

## GENERAL OPERATING BY-LAW NUMBER 1

Believing that all things should be done decently and in order, we hereby adopt the following Bylaw for the regulation, management and governance of this corporation.

### SECTION 1 DEFINITIONS

- 1.1** In this Bylaw and all other Bylaws and Resolutions of the Classis unless the context otherwise requires, the following definitions shall apply:
- (a) "Act" means the *Corporations Act* (Ontario) R.S.O. 1990, c.C.38 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the Bylaw of the corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute of statutes;
  - (b) "Bylaw" or "Bylaws" means any Bylaw of the corporation from time to time in force and effect, including the General Operating Bylaw;
  - (c) "Church Order" means the Church Order of The Christian Reformed Church in North America, being the original Church Order of Dort 1618-19, as revised by The Christian Reformed Synod of 1914 and 1965 and as may be further amended by Synod from time to time;
  - (d) "Classical Ministry Committee" means the executive of the Classis as elected by the Delegates of the Classis and all of whom are individually deemed to be Directors pursuant to the Act and collectively deemed to be the Board of Directors pursuant to the Act;
  - (e) "Classis" means the legal entity incorporated as a corporation under the Act by Letters Patent dated the 25<sup>th</sup> day of April, 2008, and named CLASSIS QUINTE OF THE CHRISTIAN REFORMED CHURCH;
  - (f) "Classis Meetings" means any meeting of the Delegates of Classis, including the annual or special meetings of Classis, sometimes also referred to as Meetings of Delegates or Classis Meetings;
  - (g) "Committee" means a Committee of the Classis as established in accordance with this General Operating Bylaw but not the Classical Ministry Committee;
  - (h) "Committee Member" means a Member of a Committee of the Classis, but not a member of the Classical Ministry Committee;
  - (i) "Constitution" means the letters patent, the General Operating Bylaw and all other Bylaws;

- (j) "Delegates" means the elders, ministers and deacons of the Local Churches who are represented at Classis and who are the members of Classis under the Act.
- (k) "Denomination" means the Christian Reformed Church in North America (The Christian Reformed Church);
- (l) "General Operating Bylaw" means this Bylaw, any amendments thereto, and any other Bylaws of the Classis intended to amend or replace the General Operating Bylaw herein;
- (m) "Letters Patent" means the Letters Patent incorporating the Classis, as from time to time amended or supplemented by Supplementary Letters Patent;
- (n) "Local Church" means any of the area Christian Reformed Churches which make up the Classis in accordance with the Church Order.
- (o) "Minister(s)" means those serving as ordained Minister(s) of the Word in any church of the Denomination;
- (p) "Object" means the charitable Objects of the corporation as contained in the Letters Patent;
- (q) "Resolution" means a Motion passed by either Classis, or Members by a simple majority vote of fifty percent (50%) plus one (1) of those voting, unless the Act of this By-Law otherwise requires;
- (r) "Synod" means Synod of the Denomination; and
- (s) All other ecclesiastical terms or those having ecclesiastical connotation shall, where the context so permits, be interpreted and defined in accordance with the Church Order and Practice of the Christian Reformed Church.

## **SECTION 2**

### FUNDAMENTAL TERMS AND INTERPRETATION

- 2.1** Objects - This General Operating Bylaw and any other By-Laws of Classis shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Letters Patent of the corporation, which for purposes of this General Operating Bylaw are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating Bylaw are inconsistent with those contained in the Letters Patent or the Act subject to clause 2.3 herein, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

- 2.2** Interpretation - In this General Operating Bylaw and all other Bylaws and Resolutions of the Classis, unless the context otherwise requires, the following interpretations shall apply:
- (a) words importing the singular number include the plural and vice versa;
  - (b) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- 2.3** Conflict – Wherever a conflict exists between the provisions of this General Operating By-Law and the Church Order, the provisions in the Church Order shall take precedence and apply.
- 2.4** Headings - Headings used in this General Operating Bylaw are for convenience of reference only and shall not affect the construction or interpretation thereof.

### **SECTION 3**

#### **PROPERTY AND DIVISION**

#### **3.1 REAL AND PERSONAL PROPERTY OF CLASSIS HELD IN TRUST**

- 3.1.1** Property Held in Trust - The Classis shall hold all real and personal property exclusively upon the trusts described in the Objects as set out in the Letters Patent of Articles of Incorporation of this Classis, and as interpreted by the Synod of which this Classis is a member, subject to review on appeal by Synod.
- 3.1.2** Disposition of Property on Disbanding - In the event of the disbanding of this Classis, with the approval of Synod, and dissolution of this corporation, its remaining assets, if any, after the payment of its debts and expenses, shall be distributed to, and only to the Local Churches which together make up the Classis provided they are registered with the Canada Revenue Agency for the purpose of the Income Tax Act of Canada and have Objects similar to this corporation, in the manner proposed by the Classis, upon the advice of Synod and approved by the affirmative vote of a majority of the Classis.

