

# **GCC Constitution and Bylaws**

## **Draft October 2022**

### **Proposed Constitution**

Name: Grace Community Church

#### **Purpose:**

The Society of Grace Community Church in membership to the Evangelical Free Church of Canada exists to conduct Christian ministries in accordance with our statement of faith, found in Appendix 1 of this document.

### **S1. Definitions and Interpretation**

#### **1.1 Definitions**

In these bylaws:

- (a) “Act” means the Yukon *Societies Act* and the regulations under the Act, as amended from time to time.
- (b) “Board” means the directors of the Society.
- (c) “Bylaws” means these bylaws.
- (d) “Constitution” means the constitution of the Society.
- (e) “Director” means an individual who has been designated, elected, or appointed, in accordance with the Act, as a director of the Society.
- (f) “General Meeting” means a general meeting of the members of the Society.
- (g) “Officer” means an individual who has been appointed, in accordance with the Act, as an officer of the Society.

#### **1.2 Definitions in Act**

The definitions in the Act apply to these Bylaws.

#### **1.3 Conflict with Act**

If there is a conflict between these Bylaws and the Act, the Act shall prevail.

#### **1.4 Act Applies**

These Bylaws are intended to be read in conjunction with the Act.

## **2. Members**

### **2.1 Application for membership**

A person may apply to the Board for membership in the Society. The person becomes a member of the Society on the Board's acceptance of the application.

### **2.2 Duties**

Every member must uphold the Constitution and must comply with these Bylaws.

### **2.3 Classes**

There is only one class of membership, every member is a voting member of the Society.

### **2.4 Membership Dues**

There are no membership dues for this society.

### **2.5 Termination of membership**

A person's membership in the Society is terminated:

- (a) When the person has failed to renew their membership as required;. and
- (b) In any of the other circumstances set out in the Act or in the Grace Community Church society policies.

### **2.6 Rights**

Every member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to vote on every matter in respect of which a vote of the members is held and the right to elect or appoint the Directors.

## **3. General Meetings of the members**

### **3.1 General Meetings**

An annual General Meeting must be held in accordance with the Act at the time and place the Board determines. The Board may, at any time, call other General Meetings. Members may requisition a General Meeting in accordance with the Act.

### **3.2 Ordinary business**

At a General Meeting, the following business is ordinary business:

- (a) Adoption of rules of order and agenda;
- (b) Consideration of any financial statements of the Society presented to the meeting;
- (c) Consideration of the reports, if any, of Directors or accountant;
- (d) Election of or appointment of Directors;
- (e) Appointment of an accountant, if any; and
- (f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

### **3.3 Notice of General Meeting**

Written notice of the date, time and location of a General Meeting must:

- (a) Be given in accordance with the Act;

- (b) Be made available to the members at least 14 days before the meeting and not more than 60 days before the meeting;
- (c) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and
- (d) Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a special resolution.

### **3.4 Chair of General Meetings**

The following individual shall preside as chair of a General Meeting:

- (a) The individual, if any, appointed by the Board to preside as the chair;
- (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
  - (i) The president, if any;
  - (ii) The vice-president, if any, if the president is unable to preside as the chair; or
  - (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or
- (c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.

### **3.5 Quorum for General Meetings**

A quorum for the transaction of business at a General Meeting is the greater of three members or 25% of the members.

### **3.6 Quorum required**

Business, other than the election of the chair of the General Meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. If, at any time during a General Meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.7 Lack of quorum at General Meetings**

If, within 30 minutes from the time set for holding a General Meeting, a quorum is not present:

- (a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;
- (b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.

### **3.8 Adjournments of General Meetings**

The chair of a General Meeting may, or if so directed by the members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.

### **3.9 Order of business at a General Meeting**

The order of business at a General Meeting is as follows:

- (a) Elect an individual to chair the meeting, if necessary;
- (b) Determine that there is a quorum;
- (c) Approve the agenda;
- (d) Approve the minutes from the last General Meeting;
- (e) Deal with unfinished business from the last General Meeting;
- (f) If the meeting is an annual General Meeting:
  - (i) Receive the Directors' report on the financial statements of the Society for the previous financial year, and the accountant's report, if any, on those statements;
  - (ii) Receive any other reports of Directors' activities and decisions since the previous annual General Meeting;
  - (iii) Elect or appoint Directors; and
  - (iv) Appoint an accountant, if necessary;
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

### **3.10 Attendance at General Meeting by telephone or other communications medium**

At the Board's discretion, members may participate in a General Meeting by telephone or other communications medium. The Board will take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, by other communications medium, or in person, to communicate with each other during the meeting.

