

GENERAL OPERATING BYLAWS OF CHRIST CULTURE FOUNDATION

A Bylaw relating generally to the conduct of the affairs of the organization enacted under the Canada Not-for-profit Corporations Act.

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ARTICLE 1 — NAME AND MISSION

1.1 Name

The name of the Corporation is Christ Culture Foundation (the “Foundation”).

1.2 Mission

The Mission and purpose of the Foundation is to advance God’s Kingdom through Biblical teaching, discipleship, innovation, and community impact, operating in a manner consistent with:

- The authority of Scripture;
- The character of Jesus Christ;
- The guidance of the Holy Spirit;
- The call to love God and love people;
- The example of the early Church working together in unity;
- The standard from God the Father to be harmoniously merciful and just; and
- The pursuit of excellence, creativity, and innovation, as ordained by God.

References in these Bylaws to “the Mission” shall be interpreted in accordance with this section.

1.3 Not-for-profit Purpose

The Foundation shall be carried out without the purpose of gain for its Members, and any profits or other accretions shall be used solely to further the Mission.

ARTICLE 2 — STATEMENT OF FAITH

The Foundation affirms the following Biblical principles as foundational to all governance, programs, and decisions:

- The Bible is the inspired and authoritative Word of God;
- One God exists eternally in Father, Son, and Holy Spirit;
- Salvation is a gift given by grace through faith in Jesus Christ;
- Jesus Christ is Lord, Saviour, and the model for Christian living;
- The command to love one another just as Jesus Christ loves us;
- The call and authority to preach the Gospel and make disciples of all nations; and
- That innovation is a God-given mandate to steward creativity for Kingdom impact.

All Directors, Officers, and Members must affirm this Statement of Faith.

ARTICLE 3 — MEMBERSHIP

3.1 Eligibility

Membership is open to individuals who:

- Profess faith in Jesus Christ;
- Affirm the Statement of Faith;
- Support the Mission; and
- Are unanimously approved by the Board.

An individual shall only be admitted as a Member upon applying to and receiving unanimous approval by resolution of the Board of Directors. The Board shall have absolute discretion over Member admissions, and its decisions shall be final.

3.2 Rights of Members

Members may:

- Vote at Members' Meetings;
- Nominate Directors;
- Receive reports and financial statements;
- Participate in ministry initiatives.

3.3 No Financial Gain

Members shall not receive financial gain strictly from membership. Members may be compensated for legitimate services rendered to the Foundation.

ARTICLE 4 — MEETINGS OF MEMBERS

4.1 Annual Meeting

Held once per year to:

- Elect Directors;
- Receive financial statements;
- Receive ministry reports;
- Conduct other business.

4.2 Special Meetings

May be called by:

- The Board;
- The Chair;

- A written request of at least 7% of Members.

4.3 Quorum

Quorum is 25% of Members or three Members, whichever is greater.

4.4 Decision-Making

Decisions are made by majority vote, except where the Act requires a special resolution.

ARTICLE 5 — BOARD OF DIRECTORS

5.1 Role

The Board governs the Foundation in accordance with:

- The Mission;
- The Statement of Faith;
- The Canada Not-for-profit Corporations Act; and
- These Bylaws.

5.2 Composition

The Board shall consist of a minimum of one (1) and a maximum of twelve (12) Directors, with the exact number to be determined from time to time by ordinary resolution of the Members or by resolution of the Board, provided it remains within these limits.

5.3 Qualifications

Directors must:

- Affirm The Mission;
- Affirm the Statement of Faith;
- Demonstrate Christian maturity; and
- Not be legally disqualified.

5.4 Term

Directors shall serve until their successor is elected, unless they resign or are removed.

5.5 Duties

Directors shall:

- Provide spiritual and strategic oversight;
- Ensure financial integrity;
- Protect doctrinal alignment;
- Promote innovation and excellence;

- Ensure compliance with all laws and policies; and
- Safeguard data and privacy.

5.6 Removal of Directors

A Director may be removed from office by an ordinary resolution of the Members at a Special Meeting called for that purpose.

The Board may only declare the office of a Director vacant if the Director:

- Dies or resigns by written notice;
- Is declared incapable by a court; or
- Changes status such that they no longer meet the qualifications of a Director as set out in Section 5.3.

ARTICLE 6 — OFFICERS

6.1 Officers

The Foundation shall have the Officers required by the Board from time to time. At minimum, the Board shall appoint a Chair and shall ensure that the duties of secretary and treasurer are assigned to one or more individuals, whether or not they hold those titles.

One individual may hold multiple Officer roles. The Board may appoint additional Officers as needed.

6.2 Duties

Officers shall carry out responsibilities assigned by the Board, including but not limited to:

- Spiritual leadership;
- Administrative oversight;
- Financial stewardship;
- Innovation strategy;
- Compliance and risk management.

ARTICLE 7 — COMMITTEES

The Board may establish committees, including but not limited to:

- Governance Committee;
- Finance & Audit Committee;
- Ministry & Discipleship Committee;
- Innovation & Technology Committee;
- Prayer & Spiritual Care Committee.

Committees operate under Board-approved terms of reference.

ARTICLE 8 — FINANCIAL MANAGEMENT

8.1 Fiscal Year

The fiscal year of the Foundation shall begin on January 1 and end on December 31 of each year.

