

REASONS FOR/AGAINST INCORPORATION

ADVANTAGES

Become a Legal entity

= only individual members can be identified in the eyes of the law. A not-for-profit corporation has a legal status separate and distinct from its members. Members may come and go, but the corporation continues until it is dissolved or wound up. The not-for-profit corporation can enter into contracts, buy and sell property, etc. *

Become a more "official" body with whom individuals may align themselves.

There may be increased credibility with the government, funders, and the public.

* Protection of steering committee members in particular and all members in general. For example, legal action could be taken against individuals because of Gathering business and financially ruin them. Incorporated, action would be taken against 'The Gathering' and penalties limited to the sum of its assets. Steering Committee members still do have to behave as responsible citizens to be so protected.

* Facilitates the processes of:
banking,
achieving charitable status,
and the possibility of such as:
becoming an agency for facilitating the
issuance of marriage licences,
becoming a sponsor for group
insurance and benefit packages

DISADVANTAGES

* Incorporation carries the image of the corporate structure and a formality and rigidity which stands in contrast to what The Gathering is by its definition.

Any change to our 'Letters Patent' for incorporation, and some bylaws, require submission and approval by Industry Canada - Corporations Branch. Hence, we forfeit a degree of "freedom." However, The Gathering would not, in all probability, be making changes unfavourable to the government definitions and requirements.

Annual filing with Industry Canada is a bit of a nuisance.

Required to appoint an auditor (a volunteer is ok) and have our financial records audited and reported to a Gathering annually

Costs: Name Search \$ 15 each search
Affidavit Commissioner's fee \$25.
Incorporating fee \$200
Annual filing cost \$ 30

Some not-for-profit entities (excluding registered charities and smaller not-profit organizations) must file an annual information return with the Canada Customs and Revenue Agency.

Incorporated not-for-profits (except registered charities) must file an annual corporate income tax return.

There is a need to devote time and resources to maintaining corporate structure that would otherwise go to carrying out the desired purposes or activities of the organization

There are some constraints placed on the type of activity in which that the incorporated group or entity may engage.

The officers may not be paid salaries !!

* these are our prime considerations

DRAFT 4/15/04

APPLICATION FOR INCORPORATION of a CORPORATION WITHOUT SHARE CAPITAL under PART II of the CANADA CORPORATIONS ACT

To The Minister of Industry, Canada:

- I We, the undersigned, hereby apply for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

THE GATHERING OF BAPTISTS ("The Gathering")

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive.

II NAMES, ADDRESSES AND CALLING OF APPLICANTS

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

= list here all of the Steering Committee.

The said (names) will be the first directors of the Corporation.

III OBJECTS of the CORPORATION

The objects of the Corporation are

- = to teach, preach, share, promote, disseminate, advance, demonstrate and implement the love and the Gospel of Jesus, The Christ, under that understanding of the Christian Faith known traditionally as "Baptist." *(Advancement of Religion)*
- = to share of what it means to be Christian, to serve after the model of Jesus, and to know justice and peace for humanity in the circumstance of arising life issues. *(Advancement of Education)*
- = relief of disenfranchised, victimized, and/ or oppressed persons *(Relief of Poverty)*

IV VENUE of OPERATIONS

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

V HEAD OFFICE of THE CORPORATION

The Head Office of the Corporation shall be situated in Hamilton, Canada.

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VI BYLAWS

The by-laws of the Corporation are filed herewith and shall be those filed with this application for letters patent until repealed, amended, altered or added to.

VII NO GAIN TO MEMBERS

The corporation is to carry on its operations without pecuniary gain to its members (other than any reasonable remuneration paid to members who are also employees of the corporation) and any profits or other accretion to the corporation are to be used in promoting its objects.

Dated at the City of Hamilton in the Province of Ontario this ____ day of _____, 2004.

signatures of all applicants.

DRAFT 4/15/04

BYLAWS of THE GATHERING of BAPTISTS

OUR COVENANT and PROCESS for WORKING TOGETHER

☹☹ To aid in seeing what is changed, we have italicised and bolded changes from our "Covenant & Provisional Process" adopted at the Spring Gathering 2000. These will be removed in the final submission.

1. OUR COVENANT

☹☹ The following define the covenant under which the people of the Gathering of Baptists associate and serve:

1.1. **PURPOSE** We are Baptists gathering to foster wholeness, integrity, and responsible ministry following the example of Jesus.

