

**PORT WILLIAMS UNITED BAPTIST CHURCH**  
**MEMORANDUM OF ASSOCIATION**

May 22, 2023

Original approved by the Registrar of Joint Stocks – 2019 and dated 2020

The name of the Society is The Port Williams United Baptist Church, as founded in 1868.

A. On a volunteer and non-profit basis, the purpose of the Port Williams United Baptist Church is to advance religion, and specifically Christianity by:

- (i) Holding worship services that honour God and call for commitment to the teachings of Jesus Christ;
- (ii) Educating others about the Christian way of belief and action through the conducting of classes, discussion groups and presentations; and
- (iii) Encouraging members, in the spirit of Christ, to reach out and support others in need of spiritual and emotional support, locally and internationally.

B. To affiliate, make gifts to, and cooperate with other Baptist and ecumenical organizations that are also *qualified donees* and share these beliefs, such as The Canadian Baptists of Atlantic Canada (CBAC), Eastern Valley Baptist Association (EVBA), Canadian Baptist Ministries (CBM), The Wolfville Area Inter-Church Council (WAICC), and the Canadian Association for Baptist Freedoms (CABF), as long as they are qualified donees.

C. In carrying out its objectives, the Port Williams United Baptist Church may acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objectives of the Church.

Provided that:

- (i) The Society shall not carry on any trade, industry, or business;
- (ii) All funds shall be used solely for the purposes of the Society and the promotion of its purposes;
- (iii) Upon dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to *qualified donees* described in subsection 149.1(1) of the Income Tax Act (“charitable purposes”).

The activities of the Society are to be carried on in Nova Scotia.

The registered office of the Society is located at:

1031 Highway #358

Port Williams, Nova Scotia

B0P 1T0

We the 5 persons whose names, addresses and occupations are subscribed, desire to be formed into a society in pursuance of the Memorandum of Association.

1. Member: John Churchill Retired Professor [Signature]  
 (Name) (Occupation) (Signature)  
 Address: 1104 Starrs Park Rd.  
 (civic number and street)  
Port Williams NS BOP ITO  
 (city or town) (province) (postal code)

2. Member: Carol A. Buckley Retired [Signature]  
 (Name) (Occupation) (Signature)  
 Address: 78 Cooperage Lane  
 (civic number and street)  
Port Williams NS BOP ITO  
 (city or town) (province) (postal code)

3. Member: Scott Leves Retired Banker [Signature]  
 (Name) (Occupation) (Signature)  
 Address: 54 Cooperage Lane  
 (civic number and street)  
Port Williams NS BOP ITO  
 (city or town) (province) (postal code)

4. Member: Ronald A. Buckley Retired [Signature]  
 (Name) (Occupation) (Signature)  
 Address: 78 Cooperage Lane  
 (civic number and street)  
Port Williams NS BOP ITO  
 (city or town) (province) (postal code)

5. Member: Kenneth Lincoln Miller Retired-Grocery [Signature]  
 (Name) (Occupation) (Signature)  
 Address: 1294 Belcher St.  
 (civic number and street)  
Port Williams NS BOP ITO  
 (city or town) (province) (postal code)

Witness to the above signatures

Witness: Laura Churchill Duke [Signature]  
 (name) (signature)  
 Address: 14 West St.  
 (civic number and street)  
Kentville NS B4N I T3  
 (city or town) (province) (postal code)

**BY-LAWS OF THE  
PORT WILLIAMS UNITED BAPTIST CHURCH**

**ARTICLE I – INTERPRETATION**

**1.00 Definitions. In these By-Laws:**

- (a) “Church” or “Society” means PORT WILLIAMS UNITED BAPTIST CHURCH (PWUBC), as established in 1868.
- (b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act*.
- (c) “Special Resolution” means a resolution by not less than three-fourths of such members entitled to vote as are present in person, or by proxy where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (d) “Members” or “Members of the Church” or “Church Members” means all those admitted to membership following the prescribed procedures.
- (e) Associated Party or Relevant Committee means the Board or Committee with whom a staff person works most closely and to whom they are immediately responsible.
- (f) “Policy Manual” or “P&P Manual” means the Policies and Procedures Manual which contains operating policies and procedures as approved by the Church Members.
- (g) “Staff” are those people employed by the church who have signed an agreement in which their responsibilities are outlined, have been assigned an “Associated Party,” and undergo a yearly evaluation.
- (h) “Church meetings,” Church business meetings,” or “Congregational meetings” mean all meetings called to receive reports or transact business which are open but at which only church members can vote.

