

BY-LAW No. ONE

A by-law relating generally to the transaction of the affairs of
ONTARIO BETHEL PARK BIBLE CAMP SOCIETY,
hereinafter referred to as the "Society".

PREAMBLE

WHEREAS "The Pentecostal Assemblies of Canada" (P.A.O.C.) is duly incorporated in Canada to promote the Christian religion;

AND WHEREAS a specific group of P.A.O.C. churches, originally with the former German Branch of the P.A.O.C., have conducted camp meetings and related activities since the mid-1950's for the purpose of propagating the Christian religion;

AND WHEREAS the following churches have operated the Ontario Bethel Park Bible Camp Society and are deemed to be Associated Churches of such Society:

Christian Life Assembly - Port Colborne, Ontario
Cumberland Christian Assembly - Hamilton, Ontario
Full Gospel Assembly of Lachine - Lachine, Quebec
Full Gospel Church - St. Catharines, Ontario
German Pentecostal Church - Harrow, Ontario
Gospel Church - Waterloo, Ontario
Immanuel Pentecostal Church - Kitchener, Ontario
Living Word Pentecostal Assembly - Windsor, Ontario
River Oaks Community Church - Oakville, Ontario
Warden Full Gospel Assembly - Toronto, Ontario

BE IT ENACTED as a by-law of the Ontario Bethel Park Bible Camp Society as follows:

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ARTICLE I. HEAD OFFICE

The Head Office of the Society shall be at 100 Hoffman Street, in the City of Kitchener, in the Regional Municipality of Waterloo, in the Province of Ontario, or at such a place as the Board of Directors may from time to time determine.

ARTICLE II. THE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Society.

ARTICLE III. MEMBERSHIP

III.1 Membership

The Membership shall consist of all those persons who have applied for membership and have been approved as members by a resolution of the Board of Directors. The following persons may apply for membership who:

- a) are cabin owners who have owned a cabin on Society lands for the previous 12 months.
- b) are credential holders in good standing with the P.A.O.C. and who serve as the senior/lead pastor of an Associated Church of the Society, and
- c) have received special approval to apply for membership by resolution of the Board of Directors.

III.2 Voting Rights

The Members defined within III.1 above shall be entitled to one vote on each question arising at any special or general meeting of the members.

III.3 Cabin

For all purposes, “cabin” means a dwelling place presently situated on the real property owned by the Society (Society land), or a trailer site that has been assigned to a particular person on a consecutive yearly basis. Requirements for cabin ownership are set out in the Policy and Procedures Manual.

III.4 Responsibilities of Membership

All members shall participate at Society functions and activities and shall represent the best interests of the Society. Society members are expected to:

- i. Attend society meetings,
- ii. Contribute financially to the society, and
- iii. Volunteer, to the extent that they are able, with activities of the Society

III.5 Revocation of Membership

- a) Membership is automatically revoked upon termination of cabin ownership.
- b) Membership in the Society may be revoked by a resolution of the board in the event that a society member no longer participates in the society functions or no longer represents the best interests of the Society. Prior to the revocation of membership, the society member must be informed in writing of the reasons for the intent to revoke membership, and be given an opportunity to be heard by the board or a designated board representative.

ARTICLE IV. RELATIONSHIP

The Society is affiliated with the Western Ontario District of the Pentecostal Assemblies of Canada and shall share in the privileges and assume the responsibilities enjoined by this affiliation.

ARTICLE V. MEETINGS OF MEMBERS

V.1 Annual General Meeting

The annual or any other general meeting of the members shall be held at the head office of the Society or elsewhere in Ontario as the Board of Directors may determine and on such day as the Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected every second year and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of members. The President, or in such person's absence, the Secretary, shall have power to call at any time a general meeting of the members of the Society.

V.2 Notice of Meetings

Notice of the time and place of each meeting of Members shall be sent by mail, telex, telegraph, facsimile or other communications facility or by personal delivery, not less than sixty (60) days before the meeting to each Society Member. Notice of a special meeting of Members or of an annual meeting of Members at which resolutions are to be voted on other than consideration of the financial statements and the election of Directors and other general business shall state the nature of the business in sufficient detail to permit the Members to form a reasoned judgment thereon.

No error or omission in giving notice of any annual or general or special meeting or any adjourned meeting, whether annual or general or special, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and

confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded on the books of the Society.

V.3 President to Preside

The President shall preside at all meetings, or in such person's absence, the Secretary, or the meeting may elect a Chairperson for that meeting.

V.4 Quorum

A quorum for the transaction of business at any meeting of Members shall consist of the number of voting Members present.

