

**APPLICATION FOR INCORPORATION FOR A CORPORATION
WITHOUT SHARE CAPITAL UNDER PART II OF
THE CANADA CORPORATIONS ACT**

TO: The Minister of Industry.

I

The undersigned hereby apply to the Minister of Industry for the grant of a Charter by Letters Patent under the provisions of Part II of *the Canada Corporations Act* constituting the undersigned, and such others as may become members of the Corporation, thereby created, a body corporate and politic under the name of:

MILLIKEN CHINESE COMMUNITY CHURCH

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same as or similar to the name under which any other company, society, association or firm in existence is carrying on business in Canada, or is incorporated under the laws of Canada or any province thereof, or so nearly resembles the same as to be calculated to deceive, except that of **MILLIKEN CHINESE COMMUNITY CHURCH**, which as the unincorporated Church organization for which this Corporation is the successor, has signified its consent to the use of the said name, and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
Keith Bow	703-7 Lorraine Drive, Toronto, ON, M2N 7H2	Business Owner
Steve Chao	8 Pawnee Avenue, North York, ON, M2H 3A9	Business Solution Analyst
Chris Cheng	98 Portico Drive, Scarborough, ON, M1G 3R6	IT Manager
Grace Cheng	18 Hartleywood Drive, Scarborough, ON, M1S 3N2	Pharmacist
Ophelia Lau	12 Roy Rainey Avenue, Markham, ON, L6E 2B5	Banker
Jonathan Yeung	40 Joseph Glover Avenue, Markham, ON, L6C 3G2	Sheet Metal Fabricator

The said NAMES OF INCORPORATORS will be the first directors of the Corporation.

III

The objects of the Corporation are:

1. To preach, teach, promote, disseminate, advance, demonstrate and implement the Gospel of Jesus Christ within the local community, throughout Canada and to people everywhere, and thus fulfill the command of our Lord and Savior that His Gospel be preached in all the world as a witness for all nations.
2. Provided that the objects shall include only those which are, at law, exclusively charitable, and without limiting the generality of the foregoing, to accomplish the following objects:
 - (a) to uphold and promote the Tenets of Faith of the Church contained herein;
 - (b) to establish and maintain a place for the worship of Almighty God;
 - (c) to set forth the knowledge of the gift of salvation through Jesus Christ, Head of the Church, to the local community, to the country of Canada, and to the world at large as may be directed by our Lord and Savior;
 - (d) to help and strengthen members in their adherence to the Christian faith;
 - (e) to establish and carry on a ministry of Christian education in the knowledge of God and in the guidance of all life, as revealed in the Holy Scriptures of both the Old and New Testament;
 - (f) to support and encourage unity in the body of Christ within the corporation and everywhere;
 - (g) to support and maintain missions and missionaries for both home and foreign missions;
 - (h) to provide service and assistance to the local community, the country of Canada and the world at large in alleviating human suffering and meeting the physical and emotional needs of persons in need, in order to demonstrate and disseminate the message of Christ's love and offer of salvation;
 - (i) to establish, maintain and conduct a Christian school for the provision of a

nursery school, kindergarten, elementary and a high school facility to provide general education for young people in the context of the Christian faith;

- (j) to establish, own and operate one or more printing plants or publishing offices for the publication, printing and distribution of Christian literature of all types directly related to the charitable objectives herein, including but not limited to books, magazines, booklets, papers, newspapers, brochures and any other means of printing or publishing as may become available;
 - (k) to produce, syndicate and distribute Christian programs directly related to the charitable objectives herein for presentation on television, video recordings, film, slides, radio, audio recordings, computer software and such other technological means of audio and visual presentation as may become available from time to time, and for purposes of distribution and/or broadcasting by mail order, electronic mail, hand distribution, public television, closed circuit television, AM radio, FM radio, short-wave radio, microwave communications, satellite communications, computer networking and such broadcasting as may become available from time to time;
3. For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the **Canada Corporations Act** or any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities and in particular without limiting the generality of the foregoing:
- (a) to solicit, receive, hold, invest and administer funds hereafter given to it exclusively for such charitable purposes as above set forth and, to that end, to take and receive, by bequest, devise, legacy, gift, grant, donation or benefit of trust, and to enter into agreements, contracts and undertakings incidental thereto;
 - (b) to acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on of charitable undertaking, and when no longer necessary, to sell, dispose of and convey the same or any part thereof;
 - (c) to acquire and hold land for the purposes of a place of worship, residences for its religious leaders, burial grounds or cemeteries, theological seminaries or similar institutions of religious instruction;
 - (d) to associate and affiliate with any association or organization, incorporated or unincorporated, with exclusively charitable objects similar to those of the Corporation herein;