**1.01 Interpretation.** In these By-Laws, words importing the singular number only, include the plural number and *vice versa*, and words importing the masculine gender only, include the feminine or neuter gender and *vice versa*. The headings and other descriptions of all articles, sections, paragraphs and subparagraphs are inserted for convenience of reference only and shall not affect the construction or interpretation of these By-Laws.

**ARTICLE II – CHURCH PRINCIPLES AND AFFILIATIONS**

**2.00 Principles.** This Church is committed to religious liberty: the freedom of individuals, under the leading of the Holy Spirit and by the grace of Jesus Christ, to discern the nature of their personal relationship with God; likewise, as a congregation, to shape its own life and mission in the service of Jesus Christ, and to carry out the objectives set out in the Memorandum of Association.

**2.01 Affiliation.** It is the further purpose of this Church to affiliate with, make gifts to, and cooperate with other Baptist and ecumenical organizations that are also *qualified donees* and share these beliefs, such as The Canadian Baptists of Atlantic Canada (CBAC), The Eastern Valley Baptist Association (EVBA), Canadian Baptist Ministries (CBM), The Wolfville Area Inter-Church Council (WAICC), and the Canadian Association for Baptist Freedoms (CABF).

## ARTICLE III – POLITY

**3.00 Governance.** The Members of this church shall constitute the final authority in all matters pertaining to the Church while seeking the guidance of the Holy Spirit and with allegiance to our Lord Jesus Christ and as expressed in these By-Laws and additional statements or documents, such as

(a) **Church Covenant.** The Church Covenant as set out in Appendix A of these By-Laws, expresses the Members' agreed upon way to live and serve together as a congregation under the Lordship of Jesus Christ.

(b) **Statement of Inclusion.** The Statement of Inclusion as set out in Appendix B of these By-Laws further expresses the principles by which the Church functions.

(c) **Policies and Procedures.** Further operational details regarding specific on-going practices of Officers, Staff, Boards, Committees, Ministry Groups and positions are contained in the **Policies and Procedures Manual**. In the presence of any conflict between the two documents, these By-Laws shall take precedence. The clerk shall retain the Policies and Procedures Manual. Additions, deletions, and revisions of policies shall be brought by the Moderator to a church Business Meeting for approval.

## ARTICLE IV – MEMBERSHIP

**4.00** All membership issues shall be considered by the Board of Deacons whose recommendations may be brought before the Church.

**4.01 Members Rights and Responsibilities.** All Members shall have full voting rights at all Church business meetings and have the responsibility to support the Church spiritually, financially, and to be active in its life.

**4.02 Admission of Members.** Any person having made a public profession of faith in Jesus Christ as Saviour and Lord and having accepted the purposes of this Church as expressed in Article II may, by a 2/3 vote of the members present at a duly called meeting of the Church, become a member by one of the following means:

(a) After Believer's Baptism by immersion, or if for medical or other practical reasons, by an alternate means.

(b) On transfer of membership from another church.

(c) After a public profession of faith in Christ made in this Church when no membership record is available from a former church.

**4.03 Transfer of Membership.** Membership may be transferred to another church upon the Clerk receiving a request from a Member, or from the church which the Member wishes to join, in accordance with section 4.00 of these By-Laws.

**4.04 Withdrawal.** Withdrawal of membership from this Church shall occur upon request of a Member to the Clerk following section 4.00.

**4.05 Suspension/Dismission.** The Church reserves the right to suspend or dismiss a Member for "just cause" following Section 4.00 and a 2/3 vote of the members present at a duly called meeting of the Church.

## ARTICLE V – ORGANIZATION

**5.00 Organization.** To carry out the objectives of the Church and these By-Laws, as established from time to time, Church Members shall elect or appoint Officers, Boards, Committees, Ministry Groups, Special Committees, Staff, and such others as may be deemed necessary.

### **5.01 Organizational Structure.**

**(a) Accountability**

(i) The Officers, Boards, Committees, Special Committees, Ministry Groups, and Staff are ultimately accountable to the Church Members.

**(b) Staff**

(i) The Staff positions of this Church shall be as determined necessary by the Church.

(ii) Ministerial Staff are currently the Minister, the Director of Music, and the Youth Leader(s) and Support Staff are currently the Custodian(s), and the Office Administrator.

