

**BY-LAWS OF LOGE FRONTIERE/FRONTIER LODGE  
(1989 revision)**

**BY-LAW ONE:**     **NAME OF CORPORATION, SITUATION OF HEAD OFFICE AND CORPORATE SEAL**

**ARTICLE 1.**   **NAME:** The corporate name of the Corporation is LOGE FRONTIERE (and its English version, Frontier Lodge) hereinafter referred to as “The Corporation.”

**ARTICLE 2:**   **HEAD OFFICE:** The Head Office of the Corporation shall be at 1406 Route 141, in the Municipality of St. Hermenegilde, Province of Quebec, Canada.

**ARTICLE 3:**   **SEAL:** The corporate seal of the Corporation shall be circular in form, and bear the name of the Corporation and the year of its incorporation. Any member of the Board of Directors of the Corporation shall have the authority to affix the corporate seal to any document requiring the same.

**BY-LAW TWO:**     **AIMS AND IDEALS OF THE CORPORATION**

The Corporation came into being for the following purposes:

- (a) To promote the Gospel of Jesus Christ by any means available to the members, using the facilities of the Corporation.
- (b) To encourage persons of all ages, and particularly young people, to become committed Christians, and to this end, to provide facilities suitable for camps, retreats and other occasions when the Christian message shall be presented both by word and example.
- (c) To advance and promote other charitable purposes for the benefit of the public in a manner which the law would recognize as charitable.
- (d) To do all other things as are incidental and conducive to the attainment of the above objectives; and

THAT the directors and officers of the Corporation be, and they are hereby, authorized and directed to do, sign and execute all things, deeds, and documents necessary or desirable for the due carrying out of the foregoing.

**PURPOSES:** The purpose for which the Corporation is constituted are the following:

1. To establish, administer and run one or more summer camps where young people may spend their holidays in natural surroundings;
2. To establish premises conducive to relaxation and discussion, to encourage the study of the Bible, and to stimulate devotion to the person of Jesus Christ;
3. To collaborate with other organizations, whether incorporated or not, which have objects similar to whole, or in part, to the objects of the Corporation;
4. To do all such other things as are incidental or conducive to the attainment of the above objects.

**OTHER PROVISIONS:** In the event of dissolution of the Corporation for whatever reason, as soon as all the debts of the Corporation are paid, any remaining assets shall be paid to one or more recognized charitable organizations in Canada.

**1. APPLICANTS:** The applicants to who these Letters Patent are granted are:

<b>Name in full</b>	<b>Calling</b>	<b>Address</b>
Dr. Arthur C. Hill	Physician	309 Dufferin Avenue Sherbrooke, Quebec
Dr. Robert Paulette	Surgeon	420 Montreal Street Sherbrooke, Quebec
Joseph G. Kass	Chartered Accountant	117 Brook Crescent Pointe Claire, Quebec
Philip T. McKnight	Business Consultant	22 Linton Street Dollard Des Ormeaux, Quebec
Ashley A. Kimber	Executive	1405 Cap Eternite Duvernay, Laval, Quebec

2. **HEAD OFFICE:** The Head Office of the Corporation is at 309 Dufferin Avenue, Sherbrooke, Quebec

3. **BOARD OF DIRECTORS:** The provisional directors of the Corporation are: The Applicants

4. **IMMOVABLE PROPERTY:** The value of the immovable property that the Corporation may own is limited to: **\$2,000,000.00**

**BY-LAW THREE: MEMBERS**

**ARTICLE 1. STATEMENT OF FAITH:** All persons desiring to become members of the Corporation must subscribe to the Statement of Faith attached hereto as Annex "A", (attached) and must be admitted to membership by the Board of Directors.

**ARTICLE 2: RESIGNATIONS:** Any member may resign by addressing a written notice of his intention to do so to the Secretary of the Corporation.

**ARTICLE 3: EXPULSION:** The Board of Directors shall have the discretion and authority to expel any member, for any reason it deems sufficient, provided however that such member shall have been given an opportunity to present his case to the said Board of Directors.

**BY-LAW FOUR: MEETINGS**

**ARTICLE 1. MEETINGS:** Meetings of the members of the Corporation shall be held at such time and place as shall be determined by the Board of Directors, or by its President or Vice-President.