- (e) to acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property, and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable;
- (f) to invest and reinvest the funds of the Corporation in such manner as determined by the directors from time to time, and in making such investments, the directors shall not be limited to investments authorized by law for trustees, provided that such investments are reasonable, prudent and sagacious under the circumstances and do not constitute either directly or indirectly a conflict of interest; and
- (g) to accumulate from time to time part of the fund or funds of the Corporation and income therefrom, subject to any statutes or laws from time to time applicable.

IV

TENETS OF FAITH

The doctrinal basis of **MILLIKEN CHINESE COMMUNITY CHURCH** shall be the truths of Christianity as revealed in the Bible, including the following:

1. THE HOLY SCRIPTURES

We believe the scriptures, both Old and New Testaments, to Be the verbally inspired Word of God, written by men in God's control, inerrant and infallible in the original manuscripts, and the final authority in faith and life.

2. THE GODHEAD

We believe in one, true and living God, eternally existing in three persons, Father , Son, and Holy Spirit, these three being identical in essence, equal in power and glory, and having precisely the same attributes and perfections, being the Creator and Supreme Ruler of the universe, the heavens, the earth and all things herein.

3. THE CONDITION OF MAN

We believe that man was created in the image and likeness of God in innocence and without sin, but that in Adam's sin the race fell, inherited a sinful nature, became spiritually dead and alienated from God, and now man by himself is incapable of remedying his lost and depraved condition.

4. THE PERSON AND WORK OF CHRIST

We believe that the Lord Jesus Christ, the eternal Son of God, became man without ceasing to be God, conceived of the Holy Spirit and born of a virgin. He died voluntarily as a sinless substitutionary sacrifice on the cross, thereby satisfying God's righteous judgment against sin. After substantiating the accomplishment of that redemption by His bodily resurrection from the grave, He ascended to the right

hand of His Father where He intercedes on behalf of those trust Him.

5. THE PERSON AND WORKS OF THE HOLY SPIRIT

We believe that the Holy Spirit is the Divine Person who convicts the world of sin, of righteousness, and of judgment, the He alone brings new life to those who are spiritually dead, that He baptizes (or places) all believers into the one truth Church, which is the Body of Christ, that He indwells them permanently, seals them unto the day of redemption, bestows spiritual gifts upon them and fills (or controls) those who are yielded to Him.

6. SALVATION

We believe that salvation is the gift of God's grace. It cannot be gained by meritorious works, but is freely bestowed upon all who put faith in the finished work of Jesus Christ at Calvary. All who so trust the Savior are forgiven of their sins and born into the family of God by the regenerating work of the Holy Spirit.

7. THE CHURCH

We believe that all those who are born again in this present age comprise the true Church of Jesus Christ, and that only those who are members of the true Church shall be eligible for membership in the local church, gathered together for worship, fellowship and service of God, recognizing the need for mutual counsel and co-operation with other bodies of like faith.

8. THE ORDINANCES

We believe that our Lord Jesus Christ instituted two ordinances to be observed by all believers until His return, baptism and the Lord's supper.

9. CHRISTIAN LIFE

We believe that the life of the believer is to be separated from worldliness by consistent conduct before God and man and is to be in the world as Life-giving light.

10. THE SECOND COMING OF CHRIST

We believe in the personal, imminent coming of the Lord Jesus Christ for His Church, and His subsequent premillennial return to earth to establish His Kingdom.

11. THE ETERNAL STATE

We believe in the bodily resurrection of the dead and judgment of all, the unsaved shall suffer everlasting and conscious punishment and the saved shall enjoy everlasting life in the presence of God.

THE ORDINANCES OF THE CHURCH

BAPTISM

Since baptism is the outward testimony of an inward spiritual transformation, it shall

be administered only to those who give evidence of having been born again by faith in Jesus Christ. The church shall accept as valid any regular form of water baptism if it is in agreement with the consideration convictions of the individual believer; but the church, unless circumstances do not permit, shall practice believer's baptism by immersion, a mode accurately portraying the believer's death, burial, and resurrection with Christ. Infant baptism shall not be practiced.

THE LORD'S SUPPER

The Lord's Supper shall be administered as a commemoration of His death, the elements being used as emblems of His body and blood. It shall be observed regularly and it shall be open to all self-examined believers regardless of Church affiliation.