### **SECTION 4**

#### **MEMBERSHIP**

- 4.1** The first Directors of the Classis shall be the initial members of the corporation. Thereafter, Membership shall be limited to persons interested in furthering the objects of the corporation who are selected as the Delegates voluntarily appointed by the Local Churches to attend Classis Meetings.
- 4.2** Membership is contingent on being voluntarily appointed as a Delegate by a Local Church which makes up the Classis in accordance with the Church Order.

- 4.3** Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.

## **SECTION 5**

### **CLASSIS MEETINGS**

- 5.1** Classis Meetings - There shall be Meetings of the Delegates at such time and place in Province of Ontario as determined by Classis. Classis shall generally meet every four months at such time and place as was determined by the previous classical meeting. Among other things, the purpose of the Classis meeting will be to do the following at least annually:
- (a) receive necessary reports from the Local Churches, Officers, and Committees;
  - (b) review the financial statements for the immediately preceding year, including the Auditor's report therein, and approve the budget for the upcoming year;
  - (c) appoint the auditors for the upcoming year; and
  - (d) transact any other necessary business including the election of the Classical Ministry Committee members, if necessary.
- 5.2** Quorum of Meeting – A quorum for the meeting of the Delegates shall be a majority of the number of the Delegates.
- 5.3** Other Special Meetings - At the request of all of the Members, other special Meetings of Members shall be called and convened within thirty (30) days of the request.
- 5.4** Special Election Meetings - Special Election Meetings shall be held at such time (at least once per year) and place as determined by Classis to do the following:
- (a) elect two Ministers and two elders for Synod; and
  - (b) transact any other business.
- 5.5** Notice of Classis Meetings - Notice of all Classis Meetings shall be given to Delegates by notice to the Local Churches at least one month prior to the date of the Classis Meeting. The notice for all Classis Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Delegates to form a reasoned judgement on the decision to be taken.

- 5.6** Waiver of Notice - A Member may waive notice of a Meeting of Delegates and attendance of any such Person at a Meeting of Delegates shall constitute a waiver of notice of the Meeting, except where such Person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 5.7** Omission of Notice - The accidental omission to give notice to any Member of any Meeting of Delegates or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member of the Classis shall not invalidate any Resolution passed or any process taken at any Meeting of Delegates, provided that no Member objects to such omission or irregularity. Objections must be in writing to the Chairperson and be submitted prior to the approval of the minutes of the meeting in question.
- 5.8** Chairperson - the Chairperson (or in his or her absence the Vice Chairperson or other designate as appointed by Classis) shall act as Chairperson of all Members Meetings and shall only be entitled to vote in: (a) the event of a tie vote (in which the Chairperson shall have the second or casting vote), or (b) in the event of a secret ballot.
- 5.9** Majority Vote - At all annual and special Meetings of Delegates, every question shall be determined by Resolution, being a simple majority vote of fifty percent (50%) plus one (1) of those Delegates voting who are present or represented by absentee ballot, unless otherwise provided for by the Act or elsewhere in the general operating Bylaw.
- 5.10** Voting Procedure - Every question submitted to any Meeting of Delegates shall be decided by voice vote or a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chairperson of the Meeting shall either by a show of hands or by secret ballot, as applicable, have the casting vote. At any Meeting, unless a secret ballot is provided, a declaration by the Chairperson that a motion has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chairperson or upon request of any member and shall be taken in such a manner as the Chairperson directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for secret ballot may be withdrawn.
- 5.11** Voting Rights - Voting at Meetings of Members may be given personally or, with respect to election of Directors only, by absentee ballot.
- 5.12** Attendance of Officebearers – Officebearers in Local Churches, who are not delegated, may attend Classis meetings and may be given an advisory voice at the discretion of Classis.

**SECTION 6**  
**OFFICERS**

- 6.1** The Officers of the Classis shall be:
- (a) Chairperson of Classis (President);
  - (b) Vice-Chairperson of Classis (Vice-President);
  - (c) Clerk; and
  - (d) Treasurer.