### **3.11 Methods of voting by members in attendance at General Meeting**

At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot. If one or more members vote at a General Meeting while participating in the General Meeting by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

### **3.12 Proxies**

Voting by proxy is not permitted.

### **3.13 Vote at a General Meeting**

A matter to be decided at a General Meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

### **3.14 Result of Vote**

The chair of a General Meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

## **4. Directors**

### **4.1 Number of Directors**

The Society must have no fewer than three, and no more than 12, Directors. The members at a General Meeting shall determine the fixed number of Directors from time to time.

### **4.2 Residency**

At least one of the Directors must be ordinarily resident in Yukon.

### **4.3 Board eligibility (Membership)**

A Director is required to be a member of the Society.

### **4.4 Election or appointment of Directors**

Directors are elected by ordinary resolution of the members.

### **4.5 Term**

The Directors are elected for a two year term of office at each annual General Meeting. A Director's term of office ends at the close of the *second* annual General Meeting after the Director's election. No Director may serve as an Officer for more than four consecutive terms (8 years) in the same position.

### **4.6 Vacancies**

The Directors may appoint a member to fill a vacancy on the Board that arises as a result of a Director ceasing to hold office before the expiry of the Director's term of office. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

### **4.7 Removal of Directors**

A Director may be removed from office by special resolution of the members.

### **4.8 Remuneration for being a Director**

There is no remuneration for Directors in the Grace Community Church Society.

### **4.9 Remuneration of Directors for other than being a director**

The Society may, subject to the Act, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a director.

### **4.10 Majority of Directors may not be employed by the Society**

A majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or services.

### **4.11 Reimbursement of Expenses**

The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a director.

## **5. Meetings of Directors**

### **5.1 Calling Directors' meeting**

The Directors may meet at any location in Yukon and in any manner as determined by the Directors.

### **5.2 Notice of Directors' meeting**

At least two days' notice of a Directors' meeting must be given, unless all the Directors agree to a shorter notice period.

### **5.3 Regular Board meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director, but no notice shall be required for any such regular meeting.

### **5.4 Quorum of Board meetings**

A majority of the Directors in office constitutes a quorum at any meeting of Directors.

### **5.5 Board meetings may be held by electronic means**

Any meeting of the Board may be held by means of telephone or such other communication means that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that means shall be deemed to be present at the meeting.

### **5.6 Resolution without a meeting and without the consent of all Directors**

The Directors may not pass a Board resolution without a meeting unless all Directors consent in writing to the resolution.

## **6. Officers**

### **6.1 Election or appointment of Officers**

The Board shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president, and a secretary/treasurer or a secretary and a treasurer, and such other officers the Board deems necessary. A Director may hold more than one officer position.

### **6.2 Duties of Officers**

The Officers shall have the following duties and powers associated with their positions:

- (a) The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- (b) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- (c) The secretary is responsible for doing, or making the necessary arrangements for, the following:
  - (i) Issuing notices of General Meetings and Directors' meetings, taking minutes of General Meetings and Directors' meetings;
  - (ii) Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and
  - (iii) Filing the annual report of the Society and making any other filings with the registrar under the Act.

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

- (d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
  - (i) Receiving and banking monies collected from the members or other sources;
  - (ii) Keeping accounting records in respect of the Society's financial transactions; and
  - (iii) Preparing the Society's financial statements; and making the Society's filings respecting taxes.

## **7. Signing Authority**

### **7.1 Execution of documents**

A contract or other record to be signed by the Society must be signed on behalf of the Society by any two Directors or by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society. Any Director or Officer of the Society may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

## **8. Borrowing**

### **8.1 Borrowing powers**

The Society may, subject to approval by the members at a general meeting:

- (a) Borrow money; and
- (b) Issue debt obligations to any person and for any consideration.

## **9. Accountant**

### **9.1 Requirement for Accountant**

As a Class A society, Grace Community Church will meet the requirement to have an accountant. However, Grace Community Church may, by special resolution at an annual general meeting, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year's annual general meeting. Grace Community Church may not waive the requirement to have an accountant for more than two consecutive fiscal years.

