

FOURSQUARE GOSPEL CHURCH OF CANADA

“Statement of Purpose”

We, the members of the Foursquare Gospel Church of Canada, do declare that Christ Jesus is Lord of our lives and has ordained and commissioned us to communicate His gospel throughout Canada and throughout the world. We believe that the Foursquare Gospel Church is an instrument of our Lord binding us together under the laws of Canada and in fellowship with the International Church of the Foursquare Gospel for the purpose of swiftly fulfilling His commission.

The following are some of the scriptures upon which our purpose is based:

“Go into all the world and preach the good news to all creation.” Mark 16:15; “And this gospel of the kingdom will be preached in the whole world as a testimony to all nations, and then the end will come.” Matthew 24:14; We shall not be ashamed to proclaim the gospel “because it is the power of God for the salvation of everyone who believes.” Romans 1:16; “For the wages of sin is death, but the gift of God is eternal life through Christ Jesus our Lord.” Romans 6:23; “He shall have dominion also from sea to sea....” Psalms 72:8.

BYLAWS

SECTION I - NAME

The name of the corporation shall be **FOURSQUARE GOSPEL CHURCH OF CANADA.**

SECTION II - OBJECTS

The objects and purposes for which the corporation is formed are to propagate and disseminate the religious principles embraced in the Foursquare Gospel as presented in the "Declaration of Faith" compiled by Aimee Semple McPherson (the "**Declaration of Faith**").

SECTION III - CORPORATE SEAL OF THE CORPORATION

Subsection A. The corporate seal of the corporation shall consist of two concentric circles between which shall be the name of the corporation and in the center of which shall appear "Incorporated 1981, Canada".

Subsection B. The sole custody of the corporate seal shall be under the control of the board of directors, hereinafter referred to as the board.

The corporate seal shall not be affixed to any instrument except in the presence of the following persons, namely: One (1) of the president, vice-president, secretary, treasurer, together with one (1) director or such person or persons as the directors may from time to time by resolution appoint. And the said directors, officers, person or persons in whose presence the seal is so affixed to an instrument, shall sign such instrument. For the purpose of certifying, under seal, true copies of any document or resolution, the seal may be affixed in the presence of any one (1) of the foregoing persons.

SECTION IV - PLACE OF BUSINESS

The principal place of business is the City of Port Coquitlam, in the Province of British Columbia and the location of its head office shall be in the City of Abbotsford, in the Province of British Columbia, Canada, or such other place in Canada as the Board of Directors may, from time to time, by special resolution determine.

SECTION V - FINANCES

Subsection A. Non-Profit Sharing

This corporation does not contemplate the distribution of gain, profits, or dividends to the members thereof. The property of this corporation is irrevocably dedicated to religious, educational or charitable purposes, and in the event of dissolution or winding up of the corporation, all remaining assets thereof, after payment of liabilities, shall be distributed to one or more registered charitable religious organizations as directed by the membership of the corporation.

Subsection B. General Funds

The funds of the corporation shall be kept in such bank or banks as may be designated by the board. Disbursements from such funds shall be made by cheque or draft which shall be signed by any two officers or other persons authorized or designated by the board so to sign, and whose names shall be registered or recorded with the bank or banks in which such funds are kept according to the rules and regulations of such bank or banks.

Subsection C. Special Funds

The board shall have power to set up special funds as it may deem desirable for the achievement of the objects and purposes of the corporation.

SECTION VI – CONGREGANTS AND MEMBERS

Subsection A. Congregants

Congregants are individuals who are members in good standing of chartered churches within the corporation as defined in the Administrative Manual of Foursquare Gospel Church of Canada established by the corporation then in effect (“congregant”). Congregants are not members of the corporation but are represented by the members selected in accordance with Subsection B(3) of Section VI of these Bylaws.

Subsection B. Members

The membership of this corporation consists of:

1. The current officers and directors of this corporation who are currently serving, by ratification, election or appointment, within the corporation.
2. Ordained or licensed Foursquare Gospel Church of Canada ministers holding current National credential cards who are residing in Canada and serving by appointment within the corporation.
3. Delegates selected from among the congregants of a chartered church by its church council. Each church council of the chartered church of the Foursquare Gospel Church of Canada shall be entitled to appoint one (1) member for every fifty (50) or fewer active congregants in good standing with a minimum of two (2) members for each chartered church.

Members are elected or appointed in accordance with the policies contained in the Administrative Manual of Foursquare Gospel Church of Canada then in effect.

