

PEOPLE'S WORSHIP CENTRE
GENERAL OPERATING BY-LAW NO.1

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A By-law relating generally to the conduct of the affairs of
People's Worship Centre
(the "Corporation")

WHEREAS the Corporation has applied for Incorporation under the *Canada Not-for-Profit Corporations Act SC 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Corporation to take effect in accordance with section 11.01 as follows:

SECTION I - INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Corporation, 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 Corporation.
- (c) "Board" means the Board of Directors of the Corporation.
- (d) "By-laws" means this By-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Director" means a member of the Board.
- (f) "Elder" means those appointed by the Members of the Corporation and who meet the qualifications contained in the Operating Policies
- (g) "Member" means a member of the Corporation, and "Members" or "Membership" means the collective membership of the Corporation.
- (h) "Officer" means an Officer of the Corporation.
- (i) "Operating Policies" means the operating policies approved by the Board in accordance with section 2.07 of this by-law.
- (j) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.

- (l) “Pastor” means the Lead Pastor.
- (m) “Regulations” means the regulations made under the *Act*, as amended, restated or in effect from time to time.
- (n) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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 will include the plural and *vice versa*;
- (c) The word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) 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.

SECTION II - FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December in each year.

2.02 Banking Arrangements

The banking business of the Corporation 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 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 Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Borrowing Powers

The directors of the Corporation may, with authorization of the members,

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (c) give a guarantee on behalf, and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligations of the corporation.

2.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors, where one (1) signor must be either the President or Treasurer of the Corporation. 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 two Directors or Officers where one (1) signor must be either the President or Treasurer of the Corporation may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.05 Public Accountant and Level of Financial Review

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

2.06 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and any other documents required by the *Act* to the Members between 7 to 21 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 Corporation may give notice to the Members stating that such documents are available at the Corporation's registered office, and any Member may request a copy free of charge at the registered office or by prepaid mail.

2.07 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest 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.

2.08 Affiliation

The Corporation is affiliated with the Pentecostal Holiness Church of Canada. Our Statement of Faith shall be consistent with the Statement of Faith of the Pentecostal Holiness Church of Canada.

SECTION III - MEMBERS

3.01 Classes and Conditions of Membership

Pursuant to the articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and approved by membership by the Pastor and who have applied for and been accepted into membership in the Corporation by Ordinary Resolution of the Members or in such other manner as may be determined by the Board. Corporations and unincorporated associations shall not be entitled to be Members of the Corporation.

All those who meet the Scriptural standards for membership, whose names appear on the original membership roll at the time the church was first organized, together with names which shall be added from time to time, shall constitute the legal voting membership provided they meet the following conditions:

- (a) regularly attend and participate in services;
- (b) support the church with tithes and offerings (a tithe being 10% of all income);
- (c) live a consistent Christian life in agreement with our Statement of Faith as set out in section 2.08, and
- (d) are eighteen (18) years of age or older.

The Pastor and Board are authorized to revise the membership roster at least once per year, adding the names of those who have been received into membership since the last revision. Any Members who have deceased, withdrawn from being a Member, or have had their Membership terminated for disciplinary reasons as laid out in Section 3.04 shall be removed from the membership roster.

3.02 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

3.03 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the President of the Board, in which case such resignation shall be effective on the date specified in the resignation or
- (d) The Corporation 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 Director, 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.

3.04 Disciplinary Act or Termination of Membership for Cause

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision or the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (c) **absenting themselves from regular services or a period of three consecutive months without good cause, or ceasing to support the church with their tithes, offerings, or personal involvement;**
- (d) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The Member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION IV - MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the *Act* to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the *Act*.

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 Directors and re-appointment of the incumbent public accountant, is special business.

4.02 Special Meetings

The Board 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 twenty-five percent (25%) 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 Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

4.04 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 the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting during a period of 7 to 21 days before the day on which the meeting is to be held or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting during a period of 7 to 21 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 4.04(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.04(a).

Notice of a meeting of Members shall also be given to each Director and the public accountant of the Corporation during a period of 7 to 21 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 Directors may fix a record date for the determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the *Act*.

4.05 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may waive notice of a meeting of Members in any manner and at any time. 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.

4.06 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 Directors, the Officers, the Members, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the *Act*, articles or By-laws of the Corporation 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.

4.07 Chair of the Meeting

The Chair of Members' meetings shall be the President of the Board. In the event that the President and Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.08 Quorum

Subject to the *Act*, a quorum at any meeting of the Members shall be a majority of the 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. To determine quorum, a Member may be present in person, or by telephonic and/or other electronic means.