COVENANT OF FELLOWSHIP

It is our joyful privilege to enter into this solemn covenant with God and with local fellowship of believers. By God's enabling grace, we promise:

- A.** To attend as diligently as possible to the public worship of God in this place, and recognize the value and importance of services on the Lord's day as well as the week-day hour of instruction and intercession.
- B.** To share in the financial support of this church and its varied ministries by cheerfully, systematically, and proportionately contributing of our means as God supplies.
- C.** To serve the Lord willingly through this church with the abilities and time He provides, working together in Christian love and graciousness, endeavoring to keep the unity of the Spirit in the bond of peace.
- D.** To engage in personal Bible study and prayer, maintain family devotions where possible, and educate such children as God entrusts to us in the doctrines of the Scripture and the principles of Christian living.
- E.** To endeavor to please God in every way, denying ungodliness and worldly lusts, and pursuing a manner of life consistent with the Gospel of Jesus Christ.
- F.** To attempt by prayer, by example, and by word to lead others to the personal acceptance of Jesus Christ as Savior from sin.

V

The operations of the Corporation may be carried on throughout Canada and elsewhere.

VI

The head office of the Church shall be located within the City of Toronto, in the Province of Ontario.

VII

It is specially provided that in the event of dissolution or winding up of the Corporation all of its remaining assets after payment of its liabilities shall be distributed to one or more registered charitable organizations in Canada, and that have similar charitable purposes and similar Tenets of Faith to those of the Corporation at the time of dissolution or winding-up.

VIII

In accordance with Section 65 of The Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time:

1. borrow money upon the credit of the Corporation;
2. limit or increase the amount to be borrowed;
3. issue or cause to be issued bonds, debentures or other securities of the Corporation;
4. pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient; and
5. secure any such bonds, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the

Corporation.

IX

The by-laws of the Corporation shall be those filed with the application for Letters Patent until repealed, amended or added to.

X

The Corporation is to carry on its operations without pecuniary gain to its regular members and any profits or other accretions to the Corporation are to be used in promoting its objects.

Dated at the City of Toronto, in the Province of Ontario, this 12th day of October, 2008.

KEITH BOW

STEVE CHAO

CHRIS CHENG

GRACE CHENG

OPHELIA LAU

JONATHAN YEUNG

GENERAL OPERATING BY-LAW NUMBER 1

A By-Law relating generally to the transaction of the affairs of **Milliken Chinese Community Church** (a Federal Corporation) a congregation founded by Reverend Dr. John Kao.

BE IT ENACTED as a By-Law of **Milliken Chinese Community Church** (hereinafter referred to as the "Church") as follows:

I. DEFINITIONS

I.1 In this by-law and all other by-laws and resolutions of the Church, unless the context otherwise requires, the following definitions shall apply:

- (a) **"Act"** means the Canada Corporations Act R.S. 1970, c.C-32 as amended from time to time any statute enacted in substitution thereof and in the case of such substitutions, any references to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) **"Associate Member"** means an associate member of the Church as described in Section 10 of this General Operating By-Law;
- (c) **"Associate Membership"** means the collective Associate Members of the Church;
- (d) **"Board"** means the Executive Church Board, as described in Section 1 of this General Operating By-Law, of the Church, which shall be deemed to be the Board of Directors of Church pursuant to the Act;
- (e) **"Christian Worker"** means a volunteer or paid individual appointed by the appropriate authority in the Church;
- (f) **"Church"** means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated 12th Day of October 2008 and named Milliken Chinese Community Church;
- (g) **"Church Constitution"** or **"Constitution"** means the Letters Patent (including the Objects and Tenets of Faith), General Operating By-Law, and any other by-laws and policy statements adopted by the Church from time to time;
- (h) **"Corporation"** means the Church as defined herein;
- (i) **"Documents"** means deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, moveable or immoveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds and debentures or other securities;
- (j) **"Director"** means a Member of the Church who has been elected as a deacon by the Membership to the Executive Church Board;
- (k) **"General Operating By-Law"** means this by-law and any other by-laws of the Church intended to amend or replace the General Operating By-Law herein;