Subsection C. Admission, Discipline, Suspension, and Termination

For admission into the membership of the corporation, Section VI and Section VII of these Bylaws and the policies of the corporation shall apply. The board of directors of the corporation may, by resolution, approve the admission of the members of the corporation and congregants of the church. Members and congregants may also be admitted in such other manner as may be prescribed by the board by resolution.

The board of directors of the corporation shall have authority to discipline or suspend any member from the corporation or congregant based upon the policies contained in the Administrative Manual of Foursquare Gospel Church of Canada then in effect.

A membership in the corporation is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in these by-laws;
3. the member resigns by delivering a written resignation to the chair of the board of the corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled or otherwise terminated in accordance with the Articles of Continuance (the “Articles”) or Bylaws or resolution of the board of directors;

5. the member's term of membership expires; or
6. the corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination or suspension of membership, the rights of the member, including any rights in the property of the corporation, automatically cease to exist.

SECTION VII – MEMBERSHIP AND CONGREGANT CONDITIONS

There shall be two classes of members in the corporation, namely, (1) Regular Members, and (2) Delegate Members. Subject to the requirements of the Canada *Not-for-profit Corporations Act*, S.C. 2009, c. C-23 (the "Act"), the following conditions of membership shall apply:

Subsection A. Regular Members are those individuals particularly described in Section VI, Subsection B(1) and (2). Regular members shall have full voting power of one (1) vote on all corporation matters including amendment of the Articles that shall be brought before all meetings of members of this corporation. The term of membership of a Regular Member shall be in accordance with the policies of the corporation. Each Regular Member is entitled to receive notice of, attend and vote at all meetings of members.

Subsection B. Delegate Members are those individuals particularly described in Section VI, Subsection B(3). Each Delegate Member shall have full voting power of one (1) vote each on all corporation matters brought before an annual general meeting or another general meeting, provided they are pre-registered with the chairman of the annual general meeting or other general meeting, as applicable. The term of membership of a Delegate Member shall be annual, subject to renewal in accordance with the policies of the corporation. Each Delegate Member is only entitled to receive notice of, attend and vote at all annual general meetings and

other general meetings of members.

Subsection C. The qualifications for Delegate Members entitled to vote are as set out in the Administrative Manual of Foursquare Gospel Church of Canada, as amended from time to time.

Subsection D. Voting may be in person or by proxy in accordance with the provisions of the Canada *Not-for-profit Corporations Act*, S.C. 2009, c. 23 (the “Act”) and its regulations and amendments thereto.

Congregants shall have full voting power of one (1) vote each on internal affairs of the church at which they belong as a member. Membership requirements and privileges of congregants, including the term of membership are set forth in the Administrative Manual of Foursquare Gospel Church of Canada.

SECTION VIII - MEMBERSHIP MEETINGS OF THE CORPORATION

Subsection A. Annual General Meeting

An annual meeting of the members of the corporation shall be held at some date not later than eighteen months after incorporation and subsequently once at least in each calendar year and not more than fifteen months after the holding of the last preceding annual meeting.

1. At these meetings, such corporation business as may be previously approved by the board of directors shall be presented for consideration.
2. In addition to the items covered in paragraph 1, an individual church council can have a resolution placed on the agenda by submitting the same in writing to the president ninety (90) days prior to the annual general meeting.

3. Each annual general meeting shall approve the date and location of the next annual general meeting.
4. All resolutions approved by the board for presentation to the annual general meeting shall be circulated in writing to all chartered churches not less than thirty (30) days in advance of the annual general meeting. This requirement may be waived for extraordinary occasions, as determined by the board, upon a two-thirds affirmative vote of the annual general meeting body.
5. All resolutions presented to the annual general meeting body can be amended by a motion duly seconded from the floor. Maximum of two amendments per resolution.
6. Notice of the annual general meeting shall be given in accordance with the terms set out in Section IX, Subsection H.

Subsection B. Biennial National Convention

The president may from time to time, and not less than biennially, cause to be convened a meeting of the general membership of the corporation, known as the **National Convention**.

Subsection C. Who shall Preside

The president of the corporation shall preside. The president may in his discretion delegate his responsibility to a director of the board.

Subsection D. Quorum

The quorum necessary as a condition precedent to the determination of any issue which may be resolved by an ordinary resolution of the membership shall be a majority of those duly registered and entitled to vote as set forth in Section VII, hereof.

