (c) The Treasurer shall be responsible for the custody, receipts and disbursements of the funds of the Corporation, the keeping of accounts and the preparation of financial statements and shall perform such other duties as the Directors may direct, ensuring that:
  - (i) All monies contributed to the Corporation are deposited on a regular basis in the financial institutions designated by the Directors.
  - (ii) Records (as required by law) are maintained showing from what sources monies have been received and for what purposes monies have been disbursed.

- (iii) A monthly financial report is rendered to the Directors.
- (iv) Audited financial statements for the fiscal year of the Corporation are presented at the Annual Meeting.
- (v) There is an annual audit.

### 3.7 Election and Term of Office of Directors

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

- (a) Directors shall be elected as stated in Article 3.7(b) having been first nominated in the following manner:
  - (i) During the month of December, a Nominating Committee shall be selected by the Directors consisting of the Lead Pastor of Metropolitan Bible Church as Chairman, the Secretary of Metropolitan Bible Church as Secretary, and three Members of the Corporation who are not then Directors of the Corporation or Directors of the Metropolitan Bible Church Ministry Corporation.
  - (ii) As soon as the Nominating Committee is struck it shall provide notice of upcoming elections. It shall solicit candidates from the congregation. Both Members and adherents are eligible to submit names of candidates to Nominating Committee. The Members of the Nominating Committee shall also identify candidates. The deadline for submitting the names of candidates to the Nominating Committee is February 28. The Nominating Committee shall not consider new candidates whose names were submitted after February 28.
  - (iii) The Nominating Committee shall consider candidates in accordance with Article 3.2. The Corporation shall publish all requirements to be qualified to be a Director that the Nominating Committee uses to determine if a candidate is qualified to stand as a nominee. The Nominating Committee shall prepare a list of suitably qualified nominees. A man is not qualified for election if he would be precluded from completing a full term (by reason that the completion of such term would result his having served for more than 6 consecutive years The Nominating Committee shall prepare a list of suitably qualified nominees. A man is not qualified for election if he would be precluded from completing a full term (by reason that the completion of such term would result his having served for more than 6 consecutive years on the Board).
  - (iv) The Nominating Committee shall prepare a document that contains photos and short biographies of each nominee. The Board shall publish and make available the document concurrently with or before giving notice of the Annual Meeting. The list of nominees shall be posted in three conspicuous places inside the Church's principal building for at least 22 days immediately preceding the Annual Meeting.
- (b) The election of Directors shall take place at the Annual Meeting, and voting shall be by ballot.

- (c) The term of office for Directors shall be three years. A Director is eligible for re-election but shall not serve for more than two consecutive terms. A former Director is eligible for re-election after one year of absence from the Board. However, for the first term of office after the extension of terms of office from one year to three years, the following shall be in place to stagger the end date of the term of office for each Director: one Director shall serve for a one-year term, one Director shall serve for a two-year term, and one Director shall serve for a three-year term.
- (d) Should a vacancy occur before the expiration of the term of office, a Director's successor may be appointed by the remaining Directors until the next Annual Meeting.

### 3.8 Removal of Directors

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

- (a) A Director may relinquish his office by delivering a written resignation to the Chair or Secretary.
- (b) A Director may be removed from office at any time by two-thirds vote of the Membership present at a meeting of Members, provided that the Membership elects a qualified man to take his place.
- (c) A Director shall be deemed to have vacated his office upon death or if he is found to be a mentally incompetent person, becomes bankrupt or ceases to be a Member.

## **Article 4 – Meetings of Members**

### 4.1 Fiscal Year-end

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

### 4.2 Annual Meeting

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

### 4.3 Calling of Meetings

Any regular or called meeting of Members may be constituted as a meeting for the transaction of business providing notice of such meeting is given in accordance with the bylaw. The Corporation shall give notice of the time and place of a meeting of the Members to each Member and the auditor

of the Corporation or the person appointed to conduct a review engagement of the Corporation. The Corporation shall give notice not less than 10 days and not more than 50 days before the meeting. For Annual Meetings (Article 4.2) and meetings to amend the Bylaw (Article 6), the Corporation shall give not less than 21 days' notice.