- (l) **“Letters Patent”** means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (m) **“Meeting of Members”** or **“Membership Meeting”** means any annual or special meeting of Members; such meeting shall take place in the Province of Ontario;
- (n) **“Member”** means a member of the Church with voting right at Membership Meetings ;
- (o) **“Members”** or **“Membership”** means the collective membership of the Church, but does not include Persons who are Associate Members;
- (p) **“Objects”** means the objects of the Church as contained in the Letters Patent;
- (q) **“Officer”** means an officer of the Church as described in this General Operating By-Law;
- (r) **“Person”** means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (s) **“Policy Statements”** means the policy statements adopted as part of the Church Constitution from time to time concerning practical applications of Biblical principles and Christian conduct;
- (t) **“Quorum”** shall be simple majority of the Membership for the purposes of business meetings of the Church (Section 8.7);
- (u) **“Tenets of Faith”** means the Tenets of Faith of the Church as set out in the articles of Letters Patent.

II. LETTERS PATENT, INTERPRETATION AND HEADINGS

II.1 Letters Patent — This General Operating By-Law and any other by-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the Objects and Tenets of Faith contained in the Letters Patent, which for purposes of this General Operating By-Law are incorporated by reference and made a part thereof. If any of the provisions contained in this General Operating By-Law are inconsistent with those contained in the Letters Patent of the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

II.2 Interpretation — In this General Operating By-Law and all other by-laws and resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:

- (a) Words importing the singular number include the plural and vice versa;
and
- (b) Words importing the masculine gender include the feminine gender unless Scripture or this By-Law otherwise specially provides.

II.3 Headings — Headings used in this General Operating By-Law are for convenience of reference only and shall not affect the construction or interpretation thereof.

III. PRINCIPLES AND BY-LAWS OF CHURCH GOVERNMENT

1 Peter 4:10-11

The functions of government shall be administered by a Executive Church Board and the Pastor, who shall be men of exemplary Christian character (Luke 9:23).

Section 1 EXECUTIVE CHURCH BOARD

1. The Executive Church Board shall consist of not fewer than 4 and not more than 50 Members elected as Directors by the Membership.
2. The number of Directors in a given fiscal year shall be recommended by the Nominating committee for approval by the Executive Church Board and ratification by the Members. Deacons/Directors shall serve a term of 2 years, the maximum time served in any particular office or committee is 2 consecutive terms.
3. Re-election is permitted for 3 consecutive terms but not to the same office or committee after serving 2 consecutive terms.
4. Names of nominees approved by Executive Church Board for election shall be presented to the Membership by the Nominating Committee. It is the solemn responsibility of the Nominating Committee to ensure that all nominees fulfill the qualifications for deaconship outlined in 1 Timothy 3:1-13 and Titus 1:5-9. In addition, Directors cannot be less than 18 years of age, must be individuals, and must have the capacity under law to contract. Directors must be Members.
5. At the first meeting of Members, the Executive Church Board then elected shall replace the provisional directors named in the Letters Patent of the Church.
6. Matters concerning the spiritual oversight of the congregation and its work shall be referred to the Executive Church Board and to the Senior Pastor.
7. The Executive Church Board shall be responsible for the financial budget of the Church and other matters referred to in this by-law, and shall have the power to manage generally the business of the Church.
8. The Executive Church Board shall meet not less than six times per annum and the chairperson of the Board may call additional meeting if circumstances so require. Notice of meetings shall be given at the close of each meeting and by notice in the church bulletin.
9. A quorum for a meeting of the Executive Church Board shall be simple majority of the elected Directors and in any event no less than two (2) Directors, and such meeting shall be held at any place in Ontario in the notice of meeting.
10. Directors shall be expected to attend at least five Board meetings annually

11. Resolutions at meetings of the Executive Church Board shall be passed by a vote of two-thirds of those present.
12. The position of a member of the Executive Church Board shall be automatically vacated in the event that:
 - a. the member resigns his position by written notification to the Chairperson of the Board and the Board of Directors accepts such notice; or
 - b. the member is found to be mentally incompetent or of unsound mind; or
 - c. the member becomes bankrupt; or
 - d. the member ceases to be a church member; or
 - e. the member dies.

In the above cases the Nominating Committee may propose the name of a replacement member who on approval of the Executive Church Board shall serve until the next Annual Meeting.

13. The position of a member of the Executive Church Board shall be vacated when the Board determines that the member no longer fulfils all the qualifications of a Director set out in this section.
14. No member of the Executive Church Board shall place himself in a position where there is a conflict of interest between his duties as a Director and his other interests.
15. Executive Church Board members shall not be remunerated.
16. Meetings of the Executive Church Board may be held at any time and place to be determined by the Executive Church Board provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. No error or omission in giving notice of any meeting of the Executive Church Board or any adjourned meeting of the Executive Church Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.
17. If all the Directors of the Executive Church Board consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
18. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Executive Church Board or committee of Directors, is as valid as if it had been passed at a meeting of the Executive Church Board or committee of Directors.

