

**WOODVALE PENTECOSTAL CHURCH**

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**GENERAL OPERATING BY-LAW NO. 2**

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A By-law relating generally to the conduct of the affairs of

**WOODVALE PENTECOSTAL CHURCH**  
(the “Church”)

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**GENERAL OPERATING BY-LAW NO. 2**

A By-law relating generally to the conduct of the affairs of

**WOODVALE PENTECOSTAL CHURCH**  
(the “Church”)

**WHEREAS** the Church was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 24th day of May, 2006;

**AND WHEREAS** the Church has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

**NOW THEREFORE BE IT ENACTED** as a general operating By-law of the Church to take effect in accordance with section 15.01 as follows:

**SECTION I**  
**INTERPRETATION**

**1.01 Definitions**

In all By-laws and resolutions of the Church, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23*, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.
- (c) “Board” or “Board of Directors” or “Board of Deacons” means the Board of Directors of the Church, which shall be deemed to be the board of directors of the Church for the purposes of the Act.
- (d) “By-Law” or “By-laws” means this by-law and all other by-laws of the Church as amended and which are, from time to time, in force and effect.
- (e) “Chairperson of the Church” means the Chairperson of the Church in accordance with section 6.02, who shall be the chair of the board for the purposes of the Act or as otherwise provided for in this By-Law.
- (f) “Discipline” means actions taken seeking to reconcile individuals to one another through mutual forgiveness and/or reconciling individuals to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the

Church and shall be carried out in accordance with section 2.05 of this By-Law and the Operating Policies.

- (g) “Deacon” or “Director” means a member of the Board of Deacons of the Church and is a director for the purposes of the Act.
- (h) “Family members” means a person’s spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person’s spouse, who are living with and/or financially supporting or supported by the person.
- (i) “Member” means a member of the Church and “Members” or “Membership” means the collective membership of the Church, who have been admitted in accordance with section 2.02 of this By-Law.
- (j) “Officer” means an officer of the Church.
- (k) “Operating Policies” means the operating policies approved by the Board in accordance with section 12.06 of this by-law.
- (l) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (m) “Pastor” means the Senior Pastor of the Church as described herein.
- (n) “Pastoral Staff” means all Pastors and Staff Pastors of the Church.
- (o) “Proposal” means a proposal submitted by a Member of the Church that meets the requirements of section 163 of the Act.
- (p) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (q) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.
- (r) “Staff Pastor” means a person who is a member of the Pastoral staff, other than the Senior Pastor.

## **1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*; and

- (c) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### **1.03 Purposes and Statement of Faith**

This General Operating By-law and any other By-laws or Operating Policies of the Church shall be strictly interpreted at all times in accordance with and subject to the Purposes and Statement of Faith contained in the Articles of the Church, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof.

## **SECTION II** **MEMBERS**

### **2.01 Classes, Conditions and Qualifications of Membership**

Pursuant to the Articles, there shall be one (1) class of Members in the Church. Membership in the Church is only available to those persons who:

- (a) profess faith in Jesus Christ as their Saviour and Lord;
- (b) have evidenced agreement with the Statement of Faith in writing;
- (c) have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church and have covenanted not to engage in any activity or conduct, or seek any services from the Church, which are not in keeping with the formal teachings and Statement of Faith of the Church, or which would place the Church in a position where it might be required to support or advance a lifestyle or activity which the Church deems morally inappropriate;
- (d) are eighteen (18) years of age or older;
- (e) if a Member, would not be under the Discipline of the Church as set out in section 2.05; and
- (f) have been admitted into Membership in accordance with the By-laws and Operating Policies.