## **10. Distribution of property before dissolution or on liquidation**

### **10. Distribution**

The distribution of property before dissolution of the Society or on liquidation of the Society will be made in accordance with the Act.

## Appendix 1 Statement of Faith

# Grace Community Church

## Statement of Faith:

**God's gospel originates in and expresses the wondrous perfections of the eternal, triune God.**

1. We believe in one God, Creator of all things, holy, infinitely perfect, and eternally existing in a loving unity of three equally divine Persons: the Father, the Son and the Holy Spirit. Having limitless knowledge and sovereign power, God has graciously purposed from eternity to redeem a people for Himself and to make all things new for His own glory.

**God's gospel is authoritatively revealed in the Scriptures.**

2. We believe that God has spoken in the Scriptures, both Old and New Testaments, through the words of human authors. As the verbally inspired Word of God, the Bible is without error in the original writings, the complete revelation of His will for salvation, and the ultimate authority by which every realm of human knowledge and endeavour should be judged. Therefore, it is to be believed in all that it teaches, obeyed in all that it requires, and trusted in all that it promises.

**God's gospel alone addresses our deepest need.**

3. We believe that God created Adam and Eve in His image, but they sinned when tempted by Satan. In union with Adam, human beings are sinners by nature and by choice, alienated from God, and under His wrath. Only through God's saving work in Jesus Christ can we be rescued, reconciled and renewed.

**God's gospel is made known supremely in the Person of Jesus Christ.**

4. We believe that Jesus Christ is God incarnate, fully God and fully man, one Person in two natures. Jesus—Israel's promised Messiah—was conceived through the Holy Spirit and born of the virgin Mary. He lived a sinless life, was crucified under Pontius Pilate, arose bodily from the dead, ascended into heaven and sits at the right hand of God the Father as our High Priest and Advocate.

**God's gospel is accomplished through the work of Christ.**

5. We believe that Jesus Christ, as our representative and substitute, shed His blood on the cross as the perfect, all-sufficient sacrifice for our sins. His atoning death and victorious resurrection constitute the only ground for salvation.

**God's gospel is applied by the power of the Holy Spirit.**

6. We believe that the Holy Spirit, in all that He does, glorifies the Lord Jesus Christ. He convicts the world of its guilt. He regenerates sinners, and in Him they are baptized into union with Christ and adopted as heirs in the family of God. He also indwells, illuminates, guides, equips and empowers believers for Christ-like living and service.

**God's gospel is now embodied in the new community called the church.**

7. We believe that the true church comprises all who have been justified by God's grace through faith alone in Christ alone. They are united by the Holy Spirit in the body of Christ, of which He is the Head. The true church is manifest in local churches, whose membership should be composed only of believers. The Lord Jesus mandated two ordinances, baptism and the Lord's Supper, which visibly and tangibly express the gospel. Though they are not the means of salvation, when celebrated by the church in genuine faith, these ordinances confirm and nourish the believer.

**God's gospel compels us to Christ-like living and witness to the world.**

8. We believe that God's justifying grace must not be separated from His sanctifying power and purpose. God commands us to love Him supremely and others sacrificially, and to live out our faith with care for one another, compassion toward the poor and justice for the oppressed. With God's Word, the Spirit's power, and fervent prayer in Christ's name, we are to combat the spiritual forces of evil. In obedience to Christ's commission, we are to make disciples among all people, always bearing witness to the gospel in word and deed.

**God's gospel will be brought to fulfillment by the Lord Himself at the end of this age.**

9. We believe in the personal, bodily and glorious return of our Lord Jesus Christ with His holy angels when He will bring His kingdom to fulfillment and exercise His role as Judge of all. This coming of Christ, at a time known only to God, demands constant expectancy and, as our blessed hope, motivates the believer to godly living, sacrificial service and energetic mission.

**God's gospel requires a response that has eternal consequences.**

10. We believe that God commands everyone everywhere to believe the gospel by turning to Him in repentance and receiving the Lord Jesus Christ. We believe that God will raise the dead bodily and judge the world, assigning the unbeliever to condemnation and eternal conscious punishment and the believer to eternal blessedness and joy with the Lord in the new heaven and the new earth, to the praise of His glorious grace. Amen