Section 2 OFFICERS

1. The officers of the Church shall be: the Chairperson of the Executive Church Board, The Vice-Chairperson of the Executive Church Board, the Secretary and the Treasurer.
2. It shall normally be the Senior Pastor's prerogative to act as the Chairperson of the Executive Church Board meetings, failing which the Board shall elect its Chairperson. He shall preside over Business and other meetings of the Membership and meetings of the Executive Church Board, subject to the limitations stated in sections 2.6 and 3.4.
3. The Vice-Chairperson of the Executive Church Board shall be a Director and elected annually by the Executive Church Board. In the absence of the Chairperson, he shall preside over business meeting and other meetings of the Membership and meetings of the Executive Church Board.
4. The Secretary to the Board shall be a Director and elected annually by the Executive Church Board and shall call meetings of the Executive Church Board as directed by the Board. The Secretary shall ensure that an appropriate record is maintained of business and other meetings of the Membership and meetings of the Executive Church Board.
5. The Treasurer of the Church shall be a Director and elected annually by the Executive Church Board and shall ensure that appropriate financial records are maintained for the Church.
6. The officers of the Church may be removed by a two-thirds majority vote of Directors present at the special meeting duly called for that purpose. An eighty percent majority vote shall override the prerogative of any Senior Pastor to act as Chairperson.

Section 3 THE SENIOR PASTOR

1. The Senior Pastor, prior to his appointment, shall be required to subscribe in writing to the Church Constitution. He shall be required to become a Member of the Church.
2. To call or remove a Senior Pastor, a quorum of two-third of the Membership shall be presented at a meeting duly called by the Executive Church Board for the purpose and an eighty percent vote of those present shall be required to carry the motion. Upon removal, the Senior Pastor's membership of the church may be terminated.
3. The Senior Pastor shall have a job description approved by the Executive Church

Board which shall include but not be limited to the following: He shall give himself consistently to the ministry of the Word and to prayer; select and consistently observe a day of rest; be available for pastoral interviews or counseling at his convenience; have all the Pastors share with him such duties and responsibilities as circumstances may require so that he may fulfill his first duty to give himself consistently to the ministry of the Word and to prayer.

4. The Senior Pastor shall be an ex-officio member of all Committees, except the Finance Committee. He must excuse himself from any Board or any Committee meetings during which his position and/or remuneration is being discussed.
5. Leave of absence may be granted to the Senior Pastor by the Executive Church Board at their discretion.
6. The stipend and other terms of office of the Senior Pastor shall be specified by the Executive Church Board.

Section 4 EMPLOYMENT OF CHURCH STAFF

1. All Church Staff shall be required to subscribe in writing to the Church Constitution.
2. All Pastors (associate pastors, assistant Pastors etc) shall be required to become Members of the Church.
3. All Staff except the Senior Pastor, shall be appointed and removed by the Executive Church Board. Upon removal their membership may be terminated.
4. The terms of employment of all staff shall be determined by the Executive Church Board. No staff member shall be present at any meeting where staff remuneration is being discussed.
5. All Pastors and other staff shall be responsible to the Senior Pastor in all phases of Church work, but when there is no Senior Pastor or the Senior Pastor is not available, they shall be responsible to the Executive Church Board.
6. All Pastors shall attend, as far as possible, all regular meetings of the Executive Church Board.

Section 5 COMMITTEES

Preamble:

The membership of all committees shall be approved by the Executive Church Board annually. The Senior Pastor shall be an ex-officio member of all committees, except Finance Committee. A quorum for a meeting shall be a simple majority of members of the committee. The Standing Committees of the Church shall be: Cantonese Ministry Committee, Mandarin Ministry Committee, English Ministry Committee, Children Ministry Committee, Finance Committee, Nominating Committee and Staff Review Committee. All Committees shall submit reports of activities and recommendations to the Executive Church Board for review and/or approval. Each Committee shall review annually its mandate and policies, submitting proposed additions and changes to the Executive Church Board. The chairperson of each Committee shall normally be a Director or a Member approved by the Executive Church Board.

No member shall place himself/herself in a position where there is a conflict of interest between his/her duties as a committee member and his/her other interests.