### **2.02 Admission of Members**

Application for Membership in the Church may be initiated by written request:

- (a) the applicant shall be provided with a complete copy of the Articles and By-Laws, including the Statement of Faith, with the request that the applicant read the said document in full;
- (b) the applicant may be expected to attend a new members class where the major tenets of our Statement of Faith plus the privileges and responsibilities of

membership will be discussed and declare themselves to be in agreement with the Statement of Faith of the Church;

- (c) the applicant shall sign a written application for Membership and declaration of his or her profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church;
- (d) once the Board is satisfied by Resolution that the applicant fulfills all the qualifications for Membership in the Church, then such person shall immediately be deemed to have become a Member.

### **2.03 Privileges, Rights, and Duties of Members**

Church Membership shall carry the following duties, privileges and rights:

- (a) the privilege to minister to one another's spiritual needs as part of the Body of Christ;
- (b) the privilege to participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Articles;
- (c) the duty to financially support the work of the Church as the Lord directs (tithes and offerings);
- (d) the duty to respect and submit to the spiritual authority and procedures of the Church;
- (e) the privilege to attend all public worship services of the Church, subject to section 2.05;
- (f) the privilege to participate in the ordinances administered by the Church;
- (g) the right to attend, speak and participate at all Meetings of Members; and
- (h) the right to a single vote at all Meetings of Members held at least ninety (90) days after admission.

### **2.04 Termination of Membership**

Membership in the Church is terminated when:

- (a) the Member dies;
- (b) if the Member is not under Discipline of the Church, the Member withdraws by delivering a written request to withdraw to the Board accompanied by an explanation of the reasons for the request for withdrawal and such Member may be given a letter of recommendation addressed to the Church to which the Member is relocating;
- (c) the Member is removed as a Member of the Church in accordance with section 2.05; or
- (d) the Church is liquidated or dissolved under the Act.



Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Deacon, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

## **2.05 Discipline of Members**

Christ's exhortation to watch over one another and to bear one another's burdens in the spirit of meekness and love shall be foremost in the minds of the Board in fulfilling its responsibility for the Discipline of Members. The primary aim of Discipline shall be the restoration of the offender to fellowship with God and with the Church. The Church has not only the right but the duty to practice such Discipline in a Christian manner. In administering Discipline, care shall be taken that the Members of the Church carry a worthy witness of their faith before the world both for the sake of the spiritual life of each Member and for the testimony of the Church.

The Board may suspend or remove any Member from the Church for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Church;
- (b) carrying out any conduct which may be detrimental to the Church as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the Church.

In the event that the Board proposes that a Member should be removed or suspended from Membership in the Church, no allegation giving rise to disciplinary action against a Member, shall be considered by the Church unless the procedure for Discipline, established by an Operating Policy of the Board, is followed. Further, if the Discipline determined by the Board involves termination of Membership, the loss of any rights of Membership, removal from an elected position within the Church, or any other similar disciplinary measure that is determined in the sole opinion of the Board by a Special Resolution of the Board to be a serious action (referred to as "a serious disciplinary action"), the Member shall be asked to agree to such serious disciplinary action. If the Member does not agree, such serious disciplinary action shall not be implemented until such time that it has first been referred to and approved by the Membership pursuant to the procedure set out in Operating Policy. Notwithstanding section 12.06, any Operating Policy relating to discipline of Members, or any amendments thereto, shall only be effective if approved by an Ordinary Resolution of the Members.

**SECTION III**  
**MEETINGS OF MEMBERS**

**3.01 Annual Meeting**

There shall be an annual meeting of Members at such time and place in Ottawa, Ontario, as determined by the Board during the month of February of each year, unless otherwise determined by the Board, and provided that the annual meeting be held not later than 15 months after holding the preceding annual meeting and no later than 6 months after the end of the Corporation's preceding fiscal year. The purpose of the annual meeting of Members will be to do the following:

- (a) receive necessary reports from the Officers, Committee chairs, the Pastor Staff, and the Board of Deacons;
- (b) review and approve the financial statements for the immediately preceding year, including the public accountant's report thereon, and the budget for the upcoming year;
- (c) appoint the public accountant by Ordinary Resolution for the upcoming year in accordance with the Act;
- (d) elect Members to the Board of Deacons by Ordinary Resolution as required for the next fiscal year; and
- (e) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

**3.02 Special Meetings**

The Board or Pastor may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**3.03 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Deacons and re-appointment of the incumbent public accountant, is special business.

