

By-law No. 1 (v.1-1-2022)

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

Living Streams Institute Inc., (the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires (wording is not capitalization specific):

- a. "Act" means the *Saskatchewan Non Profit Corporations Act* including the 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 Trustees of the Corporation and "Trustee" means a Member of the Board;
- d. "By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "Meeting of Stakeholders" includes an annual meeting of Stakeholders or a special meeting of Stakeholders; "special meeting of Stakeholders" includes a meeting of only Stakeholders;
- f. "Ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 127 (Member Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- j. "Stakeholder(s)" are Class A Voting Members of the Corporation as defined by the Act. A Stakeholder may be a Member of the Corporation.
- k. "Associate(s)" are Class B Non-Voting Members of the Corporation as defined by the Act.

- l. “Member” as defined by the Act will mean both Stakeholders and Associates as defined by the Corporation. “Member” will not be used in the By-laws as defined by the Act, but rather as defined by the Corporation unless defined as “Member as defined by the Act”.
- m. “Trustees” has the same meaning as Directors in the Act.
- n. “Board of Trustees” has the same meaning as Board of Directors under the Act.
- o. “Director” as defined by the Corporation may include Committee members, but who do not have rights or privileges or responsibilities as defined by the Act.
- p. “Committees” are established by the Board of Trustees as defined by the Bylaws or Policy and will advise the Board and conduct research, investigations, oversee aspects of the Corporation, and conduct other activities as directed by the Board.
- q. “Nominations & Roll Status Committee” is a Board appointed committee including the Chairman, the President, two Trustees, and an at large Stakeholder.
- r. “Elders Committee” is a Board sanctioned committee with certain rights and privileges whose members are Stakeholders who are granted membership in the committee based upon their position within other organizations.
- s. “Founders Committee” is a Board sanctioned committee with certain rights and privileges whose members are Stakeholders who are granted membership in the committee based upon their standing as Founders of the Corporation or their association within an entity who was a Founder of the Corporation.
- t. “Member(s)” as defined by the Corporation will mean a customer of the Corporation who has subscribed to a certain ongoing Corporation business.
- u. “Roll” as defined by the Corporation means the record or list of Members as defined by the Act.
- v. “Roll Status” as defined by the Corporation means the Membership status as defined by the Act.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may but is not required to have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.04 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. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board of Trustees.

1.06 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 of Trustees may designate, appoint or authorize from time to time by resolution.

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 of Trustees may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 142(a) (Annual Financial Statements) of the Act to the Stakeholders, publish a notice to its Stakeholders stating that the annual financial statements and documents provided in subsection 142(a) are available at the registered office of the Corporation and any Stakeholder may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.08 Purpose of the Corporation

The Corporation may conduct any business that it deems legal and reasonable to accomplish the goals and mission of the Corporation, namely to make disciples of all nations; promote, support and uphold truth; and show love among the brethren. The Corporation and its Stakeholders will strive to be known as Ministers of Christ and Stewards of the mysteries of God. (Matthew 28:16-20, 1 Timothy 3:15, 1 Corinthians 4:1).

The Corporation will develop vocational ministry such as but not limited to media, publishing, food and supplies distribution, homebased business support, advanced education, biblical training, homeschool support, alternative health options, and other ministries that will partner with the Holy Spirit to disciple people into a full and mature spiritual life and relationship with Jesus.

Section 2 – Roll Status – (Matters requiring special resolution)

2.01 Roll Status Conditions

Subject to the articles, there shall be two classes of Stakeholders in the Corporation, namely, Stakeholders and Associates. The Board of Trustees of the Corporation may, by resolution, approve the admission of the Stakeholders of the Corporation. Stakeholders may also be admitted in such other manner as may be prescribed by the Board by resolution.

Stakeholders may be removed from the Rolls by an ordinary resolution of the Board of Trustees. Associates may be removed from the Rolls of the Corporation upon decision by the President, Chairman, or designate.