1.2 **MISSION** Our aim is for the advancement of religion *and its practice* within that

understanding of the Christian Faith known as "Baptist."

We share a mission to seek, provide, protect and foster:

- . DISCERNMENT under the leadership of God's spirit.
- . JUSTICE FOR ALL which is the foundation of peace, and the vitality of peace is God's love.
- . AN EVANGELICAL PEOPLE sharing our faith stories.
- . A NON-JUDGEMENTAL FORUM promoting discussion of doctrinal and ethical questions and social issues.
- . AFFIRMATION AND PROMOTION OF EQUALITY, which includes gender equality, in all aspects of our lives.
- . AN ECUMENICAL SPIRIT and its prosperity.
- . ENCOURAGEMENT OF THE BAPTIST CONVENTION OF ONTARIO AND QUEBEC (BCOQ) AND CANADIAN BAPTIST MINISTRIES (CBM) so that BCOQ and CBM strive for the same values and mission.

1.3 **MANDATE** To create and foster open discussion (for ☹☹ *inspiration, encouragement*, exploration and correction) in our search to think, to love and to minister in harmony with God's will.

1.4 HISTORY & DISTINCTIVES

The first "Gathering" was in 1993 consisting of concerned Baptists, lay and clergy, within the BCOQ who felt a need to maintain contact with others who hold to similar principles and

understanding of what it is to be "Baptist."

We endorse and uphold such historic Baptist principles as:

- . PROCLAMATION OF JESUS' GOOD NEWS. God calls all people to repentance and faith, reconciliation and hope, healing and wholeness, social and economic justice.
- . SERVANT LEADERSHIP, following our Servant Lord.
- . SPIRIT OF COOPERATION, freely working with other believers who might express the

gospel differently....to page 2

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- . FREEDOM OF INTERPRETATION. Led by God's Spirit each person is free to interpret scripture.
- . RESPONSIBLE THEOLOGICAL EDUCATION; learning characterized by reverence for biblical authority which respects open inquiry and responsible scholarship.
- . FREEDOM OF THE LOCAL CHURCH. Under Christ's authority, each local church shapes its own life and mission.
- . FREEDOM OF CHURCH AND STATE, opposing efforts by either to use the other for its

own purpose.

1.5 OUR COVENANT

Members of The Gathering enter into a covenant with each other to:

- . support one another in prayer;
- . fully accept one another as God's people;
- . value diversity, inclusive governance and the democratic process;
- . be collegial in activities, and through Christian love, seek the spirit of tolerance and mutual respect;
- . congruently apply our faith to our lives.
- . hold the spirit of our Purpose, Mission, Mandate, and Distinctive statements as part of our Covenant and conduct all of our affairs under the primacy of this Covenant spirit.



Hence, this '*Covenant and Process for Working Together*' is to be appreciated as a guide to help Gatherers in the living out of our covenant, rather than as a *means* with which to coerce and control.

1.6 COOPERATION ☺☺ (new) *The Gathering, in the spirit of this covenant, encourages cooperation with other like-minded groups.*

2. MEMBERSHIP (☺☺ changed - please compare to original)

Membership is open to any individual, family, or congregation who wishes to be a member and who will affirm and uphold the Covenant of Section 1 above. Membership is effected by request, or by recommendation of a member and affirmation by the recommended. Members are requested to pay annual membership fees or to offer some other tangible support of our Covenant. Such individuals, families or congregations shall be placed on our membership/ mailing list.

Members are removed from membership at their request, or if no interest is demonstrated over a three year period.

Affiliate Membership may also be extended by individual members to interested persons who share Gathering interests and support the covenant. Such affiliates will then be placed on our mailing list designated "affiliate." An affiliate would choose such status due to the impracticality of their attending Gatherings (eg.. living abroad) to participate in discussion and voting.

Members shall be those on our mailing list not designated as "affiliate"

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2.1 MEMBERSHIP FEES

The payment of membership fees is regarded as a firm statement of concern and prayer support, and a means of helping pay for printings, mailings, expenses for Gatherings including expenses for speakers, office expenses, and other such costs of operation and mission as approved by The Gathering.

Fees are as established from time to time at a duly publicized Gathering.

3. MEETINGS ☺☺

There must be at least one meeting annually between July and December. The Gathering *usually* meets twice annually, Spring and Fall, on the last Saturday in April and October. It may meet at other times as approved at a meeting of The Gathering and published to the members. Such meetings are also known as "Gatherings." The Fall Meeting is considered to be the "Annual Meeting" of The Gathering.