**3.04 Notice of Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by affixing the

notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Church's activities is regularly posted and that is located in a place frequented by Members.

Notice of a meeting of Members shall also be given to each Deacon and to the public accountant of the Church during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Deacons may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 3.11.

### **3.05 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **3.06 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Deacons, the Officers, and the public accountant of the Church and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Church to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

### **3.07 Chair of the Meeting**

The chair of Members' meetings shall be the Pastor or the Chairperson of the Church if the Pastor is absent or unable to act. In the event that the Pastor and the Chairperson of the Church are absent or unable to act, then a Deacon appointed by Ordinary Resolution of the Board shall chair the meeting.

### **3.08 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be the lesser of ten (10%) percent of the Membership or fifty (50) Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means if the Church makes available communication facilities.

### **3.09 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

An Ordinary Resolution is required to remove a Senior Pastor. A Special Resolution is required to form an association or to decide upon actions related to Discipline of Members.

A seventy-five (75%) percent majority of votes is required to:

- (a) call a Senior Pastor;
- (b) amend the Articles or By-Laws of the Church; and
- (c) pass resolutions considering approval of any property or building transaction exceeding ten (10%) percent of the book value of the real property assets of the corporation.

An eighty-five (85%) percent majority of votes is required to consider a resolution to withdraw from affiliation with the Pentecostal Assemblies of Canada.

### **3.10 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Church makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Deacons or Members of the Church call a meeting of Members, those Deacons or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Church has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication

facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Church without it being possible for the Church to identify how each Member voted.

### **3.11 Proposals at Annual Meetings**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Church notice of any matter that the Member proposes to raise at the annual meeting (a “Proposal”). Any such Proposal may include nominations for the election of Deacons if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Church shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

### **3.12 Rules of Order**

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chair of the meeting with the assistance of the parliamentarian, if any, in accordance with the most current edition of *Robert’s Rules of Order*.

## **SECTION IV DEACONS**

### **4.01 Powers**

Subject to the Act and the Articles, the spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Board of Deacons.

### **4.02 Number of Deacons**

The Board shall consist of between the minimum and maximum number of Deacons specified in the Articles. The precise number of Deacons on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Deacons to determine the number of Deacons, by resolution of the Board. At least two (2) of the Deacons shall not be Officers and none may be employees of the Church or its affiliates.

#### **4.03 Qualifications**

Each Deacon shall be an individual who is not less than twenty-three (23) years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an “ineligible individual”, as defined in the *Income Tax Act*, shall be a Deacon. Each Deacon shall be a Member of the Church and:

- (a) shall have been a Member in good standing of a Pentecostal Assemblies of Canada church for the previous five (5) years and of the Church for the previous two (2) years, during which time they shall have served on a major committee or in a ministry/department of the Church for not less than one (1) year;
- (b) if married, the spouse shall also be a Member;
- (c) his or her spouse, father, mother, child, brother or sister, or spouses of such family members may not also be a Deacon or a member of the Pastoral Staff;
- (d) shall fulfill the spiritual qualifications of a Deacon listed in Acts 6:3 and I Timothy 3:8-15;
- (e) shall be of good report and sound judgement, examples to the congregation in matters of stewardship (tithing and offerings), church attendance and spiritual maturity, and seeking constantly, as sanctified vessels, to be filled with the Holy Spirit (Acts 2:4; Eph. 5:18);
- (f) shall be in full agreement with the Articles and By-Laws;
- (g) shall recognize that membership on the Board of Deacons is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (h) shall recognize that membership on the Board of Deacons is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed;
- (i) save and except where permitted by law, the person and his or her spouse, father, mother, child, brother or sister, or spouses of such family members, shall not be an employee, agent or individual that is receiving remuneration either directly or indirectly from the Church; and
- (j) the person and his or her spouse shall not be the public accountant, and in the case of the spouse, a Deacon.