(iii) Ministerial Staff serve on their Relevant Committees as *ex officio* non-voting members.

(iv) Memoranda of Agreements shall be developed for each Staff person by the Personnel Committee in consultation with the Staff person's supervisor, and Chair of the Relevant Committee. (See Section 8.07.)

**(c) Staff Responsibility and Relevant Committees.** Although ultimately accountable to the Church, Staff shall be directly responsible to their Relevant Committee; the Minister to the Board of Deacons; the Music Director to the Music Committee; the Youth Leader(s) to the Christian Education Committee; the Office Administrator to the Board of Deacons, and the Custodian(s) to the Property Committee.

**(d) Staff Supervision.**

(i) The Ministerial Staff shall be supervised by the Minister, who shall be involved in their annual reviews.

(ii) The Custodian(s) shall be supervised by and report to the Property Committee, who shall be involved in their annual review.

(iii) The Office Administrator shall be supervised by the Minister, who shall be involved in the Administrator's annual review.

(iv) Supervisors and staff member(s) will seek to resolve any conflicts that arise regarding the staff member's responsibilities. Should a conflict be unresolved, it will be brought to the Relevant Committee for consideration. Should the Relevant Committee be unable to resolve the matter, it will be brought to the Board of Deacons for resolution. At any point, the Personnel Committee may be asked to assist.

### **5.02 Board and Committee Guidelines.**

(a) Boards and committees may appoint sub-committees to help carry out their objectives.

(b) Each board and committee shall elect a Chair and Secretary at the beginning of each year and inform the Church of their names.

(c) Newly elected board and committee chairs will be orientated to their responsibilities by outgoing chairs.

(d) The minutes of all boards and committees shall be retained as part of the records of the Church. Where confidentiality is not an issue, these minutes are to be submitted electronically to the Church Office administrator after each meeting.

(e) Each board and committee shall meet regularly – usually monthly.

(f) Each board and committee shall submit a yearly report to the Annual Meeting indicating tasks undertaken during the past year and goals for the future.

(g) When potential conflicts of interest arise, members of boards or committees shall be asked to absent themselves from the board's or committee's deliberations and decisions for the duration of the relevant discussion.

**5.03 Additional Boards and Committees.** Such other boards and committees may be struck as the Church determines necessary from time to time, subject to the following:

- (a) any such board or committee recommended by a body within the Church shall be brought before the next Church meeting for authorization, and
- (b) any such board or committee may be struck for any purpose so determined by the Church and shall continue for so long as that board or committee is required to carry out that purpose.

**5.04 Nominations and Tenure of Office.** Election to, and tenure on, a board or committee shall follow these guidelines:

- (a) In addition to nominations made by the Nominating Committee to fill offices, further nominations may be made from the floor.
- (b) Persons elected to complete the unexpired term of a board or committee member, or director shall fulfill the office holder's remaining term and then be eligible for one more term. After a lapse of one year, the member is eligible for re-election to the same board or committee.
- (c) Board and committee members and directors (with exceptions noted elsewhere) shall be elected to serve a three-year term. Each member shall be eligible to serve a consecutive second three-year term, and then after a lapse of one year shall be eligible for re-election to the same board or committee.
- (d) In the event that more names are placed in nomination than there are vacancies, election shall take place by ballot.

## **ARTICLE VI – OFFICERS**

**6.00** The officers of the Church shall be the Minister, the Clerk, the Treasurer, and the Moderator.

- (a) All Church officers shall be Church Members.
- (b) All Church officers shall be ultimately accountable to the Church, and directly responsible to the Board of Deacons (the Board of Directors of the Society)
- (c) All Church officers shall present a report to the Annual Meeting of the Church.
- (d) Newly elected officers will be orientated to their responsibilities by the outgoing officers.
- (e) All Officers shall be elected by the members of the Church at a special meeting or at the Annual General Meeting.
- (f) Any officer may be removed by Members of the Church by a Special Resolution.

**6.01 The Minister.**

- (a) The responsibilities of the Minister are to
  - (i) plan, prepare, and lead the public services of worship,
  - (ii) provide leadership to the overall program and ministry of the Church,
  - (iii) equip and build the Body of Christ for the work of ministry, and
  - (iv) be an *ex-officio* non-voting member of all boards and standing committees.
- (b) There may also be additional ministers appointed as and when deemed necessary by the Church.