Special meetings *of The Gathering* may be called by the Steering Committee, on majority vote or consensus of that Committee, providing four weeks notice is given in writing by the Steering Committee.

Notice is considered given whether by letter or newsletter, electronically, by regular post, or by hand delivery.

Meetings of The Gathering are to be conducted in the spirit of open discussion, listening, freedom, and openness to

the passions of smaller groups who wish to pursue projects in keeping with our Covenant.

Members will be advised of issues to be considered at least one week prior to the meeting.

The Gathering makes its decisions either by consensus or by majority vote of those in attendance, ***unless otherwise provided for in the Corporations Act or in these bylaws***. If consensus cannot be reached, the meeting will consider the advisability of not pressing forward with the issue or decision. However, if it is deemed by the Gathering that a decision must be made in spite of a diversity of opinion, then ***the matter will be put to the vote***.

Consensus is as judged by the Moderator that there is general agreement and that no member is prepared to rise on a statement of disagreement.

Proxy votes are not counted since attendance to discussion is considered vital.

Quorums for meetings are as defined in Policy Statement but shall be not less than ten members.

4. STEERING COMMITTEE (☹☹ “Board of Directors”)

The primary purpose of the Steering Committee is to embody, preserve, nurture and proclaim our covenant values, not only among themselves, but in the wider networks of their relationships.

A Steering Committee, consisting of members chosen by the body at its Fall Gathering, assumes ... to page 4

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oversight of assignments and planning as directed by the membership and makes recommendations to The Gathering at its meetings. It cannot speak for The Gathering. The Steering Committee, or any member of it, may not act for The Gathering in any way contrary to our Covenant. ***Committee members are eighteen years of age or older. A Gathering may remove a member from the Steering Committee.***

The Steering Committee has permission to add to or accept resignations from its number, as necessary. The Steering Committee also delegates from its body those who will serve in special functions. It has privilege to pursue and to delegate members to serve on committees. Committees serve only as needed and for purposes as agreed and recorded in minutes of a Gathering or Steering Committee.

Decisions are made by consensus or majority vote, under the same guidelines as used in Gatherings. The quorum is as defined in the "Policy Statements" but shall not be less than six members.

The time and place of meetings of The Steering Committee are at the call of the Moderator, but there shall be at least two per year, and all members shall be notified of meetings in a responsible fashion. Special meetings may be held and decisions made by electronic means.

Members of The Steering Committee will include the following:

Moderator
Vice Moderator
Past Moderator
Secretary
Treasurer

☹☹ ***Facilitating members (at least four additional)***

Officers are requested to serve a two-year term, arranged such that the Moderator and the Secretary do not retire simultaneously. Normally, the Moderator will not serve two consecutive terms. The Secretary and Treasurer terms are renewable.

MODERATOR

- presides at meetings of the Steering Committee and of The Gathering
- follows up on assignments and projects assigned to committees between Gatherings

VICE MODERATOR

- serves as moderator in the moderator's absence
- prepares to succeed the Moderator at end of term

PAST MODERATOR

- promotes nominations for offices and committees

SECRETARY

- maintains records of all meetings (Steering Committee and The Gathering Sessions)
 - maintains list of members and affiliates such that a mailing list can be available on short notice (see Policy Statement)

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- makes requests to churches for future Session locations
- maintains correspondence as necessary
- does whatever is necessary to keep things going!

TREASURER

- handles the monies of The Gathering
- maintains appropriate financial records

5. EXECUTION OF DOCUMENTS ☹☹

The authority to sign documents on behalf of The Gathering is as defined by Policy Statement.

6. NOMINATING COMMITTEE ☹☹

A Nominating Committee shall be appointed at the Fall Meeting of The Gathering to nominate, for presentation at the following Fall Meeting, candidates for the Steering Committee, Nominating Committee, **Auditor**, and other such positions as may from time to time be identified by Policy Statement.

The Nominating Committee shall consist of the Past Moderator and two members who are not, at the time of their term, serving on the Steering Committee.

7. FISCAL YEAR

The fiscal year begins January 1 and ends December 31st.

8. AUDITOR ☹☹

An auditor shall be appointed at the Fall Gathering to audit the financial records and report to the Gathering at the subsequent Fall Meeting. Should the Auditor be unable to conduct the audit, the Steering Committee shall appoint an alternate auditor.