#### **4.04 Election of Deacons and Term**

- (a) Subject to the Articles, Deacons shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Deacons is required. The process for elections shall be set forth in Operating Policies and shall take into consideration the report of the Nominating Committee.
- (b) The terms of office of Deacons shall be three (3) years or as determined by Ordinary Resolution of the Members.

- (c) The Deacons shall be elected and shall retire in rotation every three (3) years. At the first meeting of Members immediately after passage of this By-law, one-third (1/3) of the Board shall be elected to hold office until the close of the third annual meeting of Members next following, one-third (1/3) shall be elected to hold office until the close of the second annual meeting of Members next following and one third (1/3) shall be elected to hold office until the close of the third annual meeting of Members next following. Subsequently at each annual meeting of Members thereafter, members of the Board shall be elected to fill the position of those members of the Board whose term of office has expired and each Deacon so elected shall hold office until the close of the third (3<sup>rd</sup>) meeting of Members after his or her election.
- (d) If Deacons are not elected at a meeting of Members, the incumbent Deacons shall continue in office until their successors are elected.
- (e) No Deacon shall serve more than two (2) consecutive terms. Upon completion of the maximum term on the Board, a minimum of one (1) year absence is required before being eligible for re-election to the Board.

#### **4.05 Ceasing to Hold Office**

A Deacon ceases to hold office when the Deacon dies, resigns, is removed from office by the Members in accordance with section 4.07, or no longer fulfils all of the qualifications to be a Deacon set out in section 4.03, as determined in the sole discretion of the Board.

#### **4.06 Resignation**

A resignation of a Deacon becomes effective at the time a written resignation is sent to the Church or at the time specified in the resignation, whichever is later.

#### **4.07 Removal**

The Members may, by Ordinary Resolution passed at a meeting of Members, remove any Deacon from office before the expiration of the Deacon's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Deacon so removed, failing which such vacancy may be filled by the Board.

#### **4.08 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number of the minimum or maximum number of Deacons, or from a failure of the Members to elect the number of Deacons required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Deacons required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Deacons then in office, any Member may call the meeting.

A Deacon appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

#### **4.09 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of Deacons (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

#### **4.10 Conflict of Interest**

##### **(a) Prohibition**

Save and except where specifically permitted by law and as approved by the Board, a Deacon and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Church in which the Deacon or any of his or her family members has any direct or indirect personal interest, gain or benefit.

##### **(b) Disclosure**

Any Deacon who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Church as described in section 4.10(a), whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

##### **(c) Material Interest**

Notwithstanding the provisions in section 4.10 herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Church unless the direct or indirect personal interest, gain or benefit of the Deacon in such contract, business transaction, financial arrangement or other matter is of a material nature.

The phrase “material nature” shall mean that the Deacon in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law concerning conflict of interest of Deacons as fiduciaries and the provisions of the Act.



(d) Procedure Where Disclosure

The Chair of the Board shall request any Deacon who has declared a direct or indirect (i.e. through his or her family members) personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Church, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Deacon has a direct or indirect personal interest, gain or benefit in contravention of this section 4.10, save and except where permitted by law and approved by a Resolution of the Board, such Deacon shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board Resolution to that effect.

**4.11 Confidentiality**

Every Deacon, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

**4.12 Indemnification**

The Church shall provide present or former Deacons or Officers with the indemnification described in section 151 of the Act.