The quorum necessary as a condition precedent to the determination of any issue which may be resolved by an extraordinary resolution of the membership shall be two thirds of the members of the corporation duly registered and entitled to vote as set forth in Section VII, hereof.

SECTION IX - ADMINISTRATION OF THE CORPORATION

The affairs of this corporation shall be administered by a board of directors.

Subsection A. Number of Directors

The number of directors shall at all times be neither less than seven (7) nor more than eleven (11), and the directors shall collectively be known as the board. Should the board fall below seven (7) for any reason, the remaining directors would be restricted to conducting business as set forth in Section IX, Subsection C, Subsection 2.

Subsection B. Qualifications of a Director

1. Each director shall maintain his standing as an active member in good standing of a church of the Foursquare Gospel Church of Canada.
2. Each director shall be at least twenty-one (21) years of age.
3. If a director shall fail to function in conformity to the objects and purposes of the Declaration of Faith of the corporation, or the bylaws of the

corporation, or if the action or actions, as the case may be, of a member shall in any manner be such as to cause or be the cause of dissatisfaction or dissension in the corporation, the membership of the said director on the board may be terminated, subject to the Act, by a two-thirds majority vote of the remaining members on the board. The determination as to whether a person is acting in conformity with the objects and purposes of the Declaration of Faith and the bylaws of the corporation, shall be within the absolute discretion of the board.

4. A person shall cease to be a director of the corporation upon: (a) resignation; (b) removal in the manner contained in Section IX, Subsection B, Paragraph 3 herein, (c) upon the loss or abandonment of membership in one of the churches of the Foursquare Gospel Church of Canada. To be effective, a resignation or notice of removal shall be in writing and shall be delivered by registered mail to the president, in the case of a resignation, or to the director or his personal representative, in the case of a notice of removal from office, at the address last on file in the records of the corporation.
5. Every director of the corporation shall function in conformity to and promote the objects and purposes of both the Declaration of Faith and the objects and purposes of the corporation as contained within the Articles.

Subsection C. Selection and Tenure

1. The existing board of directors shall serve as a nominating committee and shall select the names of nominees for ratification by a majority vote of the annual general meeting voting body to serve for a two (2) year term commencing July 1st next following. One nominee will be presented for each vacancy. Church councils may submit names at least ninety (90) days prior to the annual general meeting date to reach the board for

consideration. The ratification by the annual general meeting body is not reviewable by any administration, judiciary or other body. The Board shall consist of persons representing the different regions of Canada where there are Foursquare Churches: Eastern (Atlantic Provinces), Central (Quebec and Ontario), Prairie (Manitoba, Saskatchewan, Alberta), and B.C. (including the Interior, Mainland and Vancouver Island units). These regions are to represent the church constituency and may be changed from time to time as regional growth requires. A list of nominees together with their photograph and resume, shall be forwarded to all church councils thirty (30) days prior to the annual general meeting.

2. Vacancies due to death, resignation, or removal or failure by the annual general meeting body to elect, may be filled by a person selected by a majority vote of the remaining directors, and the person selected shall serve for the remainder of the term left vacant. If such vacancy causes the number of directors to be less than seven (7), the remaining directors must seek to fill the vacancy as soon as possible.
3. Any director may succeed himself for two (2) consecutive terms when nominated by the board and elected by the annual general meeting body.

Subsection D. Powers and Duties of the Board

Subject to the bylaws herein, the powers and duties of the board of directors include:

1. To administer the affairs of the corporation in accordance with the provisions of the constitution and these bylaws.
2. To make or authorize such financial arrangements as may be necessary, including power to authorize execution by the proper officer or officers of

the corporation any security or evidence thereof for indebtedness or other document necessitated by any financial transaction in which the corporation may be involved.

3. To acquire and take by purchase, donation, devise or otherwise, real and personal property, and sell, exchange, charge, encumber, lease, let, improve and develop the same.
4. To perform all such other acts as may be necessary or advisable for the administration of the corporation in pursuance of the objects and purposes of the corporation.

Subsection E. Quorum

The quorum necessary as a condition precedent to the determination of any issue which may be resolved by a resolution of the board shall be a majority of all directors, except for removal of a director which shall require a two-thirds majority vote as per Section IX, Subsection B, Paragraph 3.