**ARTICLE 2. ANNUAL GENERAL MEETING:** The Annual General Meeting of the members of the Corporation shall be held each year within the Province of Quebec on such date as shall be determined by the Board of Directors and at such time and at such place within the Province of Quebec as shall be determined by the Board of Directors or by its President or Vice President. This general meeting shall be convened for the following purposes, among others:

- a) To receive the annual report of the Board of Directors, the balance sheet, the general statement of income and expenditures and the report of the auditor of the Corporation;
- b) To sanction and confirm the repeal, amendment or re-enactment of any by-laws requiring same;
- c) To appoint an auditor or auditors;
- d) To transact such other business as may properly come before the meeting.

**ARTICLE 3. SPECIAL GENERAL MEETING:** Special general meetings of the members of the Corporation maybe held at any time upon call of the President or Vice President or at the request of the majority of the Board of Directors.

The President or Vice President shall also call a special general meeting upon receipt, by either of them, of a petition signed by not less than one-half of the members of the Corporation setting forth the reasons for calling such a meeting.

Notice of such meeting shall be given to the members in the same manner as herein provided for that of the regular annual meeting, which notice shall specify the nature of the business to be transacted.

**ARTICLE 4. NOTICE OF MEETINGS:** Notice specifying place, day, and hour of each meeting of the members shall be mailed, postage prepaid, and addressed to the members at their respective addresses as they appear in the records of the Corporation at least seven (7) clear days prior to the date fixed for each meeting.

Irregularities in the notice or in the giving thereof, as well as accidental omission to give notice of any meeting, or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.

No notice of time, place or purpose of any meeting of the members, whether prescribed by law or by the ByLaws, need to be given to any members who attend in person or to any member who, in writing, filed with the records of the meeting, either before or after the holding thereof, waives such notice.

**ARTICLE 5. QUORUM:** Fifty percent (50%) of the members plus one (+1) registered with the Secretary at any given time shall constitute a quorum for any meeting of the members of the Corporation. The act of the majority of the members present at such meeting shall be the act of the members, except where the vote or consent of the greater number of members is required or directed by the laws of the Province of Quebec or by the Letters Patent incorporating the Corporation or Letters Patent supplementary thereto or by these By-Laws.

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Should a quorum not be present at any meeting of the members, those present shall have the power to adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum shall be present. At any such adjourned meeting, provided a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

**ARTICLE 6. VOTING:** At all meetings of the members, each member in good standing shall have the right to cast one (1) vote.

## **BY-LAW FIVE.**

### **BOARD OF DIRECTORS**

**ARTICLE 1. BOARD OF DIRECTORS:** The general direction and management of the affairs of the Corporation shall be vested in a Board of Directors consisting of between seven and eleven (7 and 11) (April 1988) hereinafter referred to as "Directors".

**ARTICLE 2. ELECTIONS:** The election of the members of the Board of Directors shall be held every two (2) years and shall take place at the Annual General Meeting of the Corporation. Members of the Board of Directors shall be elected from the members by a majority of the votes of the members cast at such meetings.

**ARTICLE 3. TERM:** Each member of the Board of Directors shall hold office for a term of two (2) years or until his successor is elected. No more than three (3) Directors can be replaced at a time, unless their replacement is necessitated by their death, or removal from the Province, or by their expulsion from the Corporation.

**ARTICLE 4. RESIGNATIONS:** Any member of the Board of Directors may resign at any time upon giving not less than thirty (30) days' notice of his intention so to do to the Secretary of the Corporation. No resignation shall be effective unless and until it is accepted by the Board of Directors and the said Board of Directors may unanimously waive the thirty (30) days' notice. A Director who fails without reasonable excuse to attend all regular or special Board meetings during the next twelve (12) preceding months shall be deemed to have resigned without formal notice, and he shall be replaced at the next annual meeting unless replaced by the remaining Directors before said meeting.

**ARTICLE 5. VACANCIES:** The Board of Directors may, by resolution, fill for the remainder of the term any vacancy in the Board of Directors howsoever caused.

**ARTICLE 6. POWERS:** The Board of Directors shall have full power and authority over the affairs of the Corporation and may do or procure the doing of all acts and things and the signing and execution of all agreements, documents, instruments and writings which the Board of Directors may from time to time deem necessary, useful or expedient for the purpose of carrying out and achieving the purposes and objects for which the Corporation has been formed, including, without limiting the generality of the foregoing:

- (a) Supervision and control of receipts, expenditures and accounts;
- (b) Election or appointment of officers, employees and agents and the determination of their duties, remuneration, term of employment and other provisions;
- (c) Enactment, adoption, amendment and repeal of By Laws;
- (d) Determination of policy and, in general, the administration, management, supervision and control of property, assets, operations and affairs of the Corporation

**ARTICLE 7. REMUNERATION:** The members of the Board of Directors shall not be entitled to receive any remuneration for their services as such.