4.09 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 Corporation 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 Directors or Members of the Corporation call a meeting of Members, those Directors 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 Corporation 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 Corporation without it being possible for the Corporation to identify how each Member voted.

4.11 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.

4.12 Resolution in Lieu of Meeting

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members unless a

written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V - DIRECTORS

5.01 Powers

Subject to the *Act* and the articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers of the Corporation or its affiliates.

5.03 Qualifications

Each Director shall be an individual not under 18 years of age and who adheres to the Statement of Faith outlined in Section 2.08. Each Director shall be a Member of the Corporation. 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 Director.

5.04 Election of Directors and Term

- (a) Subject to the articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three year (3) terms.

- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election without limitation.
- (e) The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors. Such report will be prepared per the requirements of this By-law and the Operating Policies.

5.05 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.07, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.06 Resignation

A Director's resignation becomes effective when a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later. Resignations submitted electronically are considered to be written.

5.07 Removal

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

5.08 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 or the minimum or maximum number of Directors or from a failure of the Members to elect the number of Directors 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 Directors 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 a meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.09 Delegation

Subject to the *Act*, the Board may appoint from their number a managing director or a committee of Directors (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, elect its Chair, and otherwise regulate its procedure.

5.10 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. The Board may remove any committee member. 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, elect its Chair, and otherwise regulate its procedure.

5.11 Conflict of Interest

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the *Act*.

5.12 Confidentiality

Every Director, Officer, committee member, employee and volunteer shall respect the confidentiality of matters brought before the Board or 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.

5.13 Indemnification

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the *Act*.

SECTION VI - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President of the Board, the Vice-President of the Board or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or any other place within or outside of Canada, as the Board may determine.

6.03 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 9.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting are announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the *Act* that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the *Act* is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director 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 Director 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.

6.06 Quorum

A quorum is the majority of the number of Directors entitled to vote at the meeting or the minimum number of Directors as stated in the articles, whichever is greater. For the purpose of determining quorum, a Director may be present in person or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

6.08 Resolutions in Writing

A resolution in writing, signed by all the Directors 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 Directors.

SECTION VII - OFFICERS

7.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the *Act*, delegate to such Officers the power to manage the affairs of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. The same person may hold two or more offices.

7.02 Description of Offices

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

(a) **President of the Board** - The Lead Pastor shall be the President of the Board and the Chief Executive Officer of the Corporation. They shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President is a Board Member but not a Director of the Corporation. As such, the President is not eligible to vote at meetings of the Directors. The President is a Member of the Corporation and has the full rights of a Member.

(b) **Vice-President of the Board** - The Co-Pastor, if one has been appointed, is the Vice-President of the Board. If the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members. The Vice-President is a Board Member but not a

Director of the Corporation. As such, the Vice-President is not eligible to vote at meetings of the Directors. The President is a Member of the Corporation and has the full rights of a Member

(c) **Secretary** - The Secretary shall be a Director and shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, 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 Corporation.

(d) **Treasurer** - The Treasurer shall be a Director and 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 Corporation 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 Corporation.

The duties of all other Officers of the Corporation 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.

7.03 Term of Office

Officers who are staff shall hold their position for the length of their staff tenure. All other Officers shall be appointed 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.

7.04 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 Corporation. 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 Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

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

SECTION VIII – DISPUTE RESOLUTION MECHANISM

8.01 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, Committee Members or Volunteers or the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration. The Pentecostal Holiness Church of Canada has the authority to intervene in all cases of dispute.

8.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the Pentecostal Holiness Church of Canada appoints a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall 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 Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that 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.

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 arbitrators.

SECTION IX - NOTICES

9.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, 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, Director, 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 Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation 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, Director, 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 Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 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.

9.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices

to such Member until such Member informs the Corporation in writing of his or her new address.

9.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation 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.

9.05 Waiver of Notice

Any Member, Director, 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. 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 the Board or of a committee of the Board, which may be given in any manner.

SECTION X - ARTICLES AND BY-LAWS

10.01 Amendment of Articles

The articles of the Corporation may only be amended if a Special Resolution of the Members sanctions the amendment. Any amendment to the articles is effective on the date shown in the certificate of amendment.

10.02 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.

10.03 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 Corporation. 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 XI - EFFECTIVE DATE

11.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Ammendment of the Corporation 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 Directors of the Corporation this ___day of _____, _____.

President

Secretary

APPROVED by the Members of the Corporation this ___day of _____, _____.