Subsection F. Appointment and Removal of Officers

1. The directors shall from time to time, appoint a president whose qualifications shall include:
 - a) must be a duly ordained member of the clergy;
 - b) must be a member in good standing of a church of either the Foursquare Gospel Church of Canada or the International Church of the Foursquare Gospel;
 - c) must maintain standing as an active member in good standing of a

church of the Foursquare Gospel Church of Canada;

- d) must be a least twenty-one (21) years of age;
- e) must function in conformity to and promote the objects and purposes of both the Declaration of Faith of the corporation and the objects and purposes of the corporation as contained within the Articles.

The directors may, at any time, terminate by majority vote any such appointment. No president shall be appointed unless he is qualified in accordance with the provisions of the Act.

- 2. The directors shall from time to time, appoint from the current serving board members, a vice-president, secretary, treasurer, and such other officers, if any, as the directors shall determine, and the directors may, at any time, terminate by majority vote any such appointment. No officer shall be appointed unless he is qualified in accordance with the provisions of the Act.

Subsection G. Powers and Duties of the Officers

- 1. President
 - a) The president is the spiritual leader, the corporate executive officer and the chairman of the board of the Foursquare Gospel Church of Canada.
 - b) The president is responsible for the general supervision and direction of the corporation and is given powers of appointment, subject to these Bylaws and the approval of the board.

- c) The president is responsible for recommending to the board the appointment of personnel to fill executive offices as needed, for approval by the board.
- d) The president shall perform such duties and powers as may be prescribed by the board, including all usual and necessary powers of a president of a religious corporation, and such additional powers as may be determined by the board from time to time by ordinary resolution.
- e) The president shall call, at his discretion, the necessary meetings of the board and—shall preside at all meetings of the board and meetings of cabinets, annual general meetings and conventions of the corporation, or he shall designate a director to preside in his place and stead.

2. Vice-President

- a) The vice-president, in the absence or upon disability of the president as determined by the board, shall perform the duties of the president.
- b) The vice-president shall perform other duties consistent with and in pursuance of the objects and purposes of the constitution and bylaws herein and which the president and board may determine.

3. Secretary

- a) The secretary shall perform the usual and ordinary duties of a secretary of a religious corporation.

- b) The secretary shall keep or cause to be kept accurate minutes of all membership and board meetings.
- c) The secretary shall be the custodian of corporation records, books, documents and communications except such books of account as are required to be kept in the custody of the treasurer.
- d) The secretary shall receive and preserve all reports rendered to the corporation by officers and committee chairmen.
- e) The secretary shall perform other duties not inconsistent with this office and which the president or board may require.

4. Treasurer

- a) The treasurer shall keep true and accurate books of account of the financial proceedings of the corporation in form authorized and directed by the board.
- b) The treasurer shall be custodian of the books of account and funds of the corporation and shall preserve same in the place and manner approved by the board.
- c) The treasurer shall disburse the corporation's money by either general or special authorization of the board.
- d) The treasurer shall render at each membership meeting, and at meetings of the board when requested, a report of the financial transactions of this corporation since the last report.

- e) The treasurer shall make such other reports and statements as may be required by law.
- f) The treasurer shall, at the discretion of the board, be bonded with a surety company.

Subsection H. General Regulations Affecting the Board of Directors and/or Officers and/or Members

1. The president or a majority of the board may call a special meeting at such time and place as the president or board shall designate. The secretary of the corporation shall give written notice of such meeting with an agenda to each director and officer at least one (1) week in advance of such meeting. The directors may vote to waive notice of meeting by a majority vote.
2. A resolution consented to in writing, whether by document, telegram, telex, facsimile, electronic means or any method of transmitting legibly recorded messages, by a majority of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and held. Such resolution may be in two or more counterparts, which together, shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the directors and shall be effective on the date stated thereon, or on the latest date stated on any counterpart.
3. If the vote on any issue before the board results in a tie, the president, if the president is a director, shall then be given and shall cast a vote in his or her absolute discretion and the issue before the board shall then be deemed resolved by and in favour of the majority vote thus created.
4. The corporation shall have borrowing powers as contained within Part 5,

Section 28 of the Act and amendments thereto. These powers shall be exercised only by the extraordinary resolution of the board.