Notice of a meeting of the Members at which special business is to be transacted must,

- (a) state the nature of the that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
- (b) state the text of any special resolution to be submitted to the meeting.

#### 4.4 Meetings Called by Members

The Members of the Corporation who hold at least 5 per cent of votes that may be cast at a meeting of the Members sought to be held may requisition the Directors to call the meeting for the purposes stated in the requisition.

The requisition, which may consist of several documents of similar form each signed by one or more Members, must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Corporation.

On receiving a requisition, the Directors shall call a meeting of the Members to transact the business stated in the requisition, unless

- (a) a record date has been fixed for updating the membership register;
- (b) the Directors have called a meeting of the Members and have given notice of the meeting under Articles 4.2 or 4.3; or
- (c) the business of the meeting as stated in the requisition includes matter described in Article 4.10 (c) i-vi.

If the Directors do not call a meeting within 21 days after receiving the requisition, any Member who signed the requisition may call the meeting. The meeting called under this section shall be called as nearly as possible in the manner in which meetings are to be called under the Bylaw.

#### 4.5 Voting

Unless otherwise required under this Bylaw, a majority vote of the voting Members present in person or by proxy at any properly called meeting of Members shall be required to render final decisions on any matter under consideration. A Member may demand a ballot before any vote. The Corporation may provide for voting by absentee ballot, whether by mail, by other paper-based absentee ballot, or electronic means, in addition to or instead of voting by proxy.

#### 4.6 Auditors

One or more auditors shall be appointed at each Annual Meeting of the Members of the Corporation. The auditors when appointed shall hold office until the next annual meeting after being appointed, or

until their successors are appointed, unless previously removed by resolution of the Members at a meeting of the Members or by resolution of the Directors. If the remuneration of the auditor or auditors is not fixed by the Members at the annual meeting then the remuneration of the auditor or auditors shall be fixed by the Directors. A Director or a person who is a partner or employee of a Director is not qualified for appointment as auditor.

The auditors shall be supplied with a copy of the financial statements of the Corporation and it shall be their duty to examine the same together with all accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all books kept by the Corporation and shall have access to the books and accounts of the Corporation at all reasonable times.

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

#### 4.7 Rules of Order

Any questions of procedure at meetings of the Directors or Members not covered by this Bylaw or the Corporation's Rules of Order, adopted in June 2018, shall be decided by the Chair of such meeting.

#### 4.8 Quorum

Any meeting of the Members called under Article 4 shall have quorum. The quorum for a meeting of the Members is 35% of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

#### 4.9 Proxies

Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder as the Member's nominee. The proxyholder shall be a Member of the Corporation and shall attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. One proxyholder may hold up to a maximum of two proxies at any meeting of Members.

A person who is appointed a proxyholder shall attend in person, the meeting in respect of which the proxy is given and shall comply with the directions of the Member who appointed the person.

A proxyholder has the same rights as the Member who appointed him or her to speak at a meeting of the Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder has conflicting instructions from more than one Member, to vote at the meeting in respect of any matter by way of a show of hands, However, a proxyholder may still vote by a show of hands if all of the following are true:

- If a ballot is conducted, the total number of votes of Members represented at the meeting by proxy that are required to be voted against a matter or group of matters to be decided at the meeting is less than 5 per cent of all the votes that might be cast at the meeting on such ballot.
- The Chair of a meeting of the Members declares to the meeting that, to the best of the Chair's belief, the above, item 1 of this list, is the case.
- No Member or proxyholder demands a ballot.



The Corporation shall make available a form of proxy to each Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.

A proxy must be signed by the Member.

The Directors shall fix a time not exceeding 72 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation. This fixed period of time for depositing proxies shall be specified in the notice calling the meeting.