1. Cantonese (speaking) Ministry Committee

It shall consist of the Cantonese Pastor(s) and at least one Director to oversee the Cantonese Ministry.

2. Mandarin (speaking) Ministry Committee

It shall consist of the Mandarin Pastor(s) and at least one Director to oversee the Mandarin Ministry.

3. English (speaking) Ministry Committee

It shall consist of the English Pastor(s) and at least one Director to oversee the English Ministry.

4. Children Ministry Committee

It shall consist of the Children Pastor(s) and at least one Director to oversee the Children Ministry.

5. Finance Committee

It shall consist of at least two Directors and shall administer all accounts. After consultation with the relevant Standing Committees, it shall have the power to modify the proposed budgets before the presentation to the Executive Church Board for final approval.

6. Nominating Committee

It shall consist of at least four Directors selected from the Executive Church Board. The name list of the future Directors shall be published conspicuously at least two Sundays prior to the Annual Business Meeting. It shall present the church roll to the Executive Church Board for annual review, revision and approval.

7. Staff Review Committee

It shall consist of at least four Directors appointed by the Executive Church Board, and shall be responsible for the periodic evaluation of the Senior Pastor and assisting the Senior Pastor in analyzing the staffing needs of the Church, identifying any staffing changes that need to be made. The Executive Church Board may appoint one of the four Directors as Chairperson of this Committee from time to time as required. The Committee shall report to the Executive Church Board and make its recommendations.

Section 6 ELECTIONS

The Deacons/Directors shall be elected to office at the Annual Meeting. Each elected member shall serve on the Executive Church Board for two years. The members of the Executive Church Board shall retire from office after each term but may be eligible for re-election.

Section 7 FINANCES

The work of the Church shall be carried on by the freewill offerings of God's people, who are encouraged to give regularly and in proportion to their ability. The Tithe is commended as a standard for giving (1 Cor. 16:2). The Treasurer and the Executive Church Board shall be jointly responsible for the finances of the Church and the accounts shall be subject to an annual audit carried out by an auditor appointed at the Annual Meeting of the Membership, who shall make a report to the Members at the Annual Meeting.

Section 8 BUSINESS MEETINGS OF THE MEMBERS

- 1. Notification.** The Membership shall be given two preceding Sundays' notification prior to the meeting from the pulpit and the Sunday Bulletin announcement followed by a written notice posted on the Church notice board of the time, place and the purpose of all Meetings of the Membership.
- 2. Annual Meetings.** A Meeting of Members shall be held annually. In order of precedence the chairperson shall be the Chairperson, or the Vice-Chairperson of the Executive Church Board, or a member of the Executive Church Board

appointed by the Membership. So that “all things may be done decently and in order” (1 Cor. 14:40), the agenda shall, subject to Section 8.3 below, conform to the following pattern:

- i. Approval of Minutes of last meeting.
- ii. Appointment of a Secretary to record the Minutes.
- iii. The chairperson shall ascertain that a quorum has been constituted.
- iv. Appointment of Scrutineers
- v. Election of the Executive Church Board.
- vi. Appointment of auditors for the ensuing year.
- vii. Receipt and approval of the annual departmental and committee reports and the audited financial statements for the previous year.
- viii. Approval of the annual budgets of the General Funds and of the Building Fund
- ix. Consideration of any other matters of business, of which advance notice has been given to the Secretary and an Agenda thereof prominently posted one week in advance, or which may in the sole discretion of the Chairperson properly come before the meeting.

3. **Separate Annual Meetings.** A separate Meeting of the Members may be called for receipt and approval of annual departmental committee reports, audited financial statements, approval of the auditors, and other matters properly brought forward to the meeting.
4. **Meeting to Amend By-laws.** To amend or repeal By-laws not embodied in the Letters Patent a Meeting of the Members shall be called, the purpose of which must be specifically announced from the pulpit on two consecutive Sundays preceding the meeting and written notice. A simple majority of the Membership shall constitute a quorum. A two-thirds vote of the Membership present at the meeting shall be required to carry any resolution. The repeal or amendment of such by-laws shall not be enforced and acted upon until the approval of the Ministry of Industry Canada (or any successor government department).
5. **Notice of Other Special Meetings.** Other Membership meetings may be held at the call of the Chairperson of the Executive Church Board, by a two-thirds vote of the Executive Church Board, or by requisition in writing by twenty percent of the Membership to the Chairperson of the Executive Church Board, provided that written notice of such Special Meeting shall give sufficient information in order to permit Members to make a reasoned judgment on the subject matter of the Meeting.
6. **Eligibility to Vote.** Only Members who have attained the age of majority (18 years of age) shall be eligible to vote on any question before the Membership. Each Member present at a meeting shall have the right to exercise one vote.-
7. **Quorum.** A simple majority of the Membership, excluding missionaries and others absent on “full time” service shall constitute a quorum for a Membership Meeting.