5. Unless an audit is required by the Act, a review engagement of the account of the corporation shall be conducted annually by a firm of independent public accountants for presentation to the annual general meeting. In addition, a statement of proposed expenses for the following fiscal year shall be presented.
6. Subject to the Act and amendments thereto, and the bylaws of the corporation, each ordinary resolution of the members of the corporation shall be passed by an affirmative majority vote of all the eligible registered voters present and entitled to vote, as set forth in these bylaws, at a meeting called for that purpose:
 - a) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by any of the following means:
 - a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
 - b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held;
 - c. by using a publication of the corporation distributed to members between twenty-one (21) and sixty (60) days; or
 - d. notice is affixed to a notice board at a chartered church not less than thirty (30) days before the meeting.
 - b) If it is intended that there be proposed an extraordinary resolution,

notice of such proposition and the subject matter thereof shall be likewise given. The passage of an extraordinary resolution by the membership shall require the affirmative vote of two thirds of all the eligible registered voters present and entitled to vote.

c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the Bylaws of the corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

7. Any member of the corporation may by prior appointment inspect the books and records of the corporation on weekdays between the hours of nine o'clock in the morning and five o'clock in the afternoon at the registered office of the corporation.
8. Legal title to any and all property, either real or personal, which may be acquired by the corporation, by purchase or otherwise, shall vest in the Foursquare Gospel Church of Canada.
9. The corporation shall at all times maintain in force and require that the individual churches maintain in force, such public and legal liability and all risks insurance as shall be sufficient to adequately protect and indemnify the interests of the corporation and the individual churches, respectively. All insurance shall be effected with established and licensed insurers and brokers authorized to practice as such within the province in which the corporation or individual church is located and upon terms and conditions satisfactory to the board of directors and in accordance with the provisions of the Administrative Manual of Foursquare Gospel Church of Canada then in effect.

10. With the exception of disputes concerning property vested in the name of the Foursquare Gospel Church of Canada, in the event of a dispute or difference arising out of the affairs of the corporation between any of its members (who have for not more than six (6) months ceased to be members), or any person claiming through such members, or between the corporation and any person aggrieved or claiming under the Bylaws and Articles, or between any director or officer and the corporation, every such dispute or matter of difference shall be settled by a single arbitrator pursuant to the provisions of the *Commercial Arbitration Act*, R.S.B.C., 1996, Chapter 55. The costs of such arbitration shall be in the discretion of the arbitrator.

11. Remuneration of any nature whatsoever shall not be paid to or applied either directly or indirectly to the benefit of a member of the corporation otherwise than for services rendered and work performed for and on behalf of the corporation pursuant to and in accordance with written agreement. No person shall receive remuneration by virtue of their membership in the corporation. Furthermore, the remuneration to be paid and terms and conditions thereof shall be determined by the board.

SECTION X - FOURSQUARE CHURCHES

Subsection A. Establishment

Foursquare churches may be established only with the approval of the board.

Subsection B. Ministerial, Spiritual, Local Church Administration, and Corporate Procedures

Paragraph 1. Ministerial, spiritual, local church administration and corporate procedures shall be performed in accordance with the

Administrative Manual for the Foursquare Gospel Church of Canada then in effect.

Paragraph 2. Suggested amendments to the Administrative Manual of Foursquare Gospel Church of Canada may be submitted to the president for his consideration and submission to the board for approval. A thirty (30) day advance notice of proposed additions or changes to the manual will be sent to all pastors and church councils to provide everyone with an opportunity to input the deliberations.

SECTION XI - SCHOOLS, COLLEGES AND BIBLE INSTITUTES

Subsection A. Establishment

Schools, colleges, and Bible institutes of the Foursquare Gospel Church of Canada having regional, provincial or national recognition, may be established only with the approval of the board.

Subsection B. Operation and Administration

Administration of such schools, colleges and Bible institutes shall be performed in accordance with the Administrative Manual of the Foursquare Gospel Church of Canada then in effect.

SECTION XII - AMENDMENT TO THE ARTICLES AND BYLAWS

With the exception of the unalterable provision of the Articles, Bylaws, the Directors may by the passage of special resolution requiring a two-thirds majority vote, repeal, amend or re-enact these Bylaws, and every such repeal, amendment or re-enactment, unless in the meantime sanctioned at a special general meeting of the members of the Corporation, duly called for that

purpose, shall only have force until the next annual meeting of the members, and in default of confirmation thereat shall, at and from that time, cease to have force and effect.

SECTION XIII – EFFECTIVE DATE

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the corporation by resolution on the _____ day of _____, 20____ and confirmed by the members of the corporation by special resolution on the _____ day of _____, 20____.

Dated as of the _____ day of _____, 20____.

[Indicate name of director/officer]