**ARTICLE 8: MEETINGS AND NOTICES:** Immediately following the election of the members of the Board of Directors, there shall be held a meeting of such of the newly elected members of the Board of Directors as are then present, provided they shall constitute a quorum, without further notice, for the election and/or appointment of the officers of the Corporation and the transaction of such other business as may come before them.

Meetings of the Board of directors shall be held at such time and such place as shall be determined by the President or Vice-President or the Secretary of the Corporation. In the event that the President, Vice-President or Secretary shall fail to call a meeting of the Board of Directors when requested to do so by two (2) members of the Board of Directors, such members of the Board of Directors may themselves call such meeting.

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Notice specifying the place, day and hour of each meeting of the Board of Directors shall be served upon each of the members of the Board of Directors or left at his usual residence or usual place of business, or shall be mailed, postage prepaid, or sent by telegram or cable addressed to each of the members of the Directors at his address as it appears in the records of the Corporation seven (7) days prior to the date fixed for the meeting.

Any meeting of the Directors may be held at any time and place and for any purpose, without notice, whether prescribed by law or by the By-Laws, when all the members of the Board of Directors are present or when all members of the Board of Directors not present shall, in writing or by telegraph or cable filed with the records of the meeting, waive notice of any meeting either before or after the meeting is held.

The Directors shall hold the following three (3) regular meetings each year:

- (a) An Annual Meeting to be held within six months of the end of the fiscal year;
- (b) A meeting which shall include a review of the administrative staff, to be held prior to the start of the summer activities;
- (c) A Fall meeting to be held following the close of summer activities.

**ARTICLE 9. QUORUM:** The Directors may, from time to time, fix by resolution the quorum for its meetings, but until or unless otherwise fixed, the quorum required for the convening meetings be fifty percent (50%) of members plus one (+1).

#### **BY-LAW SIX.**

#### **OFFICERS.**

**ARTICLE 1. OFFICERS:** The officers of the Corporation shall consist of a President of the Board of Directors, one (1) Vice-President, one (1) Secretary and one (1) Treasurer. All officers of the Corporation shall be elected or appointed by a majority of the votes cast by the members of the Directors at the first or any subsequent meeting of the Board of Directors held after the election of its members. The Directors may also elect or appoint at any time and from time to time such other officers as the Directors from time to time deems expedient. All officers shall respectively perform such duties, in addition to those specified in the By-Laws of the Corporation, as shall, from time to time, be prescribed by the Directors.

**ARTICLE 2. PRESIDENT:** The President of the Directors shall be chosen from among the members of the Directors. He/she shall preside at all meetings of the members and at all meetings of the Directors. He/she shall be the Chief Executive Officer of the Corporation and shall exercise a general control of, and supervision over, its affairs, subject always to the direction of the Directors. He/she shall have other powers and duties as the Directors may from time to time determine.

**ARTICLE 3. VICE PRESIDENT:** The Vice President of the Directors shall have such powers and duties as may be assigned to him from time to time by resolution of the Board of Directors. In case of absence or disability of the President of the Directors, the Vice President may exercise the powers and perform the duties of the President of the Directors, the absence or disability of the President of the Directors shall be presumed.

**ARTICLE 4. SECRETARY:** The Secretary shall:

- (a) Keep the minutes of the meetings of members and of the Directors in books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of the By-Laws of the Corporation or as required by law;
- (c) See that all books, reports, certificates and all other documents and records required by law are properly kept and filed;
- (d) Perform all duties incidental to the office of Secretary and such other duties as may be assigned to him/her by the Directors;
- (e) Have custody of the seal of the Corporation.

**ARTICLE 5. TREASURER:** The Treasurer shall discharge his/her duties faithfully and shall:

- (a) Have charge and custody of, and responsible for, all funds, securities, books, vouchers and papers of the Corporation, except for such as are under the control of the Secretary, and deposit all such funds and securities in the name of the Corporation in such bank, trust company or other depositories as may be elected by the Directors;
- (b) Submit at each meeting of the Directors a cash statement showing receipts and disbursements and such information relative to the financial position of the Corporation as the members of the Directors may from time to time determine;
- (c) Render a detailed, audited, report of the conditions of the finances of the Corporation at the regular meeting of the Directors preceding the Annual Meeting of members, and render such other reports, audited or otherwise, as the Directors may require from time to time



- (d) Receive and give receipts for monies due and payable to the Corporation from any source whatsoever;
- (e) In general, perform all the duties incidental to the office of the Treasurer and such other duties as may be assigned to him/her from time to time by the Directors.