8. **Required Majority.** A two-thirds vote of Members present shall carry all matters of business, excepting the call or removal of the Senior Pastor or any change in the Constitution unless the Act or these by-laws otherwise provide. The removal of any Director shall require a two-thirds majority of Members present at the meeting subject to Section 1.
9. **Waiver Notice.** A Member shall be deemed to have waived notice of Meeting by attendance at a Meeting, except where he attends the Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.
10. **Omission of Notice.** The accidental omission to give notice of any Meeting or any irregularity in the notice of any Meeting or the non-receipt of any notice by any Member or by the auditor of the Church shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity.
11. **Voting by Proxy.** Voting by proxy shall not be permitted.
12. **Notice of Meetings.** Notice of Meetings shall be published in the Church Bulletin for two consecutive Sundays prior to the date of the Meeting.
13. **Place of Meetings.** The Annual or any other general or Special Meeting of the Members shall be held at the head office of the Church or at any place in Canada as the Executive Church Board may determine and on such day as the Directors on the said Board shall appoint. The Members may resolve that a particular meeting of Members be held outside Canada.

Section 9 MEMBERSHIP

1. Application for Church Membership is voluntary except for pastoral staff and ministry directors or its equivalent, for whom it is automatic and mandatory. The Executive Church Board reserves the right to review the mandatory membership requirement of pastoral staff and ministry directors or its equivalent.
2. All Members of the Milliken Chinese Community Church, are required to subscribe in writing to the entire Constitution. Membership in the Church as a corporation shall consist only of those Persons who:
 - (a) profess faith in Jesus Christ as their Saviour and Lord;
 - (b) is aged 18 or over;
 - (c) have been baptized;
 - (d) have evidenced agreement with the Tenets of Faith in writing;
 - (e) have committed themselves in writing to live in obedience to Scripture and

are willing to be subject to the authority of the Church as expressed in the Church Constitution;

- (f) have been admitted into Membership in accordance with the Church Constitution.
3. Applicants for Church Membership shall be given a copy of the Church Constitution and be interviewed by a Pastor and a Director or by two Directors. The applicant shall regularly attend worship service at the Church for a period of six months prior to applying for Membership. The names of the applicants shall be published in the Sunday bulletin for two weeks. Once the Executive Church Board is satisfied that the applicant fulfills all the qualifications for Membership in the Church as set out in paragraph 2 herein and no valid objection to the applicants has been raised, the Executive Church Board shall by Resolution admit such Person to the Membership of the Church.
 4. After the Person is accepted into Membership in the Church by the Executive Church Board, then such Person shall immediately be deemed to have become a Member with recognition to be made thereof at the next convenient worship service of the Church. The prospective Members will be welcomed into the Membership by the Senior Pastor and/or his designate.
 5. Church Membership shall carry the following duties, privileges and rights:
 - (i) the duty to minister to one another's spiritual needs as part of the Body of Christ;
 - (ii) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Church Constitution;
 - (iii) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
 - (iv) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
 - (v) the privilege to attend all public worship services of the Church;
 - (vi) the privilege to participate in the ordinances administered by the Church;
 - (vii) the right to attend, speak and participate at all Meetings of Members; and
 - (viii) the right to a single vote in person at all Meetings of Members.
 6. The membership of a Member shall be reviewed by The Executive Church Board in the event of non-attendance for a period of one year when it was in the said Member's ability to attend. The status of the said Member may be reclassified as Associate Member. Any Associate Member may be reinstated to become a Member when recommended by the leading Pastor of the congregation or any two Directors that the said Member has been attending regularly for the last six months

7. It is expected that conflicts are to be resolved in the spirit of love and in accordance with Scriptural principles.
8. Members are urged to give attention to the development of their Christian character (Peter 3:18; Galatians 5:22-23); to their responsibility one to the other in care and support (1 Corinthians 8:13; Romans 14:21); to ministry in the Church (Romans 12:6-13; 2 Corinthians 9:8); and to their responsibility to act as salt and light in society (Matthew 5:13-16; 1 Corinthians 6:12; 8:9; 10:31).
9. Any Member may withdraw from the Church by delivering to the Church a written resignation and lodging a copy of the same with the Secretary of the Church.