**SECTION 7**  
**DEFINITION OF OFFICERS**

- 7.1** The Chairperson - The duties of the Chairperson shall be as follows:
- (a) to call all meetings of the Classis;
  - (b) to preside at all such meetings as the Chairperson;
  - (c) to prepare agenda for all meetings of Classis in cooperation with the Classical Ministry Committee;
  - (d) as President of the Classis to call all Meetings of the Delegates in accordance with the procedures set out in the Church Order, and this Bylaw; and,
  - (e) to carry out such other duties as are directed from time to time by the Classis.
- 7.2** The Vice-Chairperson - The duties of the Vice-Chairperson of Classis shall be as follows:
- (a) in the event that the Chairperson of Classis is not able to function in his or her position then the Chairperson or President shall be replaced by the Vice-Chairperson of Classis who shall exercise all of the authority and comply with all of the obligations of the Chairperson;
  - (b) to carry out such duties as may from time to time be determined by Church Order, Classis, or the Delegates; and
  - (c) in his or her absence, the duties of the Vice-Chairperson shall be performed by such other Delegate of Classis who is assigned the duties of the Vice-Chairperson by Resolution of Classis.
- 7.3** Clerk - The Duties of the Clerk shall be as follows:

- (a) to assist in the preparation of agendas for Classis Meetings, schedule the business of Classis Meetings, such as the examination of ministerial candidates and make arrangements for the attendance of synodical deputies and so forth;
- (b) to faithfully note and record all of the business of Classis Meetings and present the minutes of previous meetings when called upon to do so;
- (c) to conduct all correspondence on behalf of the Classis arising out of such meetings;
- (d) to publish or cause to be published the time and place of all Classis Meetings with due notice;
- (e) to be the custodian of the seal of the Classis which he or she shall deliver only when authorized by Resolution of Classis to do so and to such Person or Persons as may be named in the said Resolution;
- (f) to be the custodian of all papers and documents of the Classis;
- (g) to carry out such other duties as directed from time to time by Classis or by the Delegates; and
- (h) in his or her absence, the duties of the Clerk shall be performed by such other member who is temporarily acceptable to the Classis upon a Resolution of the Classis.

**7.4** Treasurer - The duties of the Treasurer shall be as follows:

- (a) to be responsible for the disbursing of monies on behalf of the Classis;
- (b) to issue and sign cheques on behalf of the Classis;
- (c) to maintain payroll records;
- (d) to maintain accounts payable records;
- (e) to pay all accounts and authorized expenses by cheque whenever practical and possible;
- (f) to invest funds belonging to the Classis as directed by Classis;
- (g) to deposit the monies received by the Classis into the proper bank accounts;
- (h) to keep account of all monies received by the Classis and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Classis, including the following:

- (i) recording the Classis income and receipts;
  - (ii) recording the Classis fund disbursements;
  - (iii) preparation of monthly bank reconciliations; and
  - (iv) preparation of monthly bank statements.
- (i) to keep an accurate record of all contributions made to all funds of the Classis as exist from time to time;
  - (j) to ensure that no Delegate receives any remuneration for services on Classis from the Classis unless such monies are for purposes of reimbursing such Delegate for legitimate expenses incurred on behalf of the Classis;
  - (k) to carry out such other duties as directed from time to time by Classis or the Delegates; and
  - (l) in his or her absence, the duties of the Treasurer shall be performed by such Delegate or appointee who is temporarily acceptable to the Classis upon a Resolution of Classis.

## **SECTION 8**

### **APPOINTMENT AND ELECTION OF OFFICERS**

- 8.1** All Officers with the exception of the Treasurer and Chairperson shall be appointed by the Classis from among their members at the first meeting of Classis following election of Classis members during each fiscal year.
- 8.2** The Clerk and the Treasurer shall be appointed by Classis and the Treasurer may be but need not be a member of Classis.
- 8.3** Despite section 7.1(b), the Classis may appoint a minister serving on Classis to preside at all meetings of the Classis in rotation.
- 8.4** Remuneration for all officers, agents and employees and committee members be fixed by the board of directors by resolution.

## **SECTION 9**

### **TERM OF OFFICERS**

- 9.1** All Officers, other than the Clerk and the Treasurer, shall serve a one (1) year term of office.
- 9.2** An Officer may be re-appointed to any number of terms during the period he or she is a member of Classis.
- 9.3** The Treasurer may be appointed for such term of office as determined by Classis.

**SECTION 10**  
RESIGNATION OF OFFICERS

- 10.1** If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation shall be directed to the Classis at least thirty (30) days prior to the effective date of such resignation and the Classical Ministry Committee shall have the power to accept such resignation on behalf of the Classis.