**ARTICLE 6. RESIGNATIONS:** Any officer may resign at any time upon giving not less than thirty (30) days' notice of his/her intention so to do to the Secretary of the Corporation. No resignation shall be effective unless and until it is accepted by the Directors. The Directors may unanimously waive the thirty (30) days' notice.

**ARTICLE 7. VACANCIES:** The Directors may, by resolution, fill for the remainder of the term any vacancy in the officers of the Corporation howsoever caused.

#### **BY-LAW SEVEN** ADMINISTRATIVE STAFF.

**ARTICLE 1. APPOINTMENT:** The Directors may from time to time appoint and remove such administrative officers as they deem necessary, and such administrative personnel, agenda, and employees, shall have such authority and perform such duties as from time to time may be prescribed by the Directors.

**ARTICLE 2. REMUNERATION:** The administrative personnel, counsellors, and staff shall normally carry out their responsibilities on a voluntary basis, except as determined by the Directors.

#### **BY-LAW EIGHT** FINANCIAL YEAR, ACCOUNTS AND AUDIT.

**ARTICLE 1. FINANCIAL YEAR:** Unless otherwise determined by resolution of the Directors, the financial year of the Corporation shall end on the thirty-first (31<sup>st</sup>) day of October each year.

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**ARTICLE 2. ACCOUNTS:** The Directors shall cause to be kept proper books of account with respect to all sums of money received and expended by the Corporation and matters in respect of which such receipts and disbursements take place, the assets and liabilities of the Corporation and all other financial transactions affecting the financial position of the Corporation.

The books of account shall be kept at the head Office of the Corporation or at such other place in the Province of Quebec as the Directors think fit, and shall, at all times, be open to inspection by the members of the Board of Directors.

**ARTICLE 3. AUDIT:** The appointment, rights and duties of the auditor or auditors of the Corporation shall be regulated by the laws governing the Corporation. At least once in every financial year the account of the Corporation shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by the auditor or auditors.

**BY-LAW NINE.**

**CONTRACTS, CHEQUES, DRAFTS, BANK ACCOUNTS:** All agreements, deeds, documents, drafts, vouchers, notes, bills of exchange or other negotiable instruments or other instruments requiring execution by the Corporation shall be signed by the President, Vice President, the Treasurer or any other member of the Directors as the Directors may otherwise authorize, from time to time, by resolution. Cheques shall be signed by the Treasurer and any one other member of the Board of Directors. Save as aforesaid or as otherwise provided in the By-Laws of the Corporation, no member of the Directors, officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit.

**BY-LAW TEN.**

**ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS:** The Directors may from time to time, enact or pass BY-Laws not contrary to law or to the charter of the Corporation for the purposes indicated in the laws governing the Corporation, and may repeal, amend or re-enact By-Laws of the Corporation, but every such By-Law (excepting By-Laws made ...cont'd

respecting agents, officers and servants of the Corporation) and every repeal, amendment or re-enactment thereof unless in the meantime confirmed at a special general meeting of the members of the Corporation duly called for that purpose, shall only have force until the next annual general meeting of the Corporation, and in default of confirmation thereat shall, at and from that time, cease to have force; provided, however, that every By-Law and every repeal, amendment or re-enactment thereof shall come into force only from the date of the publication in the Quebec Official Gazette of notice the approval thereof by the Provincial Secretary pursuant to the provisions of Section 225 of the Quebec Companies Act.

**Note on original copy of By-Law Ten:** *“may not now exist under the new companies act” J. Reynolds*

**BY-LAW ELEVEN.** GENERAL: Wherever in these By-Laws the context requires it, words importing the masculine gender shall include the feminine gender and words importing persons shall include firms, associations and corporations and vice versa, and words importing the singular number shall include the plural and vice versa.

**BY-LAW TWELVE.** BORROWING: The Directors are hereby authorized from time to time:

- (a) To borrow money and obtain advances upon the credit of the Corporation from any bank, upon such terms, covenants and conditions at such time, in such sums, to such an extent, and in such manner as the Board of Directors, in its discretion, may deem expedient;
- (b) To limit or increase the amount to be borrowed; provided, however, that notwithstanding any provisions with respect to the borrowing of money and the giving of security contained in the Letters Patent incorporating the Corporation, the Directors of the Corporation shall not, with the exception of bank loans, borrow money from any person, firm or corporation, without first obtaining approval of the members of the Corporation evidenced by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting duly called and held for that purpose.