**6.02 The Clerk.**

- (a) The Clerk shall be elected yearly.
- (b) The responsibilities of the clerk are to
  - (i) act as secretary for all Church and Advisory Board meetings,
  - (ii) be responsible for the custody of all books and records of the Church,

- (iii) keep a current and historical roll of the Members of the Church with their addresses, and where possible, dates of baptisms and reception into membership, and deletions of membership through withdrawals, transfers, death, and otherwise, and
  - (iv) perform other duties related to official business and membership of the Church, such as writing letters of transference, updating government agencies, reporting to CBAC, and fulfilling the requirements of section 12.04 and 13.04 in these By-Laws.
- (c) An **Assistant Clerk** may be elected yearly to assist the clerk.

### **6.03 The Treasurer.**

- (a) The Treasurer shall be elected annually with a maximum term of six consecutive years and after a lapse of one year shall be eligible for another term for up to a maximum of six consecutive years.
- (b) The Treasurer shall be a member of the Finance and Stewardship Committee and the Advisory Board.
- (c) The responsibilities of the Treasurer are to
  - (i) keep an account of all receipts and expenditures,
  - (ii) make such expenditures as authorized by the Church in its annual budget,
  - (iii) make expenditures not provided for in the budget only after proper authorization by the Finance and Stewardship Committee,
  - (iv) issue payment for expenditures incurred by committees and boards following the guidelines outlined in the Policies and Procedures Manual, and
  - (v) provide a financial update at Church business meetings and to the Finance and Stewardship Committee, when requested.
- (d) An **Assistant Treasurer**, who is a non-voting member of the Finance and Stewardship Committee, may be elected yearly at a special meeting or the Annual General Meeting to assist the Treasurer.
- (e) A **Recording Treasurer** may be elected yearly at a special meeting or the Annual General Meeting to record the weekly offerings as counted by the tellers, to regularly issue a detailed report of deposits to the Treasurer, record donations made to the Church in ways other than through weekly offerings, and from the record of contributions issue tax receipts at the end of each year.

### **6.04 The Moderator.**

- (a) The responsibility of the Moderator is to assist in the effective and efficient governance of the Church and its boards and committees.
- (b) Amongst other responsibilities as outlined in the Policies and Procedures Manual, the Moderator shall preside at each meeting of the Church Members and the Advisory Board meeting.
- (c) The Moderator shall be directly responsible to the Church, as in 6.00 (e)
- (d) The Moderator shall be an *ex-officio* non-voting member of all boards and committees.
- (e) The Moderator shall be elected annually with a maximum term of six consecutive years and after a lapse of one year shall be eligible for another term.
- (f) If the Moderator is unable to fulfill the duties of the office, a past Moderator shall be selected by the chair of the Board of Deacons.

## **ARTICLE VII – BOARDS**

### **7.00 Boards.** The current Boards of this church are the Board of Deacons and the Advisory Board.

- (a) All Board members shall be Church Members.
- (b) Boards shall operate according to guidelines set out in By-Laws 5.02 and 5.03

### **7.01 Board of Deacons.**

- (a) The Board of Deacons shall consist of a minimum of five and a maximum of ten members.
- (b) The Board of Deacons shall be the Directors of the Church.
- (c) The responsibility of the Board of Deacons is to work with the Minister to provide leadership in the promotion of the welfare of the church and advancement of its ministry and mission, especially in the areas of Pastoral Care, Worship, Congregational Life, and Leadership. In carrying out its responsibilities, the Board of Deacons shall
  - (i) assist the Minister in the pastoral care of members of the congregation through prayerful consideration of their spiritual and temporal needs,
  - (ii) oversee the worship activities of the church, assist at baptisms and the Lord's Supper, plan for special services and events, provide for pulpit supply in the absence of the minister,
  - (iii) consider membership issues,
  - (iv) facilitate partnerships with outside organizations,
  - (v) provide for events that enhance the fellowship and outreach of the congregation, and
  - (vi) take leadership in responding to emerging situations important to the welfare of the church by initiating action or making referrals to other boards or committees.