**SECTION 11**  
VACANCY

- 11.1** The position of an Officer shall be automatically vacated if any of the following situations occur:
- (a) such Officer resigns his or her office by delivery of a written resignation to the Classis,
  - (b) the Officer ceases to be a Member of his or her Local Church which makes up the Classis;
  - (c) such Officer is found to be mentally incompetent or of unsound mind;
  - (d) such Officer becomes bankrupt;
  - (e) such Officer dies; or
  - (f) such Officer is removed from Office by a two-thirds (2/3) majority vote of Classis or in accordance with the Church Order.
- 11.2** If any vacancies should occur for any reason as set out in section 11.1 of the above, Classis by Resolution, may by appointment, fill the vacancy during the remaining term.

**SECTION 12**  
PROTECTION AND INDEMNITY TO DIRECTORS AND OFFICERS

- 12.1** Protection of Directors, Officers and Others - Except as otherwise provided in the Act, no Director or Officer of the Classis shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Classis through insufficiency or deficiency of any title to any property acquired by the Classis or for or on behalf of the Classis or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Classis shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any Person including any Person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies,

securities or other assets belonging to the Classis or for any other dealings with moneys, securities or other assets belonging to the Classis or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director or Officer's respective office or trust or in relation thereto unless the same shall happen through such Person's wilful neglect or default. The Directors and Officers of the Classis shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Classis, except as shall have been submitted to and authorized or approved by Classis.

**12.2** Indemnity to Directors and Officers - Every Director, Officer or any Member or Person (with "Person" in this section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Classis, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Classis from and against:

- (a) all costs, charges and expenses which such Director, Officer or any other Member or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

**12.3** Indemnity to Others - The Classis shall also indemnify any such Persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this By-Law to the extent permitted by the Act or law.

### **SECTION 13**

#### **CLASSICAL MINISTRY COMMITTEE**

**13.1** Classical Ministry Committee - The property and business of the corporation shall be managed by the Classical Ministry Committee, which shall be deemed to be the board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the Delegates at a Classis Meeting duly called for the purpose of determining the number of directors to be elected to the Classical Ministry Committee (board of directors). Directors must be individuals, 18 years of age, with power under law to contract.

- 13.2** Directors shall be elected for a term of 1 year(s) by the Delegates at an annual Classis Meeting.
- 13.3** Regular Meetings of Classical Ministry Committee - Subject to this Bylaw and Resolution of Classis the Classical Ministry Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. Meetings shall take place every four months at such time and place as executive may determine in accordance with a schedule of meetings determined by Classis at its first meeting following the election of the Classical Ministry Committee. Each member of the Classical Ministry Committee shall receive a written copy of the schedule of meetings.
- 13.4** Special Meetings - Special meetings of the Classical Ministry Committee may be called by the Chairperson of the executive committee by telephone or other verbal or written communication.
- 13.5** Notice of Meetings - Regular meetings of the Classical Ministry Committee shall be publicly announced prior to the meeting. Emergency meetings may be called upon 24 hour notice at the call of the Chairperson.
- 13.6** Quorum - A quorum for the meeting of the Classical Ministry Committee shall be a majority of the members of the Classical Ministry Committee.
- 13.7** The Chairperson of the Classical Ministry Committee shall be appointed by Classis upon recommendation of the Classical Ministry Committee.
- 13.8** Voting Rights - With the exception of the Chairperson, who shall vote only in the event of an equality of votes, all members of the Classical Ministry Committee shall have one vote.
- 13.9** A Classical Ministry Committee member may be removed by the majority vote of Classis.
- 13.10** Classical Ministry Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

#### **SECTION 14** STANDING COMMITTEES

- 14.1** The Classis by Resolution may establish such Standing Committees as it determines necessary from time to time.
- 14.2** The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the Classis from time to time.

- 14.3** Members on each Standing Committee shall serve without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

#### **SECTION 15**

##### **ELECTION AND TERM OF OFFICE ON STANDING COMMITTEES**

- 15.1** Classis may appoint members to the Standing Committees in such number and for such terms as Classis, by Resolution, may determine.

#### **SECTION 16**

##### **CHAIRPERSON OF STANDING COMMITTEE**

- 16.1** The Chairperson of each standing Committee shall be appointed from amongst the membership of a particular Standing Committee either by the Classis or by the membership at the first meeting of the Standing Committee during each year. The Chairperson may be but need not be a member of Classis.