**SECTION V**  
**MEETINGS OF DEACONS**

**5.01 Regular Meetings**

Regular meetings of the Board of Deacons shall be held at such time and place as shall be determined by the Chairperson of the Church but not less than eleven (11) times a year. The Pastor and Staff Pastors shall be invited to all regular meetings of the Board of Deacons. The dates for the Regular Meetings may be published in a schedule by the Chairperson of the Board and distributed to all members of the Board of Deacons as soon as possible after each special election Meeting of Members. No other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

**5.02 Special Meetings**

Special meetings of the Board of Deacons may be called by the Chairperson of the Church upon written notice or upon written request of any two (2) members of the Board of Deacons or the Pastor to the Chairperson of the Church who shall then give notice of a special meeting of the Board of Deacons as soon as possible thereafter.

**5.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 11.01 of this By-law to every Deacon of the Church, the Pastor, all Staff Pastors and Officers, not less than 48 hours before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Board shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

**5.04 Waiver of Notice**

A Deacon may waive notice of a meeting of the Board of Deacons and attendance of any Deacon at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**5.05 Omission of Notice**

The accidental omission to give notice of any meeting of the Board of Deacons to or any irregularity in the notice of any such meetings, or the non-receipt of any notice by, any Deacon shall not invalidate any Resolution passed, or any proceeding taken at such meeting, provided that no Deacon objects to such omission or irregularity within thirty (30) days of the relevant meeting.

**5.06 Chair of meetings of the Board**

The Chair of meetings of the Board of Deacons shall be:

- (a) the Chairperson of the Church;
- (b) if the Chairperson of the Church is absent or unable to act, then the Vice-Chairperson of the Church; and
- (c) if the Chairperson and all Vice-Chairpersons of the Church are absent or unable to act, then a Deacon appointed by Resolution of the Board.

**5.07 Quorum**

A majority of the number of Deacons determined in accordance with section 4.02 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Deacons may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

**5.08 Voting Rights**

All members of the Board of Deacons shall each have one (1) vote. All questions arising at any meeting of Deacons shall be decided by a Resolution of the Deacons present and voting, unless the Act or the By-laws otherwise provide. A Deacon shall be considered to be present at a meeting of Deacons if such Deacon attends the meeting of Deacons either in person, by telephone conference call or by electronic means. In the case of an equality of votes, the Chair of the Board shall have the second or casting vote.

**5.09 Voting Procedures**

At all meetings of the Board of Deacons, every question shall be decided by a show of hands if required by the Chair of the Board or requested by any Deacon. When a recorded vote on the question is required by the Chair of the Board or requested by any Deacon, the Secretary shall record the names of the Deacons and whether they voted in support or opposition. A declaration by the Chair of the Board that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number or proportionate votes recorded in favour or against the Resolution. If secret ballots are utilized at any meeting, such secret ballots are to be destroyed following the completion of the meeting.

**5.10 Minutes**

The Board of Deacons shall keep written minutes of each meeting. The Board of Deacons shall appoint a Deacon to prepare and maintain such minutes. The Members may examine the portions of any minutes of meetings of Deacons or of Committees of Deacons that contain disclosures under section 141 of the Act, and of any other documents that contain those disclosures, during the Church's usual business hours.

**5.11 Meetings by Telephone or Electronic Means**

If all of the Deacons consent, a Deacon may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Deacon participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

## **5.12 Resolutions in Writing**

A resolution in writing, signed by all the Deacons entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Deacons.

## **SECTION VI** **OFFICERS**

### **6.01 Appointment**

The Board may designate the offices of the Church, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Church. A Deacon may be appointed to any office of the Corporation. An Officer may, but need not be, a Deacon unless this By-law otherwise provides.

### **6.02 Description of Officers**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Church, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith:

- (a) **Chairperson of the Church** - The Chairperson of the Church shall be a Deacon. The Chair of the Church shall, when present, preside at all meetings of the Board and, if the Pastor is absent, all meetings of the Members.
- (b) **Vice-Chairperson of the Church** - The Vice-Chairperson of the Church shall be a Deacon. If the Chairperson of the Church is absent or is unable or refuses to act, the Vice-Chairperson of the Church, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary** - If appointed, the Secretary shall attend all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Church's minute book, minutes of all proceedings at such meetings and the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Deacons, the public accountant and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Church. The Secretary may not be another Officer, the public accountant, Treasurer, or the spouse of any of the same.
- (d) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Church; whenever required, the Treasurer shall render to the Board an account of all such

person's transactions as Treasurer and of the financial position of the Church. The Treasurer may not be another Officer, the public accountant, or the spouse of any of the same.