### **7.02 Advisory Board**

- (a) The Advisory Board shall consist of the Minister, the Treasurer, the Clerk, who shall act as secretary, the Moderator, who shall act as chair, and the chairs of all standing committees (8.00).
- (b) In the absence of board or committee chairs, a representative may be appointed.
- (c) The responsibility of the Advisory Board is to coordinate the plans of the boards and committees of the Church and to discuss issues that have implications for the wider congregation. In carrying out its responsibilities, the Advisory Board shall
  - (i) meet each year by the end of June to review the past-year activity of the church and to share their board or committee's goals, and
  - (ii) meet with the Finance and Stewardship Committee to help produce a budget for the coming year that balances finances with the visions of the various boards and committees.
- (d) The chair of any Board or Committee may request the Moderator to call, or the Moderator may call, a meeting of the Advisory Board to discuss important matters of concern to the Church.

## **ARTICLE VIII – STANDING COMMITTEES**

**8.00 Standing Committees.** The Standing Committees of the Church shall be as deemed necessary by the Church from time to time. Recommended Committees include Property, Finance and Stewardship, Christian Education, Music, Mission and Outreach, Nominating, Personnel, and Child and Youth Safety, and shall operate according to guidelines set out in By-Laws 5.02 and 5.03, and in the Policies and Procedure Manual.

**8.01 Property Committee.** The responsibility of this Committee is to oversee church property and its maintenance, development, and fitness to meet the needs of the Church's ministries.

- (a) The Committee shall consist of a minimum of seven members.
- (b) The Committee shall have the authority to contract work and authorize expenditures related to church property as approved in the budget. Any major expenditure not previously authorized in the Church's budget must have the approval of the Finance and Stewardship Committee and the Church.

**8.02 Finance and Stewardship Committee.** The responsibility of this Committee is to have general care of the Church's finances and plan for its short and long-term financial needs.



- (a) All proposals for major financial expenditures not provided for in the budget must receive the approval of the Committee and the Church.
- (b) The Committee shall consist of the Church Treasurer, the Assistant Treasurer, and a minimum of six additional members.
- (c) In carrying out its purposes, the Committee shall
  - (i) meet regularly to review the church's financial position,
  - (ii) report regularly to the congregation on the Church's financial position,
  - (iii) take the initiative for the raising of Church funds and recommend special efforts when necessary.

**8.03 Christian Education Committee.** The responsibility of this Committee is to provide opportunities that encourage growth in relationships with God, others and self, and the development of Christian discipleship.

- (a) The Committee shall consist of the Sunday School Superintendent, the Director of Children's Worship, the Youth Leader(s), and a minimum of five additional members.
- (b) The **Sunday School Superintendent** shall be a Church member whose term begins July 1 of each year and whose term is set by Section 5.04.
  - (i) The responsibilities of the Sunday School Superintendent is to work in co-operation with the Minister and the Christian Education Committee to develop and coordinate a Sunday School program which includes securing teachers, curriculum, and provision of materials and general resources.

**8.04 Music Committee** The responsibility of this Committee is to provide for and administer the music program of the Church.

- (a) The committee shall consist of the Music Director and three additional members, who represent the Choir, the Board of Deacons, and the congregation at-large. The Choir and Board of Deacons shall appoint their representative and the Nominating Committee shall nominate the congregational representative.
- (b) In carrying out its responsibilities, the Committee shall advise and support the Church Music Director's leadership of the program.

**8.05 Mission and Outreach Committee.** The responsibility of this Committee is to encourage members of the Church to be aware of social, spiritual, and physical needs, locally and in the wider world, and to minister to those needs in the name of Christ.

- (a) This Committee shall consist of a minimum of five members.

**8.06 Nominating Committee.** The responsibility of this Committee is to nominate persons to fill church-nominated vacancies (other than staff) that occur during the Church year.

- (a) The Committee shall consist of a minimum of five members.
- (b) The Committee shall consult all nominees before it brings their names before the congregation.
- (c) A list of all nominations shall be posted in a conspicuous place within the church building, in the Sunday Bulletin, and electronically distributed not less than two Sundays prior to the meeting of Church Members.
- (d) Suggestions for new Nominating Committee members shall be made by the Board of Deacons to the Nominating Committee, who shall nominate the required number from the suggested names.
- (e) The Committee shall make nominations to organizations in which the church has membership or is requested to provide a representative or delegate.

**8.07 Personnel Committee.** The responsibility of this Committee is to foster the development of an effective Staff who understand the requirements of their positions and who are encouraged to fulfil them in light of the Church's overall ministry and mission.