#### **SECTION 17**

##### **SPECIFIC DUTIES OF STANDING COMMITTEES**

- 17.1** The specific duties of each Standing Committee shall be:
- (a) fulfill the mandate as approved by Classis;
  - (b) keep minutes of each meeting and make copies of all minutes available to Classis;
  - (c) prepare regular reports for the Classis;
  - (d) prepare an annual budget for presentation to Classis;

#### **SECTION 18**

##### **PROCEDURES FOR MEETINGS OF STANDING COMMITTEES**

- 18.1** Standing Committees shall meet at such times as determined by the Chairperson of the Committee, subject to the approval of the Classis.
- 18.2** The procedures to be adopted during the meetings of each Standing Committee shall be the same as those set out herein for Classis with modifications as necessary.
- 18.3** A quorum for the meetings of a Standing Committee shall be the majority of the members of the Committee.
- 18.4** With the exception of the Chairperson who shall vote only in the event of an equality of votes, all members of a Standing Committee shall have one vote.

#### **SECTION 19**

##### **REMOVAL OF MEMBERS FROM STANDING COMMITTEES**

- 19.1** Classis may remove any member from any Standing Committee for any reason upon a majority vote of Classis and may fill such vacancy by appointment.

**SECTION 20**  
RULES AND REGULATIONS

- 20.1** The Classis may adopt by Resolution such rules, regulations or guidelines not inconsistent with the Church Order, this general operating Bylaw or the Constitution relating to the management and operation of the Classis as Classis deems expedient.

**SECTION 21**  
FINANCIAL MATTERS AND AUDITORS

- 21.1** Fiscal Year End - Unless otherwise ordered by Classis, the fiscal year end of the corporation shall be the 31<sup>st</sup> day of December each year.

**SECTION 22**  
FINANCIAL STATEMENTS AND ANNUAL BUDGET

- 22.1** Classis is responsible for the annual preparation of the following:
- (a) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time; and
  - (b) an annual budget for the upcoming year prepared in consultation with the Chairperson of each Standing and Special Committee, and to include the budget and expenditures of at least the previous year.
- 22.2** The financial statements and the annual budget shall be forwarded to the Classis for approval at least two weeks prior to the annual Meeting of Delegates and shall thereafter be made available to the Delegates for review at least one week (including one Sunday) prior to the annual Delegates Meeting.
- 22.3** The financial statements and the annual budget shall be presented at the annual Meeting of Delegates for approval of the Delegates by Resolution.

**SECTION 23**  
AUDITOR

- 23.1** The Delegates shall at each annual Meeting of Delegates appoint one or two Auditors to hold office until the next annual Meeting of Delegates to do the following:
- (a) report to the Delegates on the fairness of the financial statements presented by the Classis or the Finance Committee at the annual Meeting of Delegates;

- (b) audit the financial statements, accounts, general fund of the Classis and other general funds which may be in existence from time to time and to submit the results of such audits to the Delegates at the next annual Meeting of Delegates;
- (c) act as a liaison between the Classis and any professional accountant retained by the Classis and to ensure that the recommendations of such accountant are implemented; and
- (d) to carry out such other duties as are directed from time to time by Classis or by the Delegates.

## **SECTION 24**

### **GENERAL PROVISIONS**

- 24.1** Corporate Seal - The seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Classis from time to time, shall be the seal of the Classis.
- 24.2** Execution of Documents - Contracts, documents or any instruments in writing requiring the signature of the Classis shall be signed by any two Officers, and all contracts, documents and instruments in writing so signed shall be binding upon Classis without further authorization or formality. Classis shall have the power from time to time by Resolution to appoint any two of its members, Officers or Person's on behalf of the corporation to specifically sign contracts, documents, and instruments in writing. Classis may give the Classis' power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of Classis. The seal of Classis when required may be affixed to contracts, documents, and instruments in writing as aforesaid by any Classis member, Officers or Persons appointed.
- 24.3** Head Office - The Head Office of the corporation shall be in the city of Whitby, in the Regional Municipality of Durham, in the province of Ontario.
- 24.4** Books and Records - Classis shall see that all necessary books and records of the Classis required by the By-Laws of the Classis or by any applicable statute or law are regularly and properly kept.

## **SECTION 25**

### **AMENDMENTS**

- 25.1** Amendments to By-law - The Bylaws of the Classis not embodied in the Letters Patent may be replaced or amended by Bylaw and enacted by a majority vote of the Classis voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least fifty percent (50%) plus one (1) of the Members voting who are present or represented by proxy at a Membership Meeting duly called for the purpose of considering the said Bylaw, provided that notice of such Members Meeting shall be given to Members of Classis at least three (3) weeks prior to the scheduled meeting date by mail or as otherwise determined by Classis provided

further that the notice shall state the proposed amendment and the purpose thereof, and provided further that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Ministry of Industry Canada has been obtained.

IN WITNESS WHEREOF, we the members of the Classis have hereunto set our hands this 25<sup>th</sup> day of April, 2008.

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Jake Kuipers, Chairman

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Irene Bakker, Clerk