The duties of all other Officers of the Church shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **6.03 Term of Office**

Officers shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **6.04 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Church. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Deacon (if a necessary qualification of this appointment);
- (d) such Officer, in the opinion of a Special Resolution of the Board and confirmed by a Special Resolution of the Members at a Meeting of Members called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to scriptural authority and procedures set out in the Articles and By-Laws;
- (e) such Officer is determined by a seventy-five (75%) Resolution of the Board of Deacons to be unfit to hold office as an Officer of the Church for any reason; or
- (f) such Officer's death.

If the office of any Officer of the Church shall be or become vacant, the Board may appoint a person to fill such vacancy.

## **SECTION VII** **PASTOR, STAFF PASTORS AND STAFF**

### **7.01 Qualifications of Pastoral Staff**

The Pastor and all Staff Pastors must hold credentials or be in the process of obtaining credentials from the Pentecostal Assemblies of Canada or be persons of whom the District Executive Officers of the Pentecostal Assemblies approve.

### **7.02 Definition and Duties of the Pastor**

The Pastor shall be the primary spiritual overseer of the Church and shall be deemed by virtue of his or her position to be a Member of the Church. The duties and rights of the Pastor shall be as follows:

- (a) the duty to provide spiritual leadership for the Church and to work in co-operation with the Board of Deacons in implementing such spiritual leadership;
- (b) the right to be an *ex-officio* member with power to vote (or appoint a designate without power to vote) on all Committees and boards of the Church, with the exception of the Board of Deacons; and
- (c) the right to receive notification and minutes of all meetings of the Board of Deacons, to be present and fully participate at all such meetings, provided that, except where permitted by law, the Pastor shall not be a Deacon nor have a vote thereon and shall not be present when the Board of Deacons is discussing his or her position, salary or benefits, but may in the discretion of the Board be present when the Board of Deacons is discussing other aspects of his or her position.

### **7.03 Definition and Duties of Staff Pastor**

If the Pastor so requests, Staff Pastors may be called by resolution of the Board of Deacons for the purpose of undertaking such ministries as the Pastor and the Board determines are necessary for the Church. Various public titles such as Associate Pastor or Assistant Pastor may be assigned for a Staff Pastor upon recommendation by the Pastor and resolution of the Board of Deacons. A Staff Pastor by virtue of his or her position shall be deemed to be a Member of the Church. The duties of a Staff Pastor shall be as follows:

- (a) the duty to fulfill the ministry description established for his or her position by the Board; and
- (b) the duty to be subject to the authority and direction of the Pastor.

### **7.04 The Calling of Pastoral Staff**

- (a) Whenever a vacancy in the position of Pastor occurs or the Board of Deacons determines that a Pastor is to be called, the Board shall determine the procedure to be followed in relation to the calling of candidates to fill such vacancies.
- (b) A Pastor shall be called if a candidate is approved by a seventy-five percent (75%) Resolution of the Board of Deacons voting at a meeting duly called for that

purpose and sanctioned by an affirmative Resolution of the votes cast at a Membership Meeting duly called for the purpose of considering the calling of a Pastor, as specified in section 3.09.

- (c) The Board of Deacons shall have the full power to call Staff Pastors without the need for approval by the Members of the Church, having first taken into consideration what is in the best interest of the Church as a whole and the special qualifications required by the Pastor.