- (a) The Committee shall consist of three Church members.
- (b) The Committee assists the Church and Associated Parties in matters related to the support and administration of all paid Church employees and includes the development and administration of a Memorandum of Agreement for each staff person.
  - (i) Memoranda of Agreement shall include a position description, list of responsibilities, terms and length of employment, salary, and other benefits.
- (c) Except in the Pastoral Search process (9.01), the Committee will take the lead in hiring and interviewing of staff candidates in consultation with the staff person's supervisor and the chair of the staff person's Relevant Committee.
- (d) The Personnel Committee is responsible to ensure an annual review for each Staff person is conducted by the Staff person's supervisor and Relevant Committee. The annual review is then submitted to the Personnel Committee for discussion with the individual staff person.
- (e) This Committee also promotes the personal development of Staff and the sharing of their personal concerns.

**8.08 Child and Youth Safety Committee.** The responsibility of this Committee is to provide children and youth with a safe environment for participating in church-related activities and ministries, and to provide for the support and protection of Staff and volunteers.

- (a) The Committee shall consist of the youth leader(s), and a minimum of three other members, one appointed by each of the Board of Deacons, the Christian Education Committee, and the Nominating Committee.
- (b) The Property Committee shall ensure that this Committee is in place for liability and insurance purposes.
- (c) The Property Committee shall review the Committee's policies and procedures in consultation with the Christian Education Committee, Board of Deacons, and Minister.
- (d) The Committee shall report annually to the Church Members, giving a summary of its activities while respecting the need for confidentiality.

## **ARTICLE IX – SPECIAL COMMITTEES**

**9.00 Special Committees.** Committees, such as the Pastoral Search Committee, may be appointed from time-to-time to perform specific duties as the Church deems necessary.

**9.01 The Pastoral Search Committee.** The responsibility of the committee is to undertake a search leading to the calling of a Minister by the Church, and in conjunction with the Board of Deacons to provide for interim coverage.

- (a) The Committee shall operate by the following guidelines:
  - (i) the Moderator shall call a special meeting of the Church immediately after the office of Minister becomes vacant for the purpose of organizing a Pastoral Search Committee;
  - (ii) the Moderator shall call the first meeting of the Committee, at which the Committee shall elect a chair;
  - (iii) the Committee shall consist of the Chair of the Board of Deacons and two additional deacons chosen by the Board of Deacons, the Chair of the Finance and Stewardship Committee, the Chair of the Personnel Committee, the Moderator, and two additional members nominated by the Nominating Committee and elected by the Church Members, with the power of the Committee to add up to two additional members;
  - (iv) the Committee shall keep the Church informed of its progress, at least monthly;

- (v) the Committee will consult with the Personnel Committee, the Finance and Stewardship Committee, and the Board of Deacons in preparing a Memorandum of Agreement to present to the selected candidate;
- (vi) the Committee shall unanimously recommend a candidate to the Church at a duly called meeting; and
- (vii) the calling of a Minister shall require at least a three-quarters majority of votes cast at a duly called meeting of Church Members.

**ARTICLE X – MINISTRY GROUPS**

**10.00** To carry out specific tasks within the life of the church and without the need to meet regularly, Ministry Groups may be formed and may include, but are not limited to, Ushers, Tellers, Hospitality, Decoration, Visitation, and Nursery and shall operate according to the following guidelines:

- (a) chairs of Ministry Groups will either be elected yearly by the Church, or as in the case of Ushers and Tellers, appointed by overseeing Boards or Committees; and
- (b) teams will be formed by the Chair of each Ministry Group.

**ARTICLE XI – MEETINGS**

**11.00 The meetings of the Church shall be:**

- (a) **Annual Meeting.** In the first quarter of the year, the Annual Meeting shall be held to receive reports and to transact business.
- (b) **Year-End Meeting.** In the last quarter of the year, there shall be a meeting to elect officers, members of boards and committees and other positions, and to adopt a budget for the coming year.
- (c) **Other Meetings.** At least two additional Church meetings shall be held each year to receive reports and to transact business.
- (d) **Special Meetings.** In extenuating circumstances, the Clerk may call a meeting upon the written request of not fewer than fifteen members of the Church.