A Member may revoke a proxy by signing a revocation and by depositing it in one of these two ways:

- The revocation must be received at the office of the Corporation at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used; or
- The revocation must be received by the Chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.

#### 4.10 Member's Right to Submit and Discuss Proposals

- (a) In addition to informal discussion, the Board of Directors encourages dialogue and welcomes ideas that strengthen the Corporation and further its objects. The Board invites Members to contact the Directors with constructive ideas and concerns. The Board shall handle and consider suggestions, recommendations and grievances upon the part of any Member or organization within or affiliated with the Metropolitan Bible Church. The issue will be discussed at a Directors meeting and will be properly documented. Beyond this dialogue, a formal process to submit and discuss Proposals is also available to Members in exceptional cases where the issue has been taken to the Board for discussion at a Directors' meeting, but the Member remains dissatisfied with the Board's response. A Member entitled to vote at an annual meeting of the Members may
  - give the corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a Proposal; and
  - discuss at the meeting any matter that is included on the meeting agenda.
- (b) The Corporation shall include the Proposal in the notice of meeting required under Article 8.3 and shall add it to the business of the meeting of Members. Upon the request of the Member who submits a Proposal, the Corporation shall include in the notice of meeting the Proposal and the Member's statement in support of the Member's Proposal and the name and address of the Member. The statement and the Proposal must together not exceed 1000 words. The Member who submitted the Proposal shall pay any cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented, unless an ordinary resolution of the Members present at the meeting provides otherwise.

- (c) The Corporation is not required to comply with subsection (b) if
- (i) the Proposal is not submitted to the Corporation at least 60 days before the date of the meeting;
  - (ii) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;
  - (iii) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the Corporation;
  - (iv) the Member failed, within the past two years, to be present in person or by proxy, at a meeting of the Members, where a Proposal had been included in the notice for such meeting at the Member's request;
  - (v) substantially the same Proposal was submitted to Members in a notice of a meeting or the Members held not more than two years before the receipt of the Proposal and the Proposal was defeated; or
  - (vi) the rights conferred by this section are being abused to secure publicity.

## **Article 5 – Corporate Matters**

### 5.1 Head Office

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

### 5.2 Corporate Seal

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

### 5.3 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two Directors. In addition, the Directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

### 5.4 Borrowing Power

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

- (a) borrow money on the credit of the Corporation;
- (b) issue or pledge debt obligations (including notes or other like liabilities whether secured or unsecured) of the Corporation; and

- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

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

#### 5.5 Spending

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

- (a) has received the prior approval of the Membership, which approval may be specific or may be granted in the form of a pre-approved budget;
- (b) is required, in the Directors' opinion, to maintain, repair, and insure real or personal property of the Corporation;
- (c) is for the purpose of making a loan or loans to Metropolitan Bible Church Ministry Corporation to enable the Metropolitan Bible Church Ministry Corporation to pay its current-year operational expenses as they become due (in circumstances in which Metropolitan Bible Church Ministry Corporation would otherwise not be able to pay such expenses as they become due), provided that the outstanding amounts of any such loan(s) at any time shall not cumulatively exceed \$50,000; or
- (d) is for less than \$10,000, provided that the cumulative amount of expenditures permitted under this Article 5.5(d) in any calendar year cannot exceed \$25,000.

#### 5.6 Limitation of Liability

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

#### 5.7 Indemnity

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

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

such Director or Officer in or about the execution of the duties of such Director's or Officer's office;  
and

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

except such costs, charges or expenses as are occasioned by such Director's or Officer's own willful neglect or default.

**Article 6 – Amendments**

This Bylaw may be amended by a two-thirds vote of the voting Members present in person or by proxy at any properly called meeting of Members.

This Bylaw was initially approved by a resolution of the Members made December 29, 1998, and was subsequently amended by resolutions of the Members made November 24, 2004, and October 27, 2013. This Bylaw, as amended, is in force and effect as of October 28, 2018.

\_\_\_\_\_  
Name, Chair

\_\_\_\_\_  
Name, Secretary