Section 10 ASSOCIATE MEMBERSHIP

1. A Member of the Church may apply to the Executive Church Board of the Church to terminate his/her Church Membership and to become an Associate Member of the Church instead, as a result of having moved away from the neighbourhood of the Church. Upon the approval of the said application by the Executive Church Board, his/her Church Membership, together with all privileges, rights and duties attached thereto, shall terminate upon the date as specified by the Executive Church Board and his/her Associate Membership shall commence on the same date.
2. Associate Members are received on the same basis as Members and have the usual privileges and responsibilities of Church Membership except that Associate Members do not have the right to vote in all Meetings of Members.
3. The Membership of a Member shall be terminated and the Person shall become an Associate Member of the Church when the Member attended less than fifty percent of worship services or other church meetings in a period of one year when it was in the said Member's ability to attend. The Executive Church Board shall within reasonable efforts notify such person of the termination of his or her Membership.
4. An Associate Member may be reinstated to become a Member by filing a request to the Executive Church Board. The Board shall consider such request and may reinstate the person's Membership in accordance with Section 9.6 of this General Operating By-Law.
5. The determination of whether a Person is or continues to be an Associate Member of the Church shall be made from time to time in the sole discretion of the Executive Church Board after an appropriate personal interview and recommendation by the Senior Pastor or his designate.

Section 11 DISCIPLINE

All believers are subject to the authority of Christ, the sole and supreme law-giver and head of the church. Milliken Chinese Community Church, through its Executive Church Board, reserves the right to exclude or suspend from Membership Members who do not fulfill the requirements of this Constitution or any By-Law established herein or subsequently or who in the opinion of the Executive Church Board are in contravention of the moral/ethical expectations of evangelical Christianity (2 Thessalonians 3:6; Matthew 18:15-17; 1 Corinthians 5:1-13).

Section 12 INDEMNITY

Every person who acts on behalf of the Church on the authorization of the Executive Church Board will be indemnified and saved harmless out of the funds of the Church against all costs incurred in the course of activities on behalf of the Church, except where caused by his negligence or willful misconduct.

Section 13 POLICY STATEMENTS

Policy statements may be proposed to the Members by the Executive Church Board from time to time. Upon adoption by the Members, Policy statements shall be deemed to be part of the Constitution.

Section 14 GENERAL PROVISIONS

1. Corporate Seal — The seal, an impression thereof is stamped in the margin hereof, or as changed by Resolution of the Executive Church Board from time to time, shall be the seal of the Church and shall be in the custody of the Secretary at the head office of the Corporation.
2. Execution of Documents — Church documents and cheques shall be signed by any two signing officers appointed by the Executive Church Board and shall be binding on the Church.
3. Financial Year End — Unless otherwise determined by the Executive Church Board, the fiscal year end of the Church shall be December 31st of each year.
4. Head Office — The head office of the Church shall be located within the City of Toronto, in the Province of Ontario, until changed by an amendment to this by-law to another municipality within the Province of Ontario, or until changed by Supplementary Letters Patent to a municipality outside of the Province of Ontario but within Canada.
5. Books and Records — The Executive Church Board shall see that all necessary

books and records of the Church required by the by-laws of the Church or any applicable statute or law are regularly and properly kept.

6. Banking and Borrowing — Under the authority of the Letters Patent, Article VIII, the Executive Church Board may enter into banking and borrowing arrangements on behalf of the Church as may be necessary from time to time subject to budgets approved annually by the Membership.
7. Membership — Unless they withdraw by written notice to the Executive Church Board by Feb 28, 2009, on the basis of the new Constitution, all Members of the previously unincorporated Milliken Chinese Community Church shall be automatically accepted without further application as Members of the incorporated Milliken Chinese Community Church.
8. Business Relationships — All previous employment and supplier relationships and agreements of the previous unincorporated Milliken Chinese Community Church, namely, Milliken Chinese Community Church, shall be continued in the incorporated Milliken Chinese Community Church.
9. Amendments — This draft Letters Patent and by-law may be automatically amended to reflect minor changes required by the federal government to whom it is submitted for it is submitted for issuance as well as any changes required by Canada Revenue Agency.

IN WITNESS WHEREOF, we the provisional members of the Executive Church Board of the Church, have hereunto set our hands this day of October, 2008