**BY-LAW THIRTEEN.**

**DISSOLUTION OF THE CORPORATION:** If at any time the Corporation shall, for any reason, be dissolved, as soon as all the debts of the Corporation are paid, any money remaining shall be used to further endeavours of corporations that are registered as Canadian charitable corporations, and that are connected with that corporation known as the Christian Brethren Church in the Province of Quebec. Providing the above criteria are met, preference is to be shown in the distribution of these proceeds to those corporations engaged in promoting camping or similar activities among young people.

**BY-LAW FOURTEEN.**

**ADMINISTRATIVE STAFF/GENERAL DIRECTOR:** *(JUNE 1979 MINUTES)*

The General Director shall be appointed by, and responsible to, the Board of Directors. His duties shall include the overall general direction and coordination of Camp ministries (maintenance, program, kitchen, waterfront, health care, office), long term planning, leadership, recruitment and training, follow-up work, publicity and promotion, record keeping, fund raising and registrar work. His duties are described in Appendix 1 which will be reviewed by the Board when, and if, deemed necessary. (April 1988)

The General Director would normally be present at Board Meetings in an ex-officio capacity except as determined by the Board of Directors for special circumstances. (April 1988)

**RESOLUTION 2023-1 PASSED ON NOVEMBER 7, 2022 AMENDS BY-LAW TWO – OTHER PROVISIONS**

**IMMOVABLE PROPERTY:** The value of the immovable property that the Corporation may own is limited to: \$5,000,000.00

**RESOLUTION 2023-2** passed by the Board of Directors on Feb 27, 2023 and ratified by the AGM on April 1, 2023 adds Articles 10-14 to **BY-LAW FIVE**.

**ARTICLE 10.** The Board of Directors cannot be made up of owners or employees of private enterprises linked to the organization by property or service agreements.

**ARTICLE 11.** All administrators (on the Board of Directors) have the same rights, obligations and responsibilities.

**ARTICLE 12.** The Board of Directors must have at least one man and one woman on its board and it makes efforts to have equality and diversity in nomination of other members.

**ARTICLE 13.** Participation at a distance via electronic means and the adoption of signed resolutions is acceptable although meetings in person can take place where possible.

**ARTICLE 14.** Creation of permanent, ad hoc or other required committees will be expected as a necessary means in the administration of the organization.

## ANNEX "A"

### STATEMENT OF FAITH

#### WE BELIEVE:

- (a) In the verbal inspiration and divine authority of the Bible in every part as originally given. *11 Tim. 3:16***
- (b) In one God eternally existing in three equal persons: Father, Son and Holy Spirit. *Matt 3:16-17; 28:19***
- (c) That the Lord Jesus Christ, the eternal Son of God, was miraculously begotten of the virgin Mary; that His life was sinless and His teaching infallible, and that He is very God and very man. *John 1.1; 1John 3:5; 1Tim. 2-5***
- (d) That man is universally and utterly sinful by nature as a result of the "Fall" and that it is impossible for him to be saved by his own works or religious observances. *Rom. 3:23; Eph. 2:8-9; Rom. 5:19***
- (e) That on Calvary the Lord Jesus wholly and eternally paid the penalty for sin through the shedding of His blood; and any person who rests in faith on that finished work immediately enters into its benefit to his eternal salvation. *John 5:24; Heb. 10:14; John 19:30***
- (f) That God set His seal on the work of the Cross by raising the Lord Jesus Christ from the dead and seating Him at His own right hand in heaven, and that He in heaven represents His people as their only Great High Priest, Advocate and Intercessor. *1 Cor. 15: -17-20; Heb. 8: 1-2***
- (g) That the Holy Spirit operates in the conviction and conversion of the sinner and in the sanctification of the believer whom He indwells from conversion – teaching, leading and empowering for service. *John 16: 13-14; Eph. 1:13; 1Cor 6:19***
- (h) That all true Christians are priests to God and have equal and divine right to draw near to God in the Holiest and offer up spiritual sacrifices apart altogether from human authorization, ordination on appointment. *1Cor. 12-14; 1Peter 2:5***
- (i) That there is but one church and fellowship, the body and bride of Christ, composed of all those who accept Jesus as Saviour and confess Him as Lord. *Eph.1: 22-23; Eph. 2: 20-22; 1Cor. 12: 12-13***
- (j) That the Lord Jesus Christ will return to take away His redeemed people: *1Thess. 4:16; 1Cor. 15: 51-52; and subsequently to judge the world and set up His kingdom. Rev. 19: 11-16***
- (k) That God will judge all those who reject or neglect Him in this age, and that their portion will be hell and the lake of fire forever. *Heb. 9:27; Rev. 20: 11-15***