**11.01 Calling of Church Meetings.** Meetings shall be called by the Moderator in consultation with the Board of Deacons, the Minister, and the Clerk. Notice of each meeting of Church Members shall

- (a) specify the date, place and time of the meeting;
- (b) be given to the members at least two weeks prior to the meeting;
- (c) be given to the members by any of the following: newsletters, regular pre-paid post, e-mail, telephone, or other electronic means;
- (d) specify the nature of business, such as the intention to propose a special resolution; and
- (e) the non-receipt of notice by any member shall not invalidate the proceedings.

**11.02 Meeting Procedures.**

- (a) Each Church meeting shall
  - (i) be chaired by the Moderator, or in the absence of the Moderator, a previous Moderator chosen by the Chair of the Board of Deacons (see Section 6.04 (f)), or in the absence of either, by any Member chosen by Church Members at the meeting,
  - (ii) be opened and closed with prayer, and
  - (iii) be conducted according to consensus principles, except when a vote is required by these By-Laws or when the Members decide by a motion and a simple majority vote that the matter under consideration must be decided by generally accepted meeting rules and a recorded vote.
- (b) Any dispute arising as to procedure shall be determined by the Chair of the meeting.

(c) The person chairing the meeting shall be entitled to vote as a Member, however, in the event of a tie shall not have a second or casting (tie-breaking) vote, with the understanding that a tie vote defeats the motion.

**11.03 Quorum.** Fifteen Church Members shall constitute a quorum for the transaction of business at any meeting of Church Members. In the absence of a quorum, the meeting may continue for information and discussion, but no vote shall be taken.

**11.04 Voting.** Each Church Member is entitled to vote.

**11.05 Special Resolutions.**

- (a) Matters considered a “Special Resolution” and requiring a three-quarters majority vote include, but are not restricted to
- (i) surrender of the Certificate of Incorporation,
  - (ii) removal of a Director,
  - (iii) amendment to or repeal of Memorandum of Association or these By-Laws,
  - (iv) borrowing of money,
  - (v) the purchase and sale of real church property, and
  - (vi) any matter that may substantially change the nature and operation of the church as determined by the Board of Directors.

**ARTICLE XII - FINANCIAL MATTERS AND BORROWING**

**12.00** The church shall manage its finances in keeping with the guidelines prescribed by the Nova Scotia Societies Act.

**12.01 Fiscal Year.** The fiscal year-end of the Society shall be the last day of December.

**12.02 Auditors.**

- (a) An auditor(s) of the society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor(s), the Directors may do so.
- (b) The responsibility of the auditors is to annually examine and verify the accounts of the Church and perform such other duties as properly belong to this office.

**12.03 Signing of the Financial Report.** A copy of the financial report shall be signed by the auditors.

**12.04 Filing of Financial Report with Registrar.** If required pursuant to By-Law 12.00 herein, a signed copy of the financial report shall be filed by the Clerk with the Registrar of Joint Stocks within 14 days after each Annual Meeting.

**12.05 Borrowing.** The Society may only borrow money as approved by a Special Resolution of the Members.

**12.06 Members Inspection of Books and Records.**

The Members may inspect minutes of proceedings of Church meetings and of the Directors and other books and records of the Church at the registered office of the Society with one week’s notice. All other books and records of the Church may be inspected by any Member at any reasonable time within two days prior to the Annual Meeting at the registered office of the Society.

**12.07 No Loans or Advance of Funds.** The Society shall not make loans, grants, guarantee loans or advance funds to any Director or Officer.

### **ARTICLE XIII – STATUTORY COMPLIANCE**

**13.00 Compliance with *Societies Act* of Nova Scotia.** For so long as the Church is incorporated under the *Societies Act* of Nova Scotia, the Church shall do all things necessary to comply with that *Act*. If for reasons of polity, or otherwise, the Church cannot comply with that *Act*, the Church may by Special Resolution and satisfying any other requirements of the *Act* or by law, surrender its Certificate of Incorporation.

**13.01 Directors.** For purposes of the *Societies Act* of Nova Scotia, the Board of Deacons, shall be the Directors of the Society, and shall be subject to the following guidelines.