#### **7.05 Resignation of Pastoral Staff**

If the Pastor or a Staff Pastor wishes to resign, he or she shall first notify the Board in writing together with an explanation and shall provide no less than thirty (30) days notice prior to the effective date of his or her resignation, unless there are extraordinary circumstances. The District Superintendent must also be immediately notified. Such resignation will be deemed to include a resignation by the Pastor or Staff Pastor as a Member of the Church and where applicable, as an ex-officio Member on all Committees.

#### **7.06 Removal of Pastoral Staff**

The Pastor may be removed in keeping with the provisions of the District Constitution of the Pentecostal Assemblies of Canada by the following procedure:

- (a) When difficulties have arisen between the Pastor and the Church which do not involve the credentials of the Pastor but only their position as Pastor and which apparently cannot be resolved at the local level, the Pastor, the Church Board, or the Membership with a signed petition of not fewer than one-third (1/3) of the Membership, shall have the right to appeal to the District Executive.

If a satisfactory settlement cannot be reached, the District Superintendent shall call a congregational meeting, to be chaired by the District Superintendent or their authorized representative. The chair may call for a vote of confidence in the Pastor.

For the Pastor to retain the position as pastor, a majority specified in section 3.09 is required. If such is not achieved, the Pastor's duties shall be terminated immediately.

- (b) Charges in matters involving the Pastor's right to hold Pentecostal Assemblies of Canada credentials, their morality, integrity, or doctrinal soundness, must be made to the District Executive in writing, and properly signed by the one who is willing to appear in person and give testimony concerning the charges. Charges thus preferred against a credential holder shall be dealt with according to provisions made in the General Constitution and By-Laws of The Pentecostal Assemblies of Canada.

**7.07 Vacancy**

When the position of Pastor becomes vacant, the Church Board shall arrange to supply the pulpit with suitable ministry until such time as a new Pastor has been duly installed.

**7.08 Salary of Staff Members**

The salary of the Pastor, Pastoral staff and all employees will be reviewed by the Board of Deacons annually. This shall be completed prior to the completion of the Budget process. The total of all compensation including salaries and benefits shall be reported in the Church budget.

**SECTION VIII  
COMMITTEES**

**8.01 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure. The standard terms of reference for Committees of the Church shall be set forth in Operating Policies.

**8.02 Nominating Committee**

The Board of Deacons shall establish a Nominating Committee consisting of the Senior Pastor, three (3) voting Members of the Church, who are not employees of the Church, and a continuing Deacon or outgoing Deacon who is not eligible for nomination, for the purpose of preparing and submitting a slate of nominations for elections at the next special election meeting of Members. The slate of nominations shall include nominations for the Board of Deacons, and other Church positions as the Board of Deacons determines are needed from time to time. The Nominating Committee shall ensure that all persons being nominated are qualified and as such obtain the consent of all nominees before presenting their names to the Church.

**SECTION IX  
ORDINANCES AND PRACTICES**

**9.01 Ordinances**

The ordinance of baptism by immersion in water (Matt. 28:19), shall be administered upon request to all those who have repented of their sins, and have believed on the Lord



Jesus Christ to the saving of their souls, and who give clear evidence of their salvation (Rom. 6:3-5; Col. 2:12).

The ordinance of the Lord's Supper shall be regularly observed as enjoined in the Scriptures (Luke 22:19-20; 1 Cor. 11:23-26).

## **9.02 Practices**

Practices shall include:

- (a) Dedication of Children
- (b) Prayer for the Baptism with the Holy Spirit
- (c) Prayer for the Sick and for other personal needs
- (d) Christian Marriage
- (e) Christian Burial of the Dead

## **SECTION X RESPONSIBILITIES OF AFFILIATION**

### **10.01 Financial support of International and District Offices**

Recognizing the important services rendered to this congregation by the International and District offices of The Pentecostal Assemblies of Canada, this Church therefore accepts the principles of financial support of the International and District offices.

This shall be done in accordance with the General Conference resolution that each local assembly forward an amount equal to ten (10%) percent of its general fund offerings (does not include missionary offerings, building fund, or any other special fund) to the District office at regular intervals. From these funds it is understood that the District will forward ten (10%) percent to the International Office for administrative costs.

