

BY-LAWS

The By-laws (the “**By-laws**”) of a New Brunswick not-for-profit company are a much longer document than the Letters Patent or Application for Incorporation (the “**Application**”). The By-laws set out the regulations of a not-for-profit company, including governance procedures, conduct of meetings, powers of directors, and so forth. It is not necessary to file the bylaws with Service New Brunswick, Corporate Registry; however, they must be kept in a record book maintained by the not-for-profit company.

INSTRUCTIONS FOR COMPLETING DRAFT BY-LAWS

While it is recommended that the initial applicants for incorporation carefully review the By-laws and consult with a professional prior to incorporation, it is important to note the following with respect to the draft By-laws:

1. Enter the name of the not-for-profit company, as reserved with the Service New Brunswick, Corporate Registry, in the heading and the blank space in section 1(a). See “Church Incorporation Instruction Sheet (NB)” for more details on reserving a name.
2. Enter a geographic limitation (if desired) in section 6 in which the members of the not-for-profit company may live. This could be by limited to a town, county, province, or can be removed entirely as per the wishes of the members.
3. In paragraph 9(b) insert the desired number of members needed to call an extraordinary meeting. When choosing this number remember that many members of the not-for-profit company may not attend such meetings and it may therefore be wise to keep the number fixed, rather than a percentage.
4. Insert the desired number of members required for a quorum at a meeting of the members in paragraph 12. Remember that if the number is too high it may be difficult to convene a meeting of members. Consider using a fixed number rather than a percentage.
5. Insert the desired number of directors required for a quorum of a meeting of directors in paragraph 27. This number may be arbitrarily high as it is likely expected that a majority of directors are present and actively involved in the management of the not-for-profit company.
6. Add, remove or modify the organizations listed in section 44 if the members have specific organizations which they would like the property of the not-for-profit to be transferred to in the event that the not-for-profit company ever winds up its operation.

BY-LAWS

OF

_____ CHURCH

1. In these By-Laws unless there be something in the subject or context inconsistent therewith:

(a) "Company" means The _____ Baptist Church

MEMBERSHIP

2. The applicants for the Letters Patent and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Company, and their names shall be entered in the register of members accordingly.

3. For the purposes of registration, the number of members of the Company is unlimited.

4. Every member of the Company shall be entitled to attend any meeting of the Company and to vote at any meeting of the Company and to hold any office, but there shall be no proxy voting.

5. Membership in the Company shall not be transferable.

6. The following shall be admitted to membership in the Company:

any individual over the age of majority residing in _____ who upholds the objects of the Company and contributes to the support of the Company an amount to be determined annually at the general meeting.

7. Membership in the Company shall cease upon the death of a member, or if, by notice in writing to the Company, he resigns his membership or if he ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

8. The fiscal year of the Company shall be the period from January 1 in any year to December 31 of the same year.

MEETING

9. (a) The ordinary or annual general meeting of the Company shall be held within three months after the end of each fiscal year of the Company;

- (b) An extraordinary general meeting of the Company may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least _____ in number of the members of the Company.

10. Three days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

11. At each ordinary or annual general meeting of the Company, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- (i) Minutes of preceding general meeting;
- (ii) Consideration of the annual report of the directors;
- (iii) Consideration of the financial statements, including the balance sheet and operating statement and the report of the auditors thereon;
- (iv) Election of directors for the ensuing year;
- (v) Appointment of Auditors or Audit Committee;
- (vi) Devotional exercises; and
- (vii) Pastor's Report

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Company.

12. No business shall be transacted at any meeting of the Company unless a quorum of members is present at the commencement of such business and such quorum shall consist of _____ of the members.

13. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

14. (a) The Chairman of the Company shall preside as Chairman at every general meeting of the Company;
- (b) If there is no Chairman or if at any meeting he is not present at the time of holding the same, the Vice-Chairman shall preside as Chairman;
- (c) If there is no Chairman or Vice-Chairman or if at any meeting neither the Chairman nor the Vice-Chairman is present at the holding of the same, the members present shall choose someone of their number to be Chairman.
15. The Chairman shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
16. The Chairman may, with the consent of the members, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
17. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Company shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
18. If a poll is deemed in the manner aforesaid, the same shall be such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Company in general meeting.

VOTES OF MEMBERS

19. Every member shall have one vote and no more.

DIRECTORS

20. Unless otherwise determined by general meeting, the number of directors shall not be less than three or more than fifteen. The applicants for the Letters Patent of the Company shall be the first directors of the Company.
21. Any member of the Company shall be eligible to be elected a director of the Company.
22. Directors shall be elected by the members at ordinary or annual general meeting of the Company. The Directors shall be the Deacons or Trustees of the Company. Directors shall serve terms of three years and such term may be renewed for one consecutive three year term. Upon having acted as a director for 6 consecutive years an individual is not eligible to act as director for one year.
23. At the first ordinary or annual general meeting of the Company and, subject to paragraph 22, at every succeeding ordinary or annual general meeting, all the directors shall

retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

24. In the event that a director resigns his office or ceases to be a member in the Company, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Company.

25. The Company may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.

26. Meetings of the Board of Directors shall be held as often as the business of the Company may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Company without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

27. No business shall be transacted at any meeting of the Board of Directors unless at least _____ in number of the directors are present at the commencement of such business.

28. The Chairman or, in his absence, the Vice-Chairman or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairman at meetings of the Board.

29. The Chairman shall be entitled to vote as a director and, in the case of an equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as a director.

POWERS OF DIRECTORS

30. The management of the activities of the Company shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute expressly directed or required to be exercised or done by the Company in general meeting. In particular, the directors shall have power to engage a co-ordinator and to determine his duties and responsibilities and his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

OFFICERS

31. The officers of the Company shall be a Chairman, a Vice-Chairman, a treasurer and a secretary. The offices of treasurer and secretary may be combined.

32. The members shall elect one of their number to be the Chairman of the Company. The Chairman shall have general supervision of the activities of the Company and shall perform such duties as may be assigned to him by the members from time to time.

33. The members may also elect from their number a Vice-Chairman. The Vice-Chairman shall, at the request of the members and subject to their directions, perform the duties of the Chairman during the absence, illness or incapacity of the Chairman, or during such period as the Chairman may request him to do so.

34. (a) There shall be a secretary of the Company who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the members. The members shall appoint the secretary and may also appoint a treasurer of the Company to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of secretary and treasurer.

(b) The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

AUDIT OF ACCOUNTS

35. The auditor (or the audit committee) of the Company shall be appointed annually by the members of the Company at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

36. The Company shall make a written report to the members as to the financial position of the Company and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Company and properly drawn up so as to exhibit a true and correct view of the Company's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

37. The Company has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

38. The Company shall file with Service New Brunswick, Corporate Registry, with its annual statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify Service New Brunswick, Corporate Registry of the change.

39. The seal of the Company shall be in the custody of the secretary and may be affixed to any document upon resolution of the Board of Directors.

40. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Company and of the Board of Directors shall be the responsibility of the secretary.

41. The books and records of the Company may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Company.

42. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Company by the Chairman or the Vice-Chairman and the secretary, or otherwise as prescribed by resolution of the Board of Directors.

43. The borrowing powers of the Company may be exercised by special resolution of the members.

44. In the event that the Company ceases to exist, or upon winding up of the Company, all of its real and personal property shall be conveyed and transferred to:

(a) Atlantic Baptist Mission Board of the Convention of Atlantic Baptist Churches.

Subject to the expressed condition that in the event that the Company should become active again in the future, all such real and personal property previously conveyed and transferred shall, within a period of ninety (90) days from the date of a written request, be reconveyed and retransferred back to the Company or its successor or assign.