- (a) Any voting Member of the Society shall be eligible to be elected a Director of the Society and a Director of the Society shall be a voting Member.
- (b) The number of Directors shall not be more than ten and not less than five, and the subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.
- (c) Directors shall be elected to and retire from office and shall be eligible for re-election as set out in By-Law 5.04 herein.
- (d) If a Director resigns from office, is removed, or ceases to be a voting Member in the Society, that position shall be vacated, and the vacancy may be filled for the unexpired portion of the term as set out in By-Law 5.04 herein.
- (e) Any Director may be removed by the Members of the Society by a Special Resolution.
- (f) A quorum shall consist of 50% of the Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.
- (g) The person chairing the meeting shall be entitled to vote as a Director, but in the event of a tie shall not have a second or casting vote.
- (h) The management of the Society is the responsibility of the Directors. In particular, the Directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.
- (i) The Directors may delegate any power and authority to any board or committee duly constituted under these By-Laws.

**13.02 Execution of Documents.** Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the following: the Moderator, the Minister, the Clerk, or the Treasurer or as prescribed by resolution of the Directors.

**13.03 Remuneration of Directors and Officers.** Directors and Officers shall serve without remuneration and shall not receive any profit from their positions as Directors and Officers. However, Directors and Officers may receive reasonable remuneration for other services that they provide to the Society as approved by the Members. Director or Officer may be reimbursed for reasonable expenses incurred in the performance of his/her duties.

**13.04 Additional Duties of Clerk.** The Clerk, in addition to the duties set out in By-Law 6.02, shall

- (a) have custody of the Seal, if any, which may be affixed to any document upon resolution of the Directors, and
- (b) file with the Registrar, as required under the *Societies Act* of Nova Scotia:
  - (i) within 14 days of the Annual Meeting:

1. a statement in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, signed by two directors; and
  2. a list of Directors with their civic addresses, occupations, and dates of appointment or election;
- (ii) within 14 days of any change of Directors a notice of such change in a form the same as or similar to the annual list of Directors;
- (iii) a copy of every Special Resolution within 14 days after the resolution is passed; and
- (iv) such other notices, forms or reports as may be required from time to time under the *Societies Act* of Nova Scotia.

#### **ARTICLE XIV LICENSES TO MINISTER**

**14.00** The Board of Deacons shall receive all applications for licenses to minister, and after careful examination shall bring their recommendations before a meeting of Church Members.

- a) The applicant must be a member of the Port Williams United Baptist Church and the guidelines which shall direct the granting of a License to Minister are found in the Policy and Procedures Manual.

#### **ARTICLE XV- BOOKS AND RECORDS**

**15.00** All books, papers and records relating to the Church and its transactions, and all minutes of Boards and Committees shall be retained as property of the Church whether held in the Church or in an external archives, such as the Acadia University Archives. These records are to be submitted monthly to the Church Administrator.

#### **ARTICLE ~~XVI~~ AMENDMENTS**

**16.00 Amendment, Repeal, of Memorandum, By-Law or Covenant.** The Members may repeal, amend or add to the Memorandum of Association of the Church, or these By-Laws [or the Covenant of the Church and any special statements, such as the Inclusion Statement] by a special resolution at a meeting of Church Members duly called, and by a three-quarters vote of the Members present, providing notice of the proposed amendment has been given in writing at a previous meeting of Church Members.

No By-Law or amendment to these By-Laws or amendment to the Memorandum of Association of the Church shall take effect until the Registrar approves of it.

## **APPENDIX A - Church Covenant**

We, the members of this Port Williams United Baptist Church family,  
by the grace of God, in the manner of Jesus Christ, and through the power of the Spirit,  
will strive always:

- to be inclusive and welcoming of all persons,  
while appreciating and respecting our differences;
- to demonstrate loving concern for each other;
- to learn and grow through faithful study of the Scriptures  
and the world in which we live;
- to share our time, talents, and treasures joyfully in service to Christ,  
within our church, our community, and around our world.

**Adopted November 19, 2009**

## **APPENDIX B – Statement of Inclusion**

Port Williams United Baptist Church, in the name of Jesus Christ,  
welcomes all who seek to know God.

We affirm that all people are created in the image of God  
and as beloved children of God, all are worthy of God's love and grace.

We welcome all people  
into the full life and ministries of this church,  
regardless of race, ethnicity, creed, class, age, gender, marital status,  
physical or mental ability, sexual orientation,  
gender identity or gender expression  
as we journey in faith toward reconciliation through Christ.

We recognize that there are differences among us,  
but believe that we can live together and love alike  
even though we may not think alike.

We proclaim this statement of welcome to all,  
especially to those who have known the pain of exclusion or discrimination in the church and society.

And we invite all people to join us in our faith journey  
toward greater love, understanding and mutual respect.

**Adopted March 9, 2015**