### **10.02 Missionary Program**

Accepting our responsibility under the Great Commission of the Lord Jesus Christ, as stated in Matthew 28 and Mark 16, this Church shall support the missionary program and policy of the Pentecostal Assemblies of Canada, and shall remit one missionary offering each month for this purpose.

### **10.03 Moving and Conference Expenses**

The Church assumes the responsibility of paying the reasonable moving expenses of an incoming Pastor and Pastoral Staff, and the Pastor, Pastoral Staff and official delegates' expenses incidental to attending the District and National Conferences.

## **SECTION XI** **NOTICES**

### **11.01 Method of Giving Notices**

Subject to sections 3.04 and 5.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise, to a Member, Deacon, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Church or in the case of notice to a Deacon to the latest address as shown in the last notice that was filed by the Church in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Deacon, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Deacon or Officer of the Church to any notice or other document to be given by the Church may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **11.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **11.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Church shall not be required to give any further notices to such Member until such Member informs the Church in writing of his or her new address.

### **11.04 Omissions and Errors**

The accidental omission to give any notice to any Member, Deacon, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Church has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **11.05 Waiver of Notice**

Any Member, proxyholder, Deacon, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

## **SECTION XII FINANCIAL AND OTHER MATTERS**

### **12.01 Financial Year**

Unless otherwise changed by Ordinary Resolution of the Board, the financial year end of the Church shall be the 31<sup>st</sup> day of December in each year.

### **12.02 Banking Arrangements**

The banking business of the Church shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Deacons may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Church and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **12.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Church may be signed by any two (2) of its Officers or Deacons. In addition, the Board may from time to time direct the manner in which and

the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Deacon or Officer may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

**12.04 Public Accountant and Level of Financial Review**

The Church shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

**12.05 Annual Financial Statements**

The Church shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act to Corporations Canada and to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Church may give notice to the Members stating that such documents are available at the registered office of the Church and any Member may request a copy free of charge at the registered office or by prepaid mail.

**12.06 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Church relating to such matters as terms of reference of committees and duties of Officers, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**12.07 Church Association**

The Church may associate with such organizations and associations as the Members may determine from time to time by a Special Resolution at a Membership meeting duly called for that purpose.

**SECTION XIII  
DISPUTE RESOLUTION**

**13.01 Mediation and Arbitration**

Disputes or controversies among Members, Deacons, Pastors, Officers, Elders, committee members, or volunteers of the Church are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in section 13.02 of this By-law.

### **13.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among Members, Deacons, Pastors, Officers, committee members or volunteers of the Church arising out of or related to the Articles, By-laws, Operating Policies of the Church, or out of any aspect of the operations of the Church is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or Operating Policies of the Church, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall be submitted to a panel of mediators whereby each party shall appoint one mediator, with the two mediators so appointed jointly appointing a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties. The mediation shall be conducted in accordance with the National Mediation Rules of the ADR Institute of Canada, Inc.
- (b) If the parties are not successful in resolving the dispute through mediation, then the dispute may be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Church is situated or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (c) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator. The place of mediation and arbitration shall be where the registered office of the Church is located or otherwise agreed to by the parties in dispute. The language of the mediation and arbitration shall be English or otherwise agreed to by the parties in dispute.

## **SECTION XIV ARTICLES AND BY-LAWS**

### **14.01 Amendment of Articles**

The Articles of the Church may be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

**14.02 By-law Confirmation**

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

**14.03 Effective Date of Board Initiated By-law, Amendment or Repeal**

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Church. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members approving such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

**SECTION XV  
EFFECTIVE DATE**

**15.01 Effective Date**

This By-law is effective upon the issuance of a Certificate of Continuance of the Church by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Deacons of the Church this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
Chairperson of the Church

\_\_\_\_\_  
Secretary

**APPROVED** by the Members of the Church this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
Secretary