9. POLICY STATEMENTS

General guidelines or agreements on policy shall be recorded in a set of "Policy Statements" to be maintained in accordance with actions of the Gathering which have been recorded in official minutes. These do not form part of the Bylaws but supplement them.

10. AMENDMENTS

Amendments to the constitution require a two-thirds majority vote at a duly called Gathering where an intention to amend has been published in the notice of meeting or proposed at a previous meeting.

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11. DISTRIBUTION of ASSETS on DISSOLUTION

Should The Gathering cease to exist without having assigned its assets before its dissolution, then any assets shall be assigned:

1. to one or more charitable institutions whose purpose is for the advancement of religion in general harmony with the Gathering's purpose, mission, mandate and distinctive; or
2. to a charity serving physical need (hunger or health);

either of which will be registered charities in Canada.

12. POWER TO BORROW MONEY, ETC. ☺☺ (new)

The Steering Committee is empowered to borrow up to an amount stated in a Policy Statement regarding financial obligations for operations for the good of its members; otherwise approval from a duly called Gathering meeting of the members is required.

Designated members of the Steering Committee may enter into financial agreements on behalf of the membership as defined in resolution of the membership at a Gathering.

13. INDEMNIFICATION ☺☺ (new)

The members of the Steering Committee shall be indemnified from and against any legal action resulting from the performance of their duties, except when the action results from willful neglect of those duties or violation of the Covenant of The Gathering.

☺☺ *In witness where of signatures of applicants*

- end -

POLICY STATEMENTS

POLICY: **STEERING COMMITTEE** — October, 2003

The membership of the Steering Committee shall consist of the following "functionaries":

Moderator Cam Watts
Vice Moderator..... Margie Bell
Past Moderator John Furry
Secretary Colleen Furry Clack
Treasurer Gary Caldwell
Newsletter Editor Michael Steeves
Facilitating Members ... Barbara Bishop, Merle Caldwell, Daphne Hunt, Ray Hobbs,
bob patterson-watt, Doug Perry, John Dickenson (honourary)

POLICY: **SIGNING AUTHORITIES** — 10/30/98

1. CHEQUE SIGNATURE required is that of the Treasurer or of one of two other officers named by resolution of The Gathering. Such resolutions must be published as a note in this policy statement.
Note: As of October 30th, 1998, there is no bank account in the name of The Gathering because we have no adopted "constitution" or terms of reference to file with a financial institution. Monies are held in cash or in Bank of Montreal account number 8033-424, Dundas, Ontario, under the name "Gary Caldwell" with him only as signing officer.
2. THE MODERATOR and/or SECRETARY may sign official documents on behalf of The Gathering but only as specifically directed or clearly implied at a Gathering (eg. if the Gathering agreed to set up a bank account in its name that would "imply" an official signing authority for that purpose).

POLICY: **MEMBERSHIP FEES** — 10/25/97

The Annual Membership fee is set at \$20 per member or family. One wishing to be recognized as a member but not financially able to pay the fee may have the fee waved simply by submitting a note of support without payment.

POLICY: **PRIVILEGES OF MEMBERSHIP** — 1997

Members benefit from reduced rates at meetings of The Gathering and receive special notices when appropriate. All Members and affiliates receive The Newsletter.

POLICY: **QUORUM FOR MEETINGS** — 4/24/04

The quorum for a meeting of The Gathering is 25 members.
The quorum for a meeting of the Steering Committee is 6 members.

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POLICY STATEMENTS (p.2 of 2)

POLICY: **MAILING LIST** — 1995

Those included on our mailing list are all members, affiliate members, plus persons who should be kept aware of our activities, such as staff and/or officers of similar organizations and our B.C.O.Q. Executive Minister, who may or may not be members.

POLICY: **CREATIVE CHILD CARE** — 5/14/99

Creative child care/a children's programme will be provided at all Gatherings where children have been pre-registered. An honorarium, as negotiated with the providers for the number of children involved, will be paid to the care/programme providers out of Gathering general operating funds. No registration/care fee will be charged.

POLICY:FINANCIAL OBLIGATIONS ☹☹ (new)

The Steering Committee is empowered to borrow up to \$1,000 for operations benefiting the membership without Gathering approval. It may also invest cash balances in low risk securities. Any other financial obligations, purchases of bonds or properties require direction from a duly constituted Gathering .