ARTICLE VI. BOARD OF DIRECTORS

VI.1 Powers and Responsibilities

a) The affairs of the Society shall be managed by a board of twelve Directors, each of whom shall be a member of the Society throughout his term of office.

b) The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do.

c) **Execution of Documents**
Deeds, transfers and licenses on behalf of the Society shall be signed by either the President or Treasurer and by the Secretary, and the Secretary shall affix the seal of the Society to such instruments as require the same.

Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the President, Secretary, Treasurer or by any person authorized from time to time by the Board of Directors.

Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Society may or shall be executed.

d) **Hold and Sell Real Property**
The Society may hold and manage the real property owned by the Society, provided however that any real property owned by the Society shall NOT be sold without the approval of at least 75% of the members of the Society at a membership meeting duly called for that purpose.

VI.2 Qualifications of Directors

- a) A Director shall be a person of mature experience, sound judgment, recognized ability, and Christian character. A Director must actively participate at Society activities and functions, and promote and contribute to the general cause of the Society.
- b) Further Qualifications for Directors
 - i) A Director shall have continually owned a cabin for the previous 3 years, shall have paid all taxes and have no record of infractions.
 - ii) A Director who is a credential holder with the PAOC is exempt from the requirement to have owned a cabin continually for the previous 3 years.
- c) The qualifications for service on the board shall be determined and approved in accordance with the policy of the Society, as guided by scriptural provisions for deacons as are cited in Acts 6:3 and 1 Timothy 3:8-13. The official board shall be comprised of members who are of good report and sound judgment, examples to the society in matters of stewardship, camp attendance, and spiritual maturity, and seeking constantly, as sanctified vessels, to be filled with the Holy Spirit (Acts 2:4; Ephesians 5:18).

VI.3 Election of Directors

- a) The Board of Directors shall be elected every second year at the annual meeting of the Society. A person shall receive at least fifty per cent (50%) plus one (1) of the votes of the members in attendance to be elected as a director.
- b) Three elected directors shall be credential holders of the PAOC. One of the elected credential holders shall be an active Pastor serving in one of the associated churches. However, where less than three individuals that are PAOC credential holders are willing to be nominated and elected, then the word “eight” in article VI.3c shall be replaced with “eleven minus the number of directors willing to be nominated and elected under VI.3b”
- c) Eight elected directors shall be nominees from the membership.
- d) The Western Ontario District of the PAOC shall appoint one director to the board, who is a credential holder and who is acceptable to the board.

VI.4 Resignation or Vacancy

If any director shall resign, or, without reasonable excuse, absent himself from three or more Board of Directors’ meetings, or be suspended or expelled from the Society, the Board of Directors shall declare a vacancy and may appoint a successor from among qualified members of the Society to fill the vacancy until the next annual meeting of the members.

VI.5 Board of Directors Meetings

A majority of the directors shall form a quorum for the transaction of business. Meetings may be held at such place or places as may be determined from time to time. Meetings may be formally called by the President or Secretary. Notice of such meetings shall be delivered, telephoned, sent electronically, or sent by facsimile machine to each member not less than one week before the meeting is to take place or shall be mailed to each member not less than fifteen days before the meeting is to take place. The statement of the President or Secretary that notice has been given pursuant to this Article shall be sufficient. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A director's meeting may also be held, without notice, immediately following the annual meeting of the Society. The directors may consider or transact any business either special or general at any meeting of the board.

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VI.6 Meeting by Telephone

If all members consent, a member may participate in a meeting by means of telephone or other communication device as to permit all persons participating in the meeting to hear each other, and a member participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings.

VI.7 Voting

Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall cast his/her vote on the motion. The chair of the meeting shall only vote in the event of a tie. If the Chair abstains from voting in a tie, then the motion shall be defeated.

VI.8 Remuneration

The Directors shall receive no remuneration for acting as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

VI.9 Conflict of Interest

A Director who is in any way directly or indirectly interested in a proposed agreement with the Society involving finances, other than just reimbursement for expenses, shall make appropriate disclosure and such Director shall not vote on any resolution to approve such agreement.

VI.10 Insurance

The Society is authorized to purchase insurance for directors and officers against any liability incurred in their capacity as a director and officer acting honestly and in good faith.

VI.11 For the Protection of Directors and Officers

Except as otherwise provided in the Act, no director or officer for the time being of the Society 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 act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto *unless the same shall happen by or through his own willful neglect or default*. The Directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board of Directors. Subject to applicable law from time to time, if any Director or Officer of the Society shall be employed by or shall perform services for the Society otherwise than as a Director or Officer or shall have an interest in a person who is employed by or performs services for the Society, the fact of his being a Director or Officer of the Society shall not disentitle such Director or Officer or such person, as the case may be, from receiving proper remuneration for such services.