8.2 Use of Funds

All funds of the Foundation shall be used to advance the Mission and shall not be distributed to Members as profits or dividends. Nothing in this section prohibits the Foundation from compensating Members, Directors, Officers, or other individuals for services rendered, provided such compensation is reasonable and approved in accordance with these Bylaws.

8.3 Compensation

The Foundation may pay reasonable compensation for services rendered, provided:

- It is not profit-sharing;
- It is approved by the Board;
- It aligns with CRA guidelines for charities (if applicable).

8.4 Director Compensation and Employment

A Director may also serve as an employee, contractor, or Officer of the Foundation and may receive reasonable compensation for services rendered.

A Director who is also an employee or contractor:

- Shall disclose their financial interest to the Board in accordance with the Act;
- Must recuse themselves from all debates and votes regarding their employment, compensation, or contract terms;
- Shall not be counted toward quorum during any portion of a meeting where their compensation is being decided.

Notwithstanding the above, if the Foundation applies for and is granted registered charity status under the Income Tax Act of Canada, this section shall automatically be modified to restrict Director compensation in accordance with CRA guidelines.

8.5 Audits

If required by law or by the Members, the Foundation shall appoint a public accountant.

ARTICLE 9 — INNOVATION AND STEWARDSHIP

The Foundation recognizes innovation as a form of stewardship and shall:

- Encourage creative problem-solving;
- Utilize technology ethically and securely;
- Protect personal data;
- Pursue excellence in digital ministry; and
- Foster research, development, and experimentation aligned with Scripture.

ARTICLE 10 — CONFLICT OF INTEREST

Directors and Officers must:

- Disclose conflicts;
- Recuse themselves from conflict-related decisions; and
- Act with integrity and transparency.

ARTICLE 11 — DISCIPLINE, RESTORATION, AND KINGDOM DISPUTE RESOLUTION

11.1 Standard of Conduct

All Directors, Officers, Members, and operational volunteers shall conduct themselves in a manner consistent with Scripture, the Mission, and the Statement of Faith. Restoration and reconciliation shall always remain the primary goals when addressing any behavioral or governance concerns.

11.2 Restorative and Disciplinary Measures

If a Director, Officer, Member, or operational volunteer acts contrary to the standards of the Foundation or disrupts its unity and Mission, the Board of Directors shall have the authority to implement progressive restorative or disciplinary measures. Depending on the nature and severity of the behavior, these measures may include, but are not limited to:

- **Counsel:** Providing direct, private Biblical guidance, accountability, and corrective instruction to help the individual correct their course.
- **Mediation:** Facilitating a structured, prayerful reconciliation process between the parties involved using trusted ministry leadership.
- **Suspension:** Temporarily removing the individual from their active duties, privileges, voting rights, or ministry access for a designated period to allow for personal reflection, evaluation, and restoration.
- **Removal:** Permanently terminating the individual's role, office, or Membership with the Foundation. Any removal of a Director or Member shall be executed in strict

compliance with the notice and voting requirements set forth in the *Canada Not-for-profit Corporations Act* and these Bylaws.

11.3 Covenant Against Secular Litigation (1 Corinthians 6)

In strict accordance with Biblical principles, the Foundation, its Directors, Officers, Members, and operational volunteers explicitly covenant and agree **never to initiate legal action against one another or against the Foundation in a secular court of law** over any internal matter, governance disagreement, operational issue, or intellectual property dispute arising from the activities or affairs of the Foundation.

11.4 Mutual Counsel and Prayer

In the event of any dispute, controversy, or claim arising out of or relating to the Bylaws, articles, or operations of the Foundation that cannot be resolved through everyday leadership channels, the parties involved shall first exhaust all efforts to resolve the matter privately through direct, collaborative counsel, prayer, and mutual concession.

11.5 Mandatory Binding Christian Arbitration

If a dispute cannot be resolved through mutual counsel, the parties agree to submit the matter to a process of Biblical mediation using neutral Christian leaders. If mediation fails to yield a mutually agreeable reconciliation, the matter **shall be settled exclusively by binding Christian arbitration** conducted by a mutually agreed-upon Christian arbitration body or neutral ministry leadership panel operating under Biblical rules of procedure.

11.6 Enforcement and Finality

The decision rendered through Christian arbitration shall be final and binding upon all parties involved. A judgment on the arbitration award may be entered in any court of competent jurisdiction solely for the physical purpose of legal enforcement of the ruling.

ARTICLE 12 — AMENDMENTS

These bylaws may be amended by special resolution of the Members, provided amendments:

- Align with Scripture;
- Uphold the Mission;
- Uphold the Statement of Faith; and
- Comply with the Act.

ARTICLE 13 — DISSOLUTION

Upon the dissolution or winding up of the Foundation, all remaining assets after the payment of all debts and liabilities shall be distributed to one or more Christian ministries

that are registered Canadian charities or qualified donees under the Income Tax Act of Canada, as determined by ordinary resolution of the Members.

ARTICLE 14 — ENACTMENT

These bylaws come into force upon approval by special resolution of the Members.

ARTICLE 15 — SIGNATURES

The following Directors hereby adopt and approve these Bylaws as of June 25th, 2026.

Ken Mearns

Kenneth Mearns, Director



Isaac Vejvoda, Director



Micah Toews, Director