VI.12 Indemnities to Directors

Pursuant to and subject to applicable law, every Director and officer of the Society, and his or her heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Society, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

The Society shall also indemnify any Director and officer in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

ARTICLE VII. OFFICERS OF SOCIETY

VII.1 There shall be a president of the Society, who shall be nominated and elected by a majority vote by the board of Directors, from among their number at the first meeting of the board after the bi-annual election of such Board of Directors. In the event that the President resigns, the Board shall elect a new president at the first available opportunity. There shall be a Secretary, who shall be appointed by the Board of Directors from among their number at the first meeting of the board after the annual election of such Board of Directors. The board shall also appoint a Treasurer and any other officer that the Board of Directors may determine from time to time. These officers shall normally be a director of the board, but in the event that persons with the necessary qualifications are not available on the board or unwilling to serve in that capacity, the board may appoint society members to fulfill those positions.

VII.2 Duties of President

The President shall preside at all meetings of Members of the Society and, unless otherwise determined by the Board of Directors, of the Board of Directors. The President shall submit a report to the Society at the annual general meeting of members. The President shall perform such other duties as may from time to time be determined by the Board of Directors. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the President, his duties and powers may be exercised by such other director as the board may from time to time appoint for the purpose, and if such other Director exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. On any motion put to a vote by the Board, the President (if he is acting as the board chair) shall refrain from voting except in the event of a tie. In the event of a tie, the President may cast a single vote to decide the motion.

VII.3 Duties of Secretary

The Secretary shall attend all meetings of the Board of Directors and members and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which shall be delivered up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

VII.4 Duties of Treasurer

The Treasurer shall have responsibility to keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society at such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all the Treasurer's transactions and of the financial position of the Society. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

All cheques or other instruments drawn upon the bank account of the Society shall be signed by 2 authorized signing officers as approved by the Board. In most cases, the Society Treasurer will be one of the authorized signing officers who have signed the cheque of other instrument.

VII.5 Other Committees and Co-Ordinators

The Board of Directors may from time to time appoint such sub-committees as it deems advisable and may also appoint specific Co-Ordinators and other persons for specific tasks and functions. At least one member of a Sub-Committee shall be from the Board of Directors, but a Co-Ordinator or other person does not necessarily need to be a Director.

ARTICLE VIII. BORROWING POWERS

VIII.1 The Board of Directors may, from time to time:

- a) Borrow money on the credit of the Society;
- b) Issue, sell or pledge securities of the Society;
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed to other debt, or any other obligation or liability of the Society.

PROVIDED THAT debentures, mortgages, charges, hypothecations, pledges or loan agreements do not exceed the cumulative aggregate sum of One Hundred and Fifty Thousand Dollars (\$150,000).

AND PROVIDED THAT each invocation of these powers must be reported and justified at the next general meeting of Members.

VIII.2 In order to exceed the cumulative aggregate sum of One Hundred and Fifty Thousand Dollars (\$150,000) or such greater amount as approved from time to time by a resolution of the members, for debentures, mortgages, charges, hypothecations, pledges or loan

agreements; it is first necessary to obtain a resolution by a simple majority of the votes cast at a meeting of Members; such resolution to indicate the maximum authorized amount and the authorized purpose. A report shall be given at the next general meeting of Society Members to account for the implementation of such resolution.

ARTICLE IX. BOOKS AND RECORDS

IX.1 The Secretary or another Director specially charged by the Board of Directors with that duty shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

IX.2 Books of Account

The books of account shall be kept at such place in Ontario as the Board of Directors determines.

IX.3 Inspection of the Books and Records

The books and records of the Society may be inspected by Members at the annual general meeting or at some other time upon giving reasonable written notice and arranging a time satisfactory to the Directors having charge of the same. Each Director shall at all times have access to such books and records.

ARTICLE X. FISCAL YEAR

The fiscal year of the Society shall terminate on the 31st day of December in each year, unless otherwise ordered by the Board of Directors.

ARTICLE XI. AMENDMENTS

Amendments to the by-law may be made at any annual or special meeting of the Society, provided the proposed amendment has been submitted in writing to the Board of Directors at least 90 days before such meeting, and has been submitted in writing to the Members at least 60 days before such meeting. A majority of two-thirds of the votes cast by the quorum shall be necessary for adoption of any amendment.

The undersigned, being the President and the Secretary of the Society, hereby sign the foregoing amended By-Law No. One as authorized by resolution of at least two-thirds of the votes cast at the meeting of Society Members this 25th day of July, 2009.

President

Secretary

BY-LAW No. ONE

ONTARIO BETHEL PARK BIBLE CAMP SOCIETY

As amended on July 25, 2009