The following conditions of Roll Status shall apply:

Stakeholders

- a. Status of Stakeholders shall be available only to persons who:
 - a. Have applied to the Corporation for status as Stakeholder, and
 - b. Agree to the code of conduct of the Corporation, and
 - c. Agree to support the Corporation and uphold its bylaws and its policies, and Statement of Belief, and
 - d. Have paid the annual Stakeholder's Fee, and
 - e. Are not currently incarcerated for violent crime, sexual exploitation, human trafficking, drug crimes, rape, and
 - f. Have been accepted to the status of Stakeholder by the Board of Trustees or designated Committee, and
 - g. Belong to the following group of people:
 - a. Deacons, Elders, or Members in or of an Associated Religious Organization, or
 - b. Founders of the Corporation, including person(s) who are members of the Founders Committee, or
 - c. Active volunteers or staff in the Corporation, or
 - d. A Donor having given at least \$1000 per year in the most recent two years,

- b. The term of Stakeholder shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each Stakeholder is entitled to receive notice of, attend and vote at all meetings of Stakeholder and each such Stakeholder shall be entitled to one (1) vote at such meetings.
- d. Stakeholders do not have distribution rights, or rights to assets of the Corporation.
- e. Class A Voting Members as defined by the Act shall be called "Stakeholders".

Associates

- a. Status of Associate shall be available only to the following persons and corporate entities:
 - a. Persons and Corporate Entities that are supportive of the goals of the Living Streams Institute Inc., and
 - b. who have applied and have been accepted as an Associate in the Corporation by the Board of Trustees or designated Committee, and
 - c. who have paid the annual Stakeholder Fee as set out from time to time by the Board of Trustees, or designate,
- b. Associates may be lenders, partners in business operations, venders, or closely aligned other charities or non-profits,
- c. The term of Associate shall be annual, subject to renewal in accordance with the policies of the Corporation.
- d. Subject to the Act and the articles, an Associate shall be entitled to receive notice of and attend meetings of the Stakeholders of the Corporation.
- e. Associates do not have the right to distribution or return of donations or gifts.
- f. Class B non-voting Members as defined by the Act shall be called "Associates".
- g. Stakeholders may also be Associates, but Associates may not be Stakeholders unless they also qualify as a Stakeholder.

The Corporation shall include in the Stakeholder and Associate application a certification by the Applicant that he/she/entity will hold to the conditions of Roll Status as defined by the Bylaws and Policies.

Pursuant to subsection 161(1), 163 (Fundamental Change) of the Act, a special resolution of the Stakeholders is required to make any amendments to this section of the by-laws if those amendments affect Membership rights as defined by the Act.

2.02 Notice of Meeting of Stakeholders

Notice of the time and place of a meeting of Stakeholders shall be given to each Stakeholder entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each Stakeholder entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each Stakeholder entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- c. If the meeting being noticed is the Annual Stakeholder Meeting, notice shall be sent to Stakeholders no later than 90 days prior to the meeting.

Pursuant to subsection 161(1), 163 (Fundamental Change) of the Act, a special resolution of the Stakeholders is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Stakeholders entitled to vote at a meeting of Stakeholders.

2.03 Absentee Voting by Mail Ballot

The Corporation shall not establish a method for mail in voting and will require all Stakeholders to be present at a meeting or if so approved by the Chairman to be present telephonically or by electronic means in order to vote. There are no proxy votes.

Pursuant to subsection 161(1), 163 (Fundamental Change) of the Act, a special resolution of the Stakeholders is required to make any amendment to the by-laws of the Corporation to change this method of voting by Stakeholders not in attendance at a meeting of Stakeholders.

Section 3 – Stakeholder and Associate dues, termination and discipline

3.01 Stakeholder Dues

- a. Stakeholders shall be notified in writing or by electronic means of the Stakeholder dues at any time payable by them and, if any are not paid within one (1) calendar month of the Roll renewal date, the Stakeholders in default shall automatically cease to be Stakeholders of the Corporation.
- b. Associates shall be notified in writing or by electronic means of the Associate dues at any time payable by them and, if any are not paid within one (1) month of the Roll renewal date, the Associate in default shall automatically cease to be an Associate of the Corporation.

3.02 Termination of Roll Status

Roll Status of Stakeholder or Associate in the Corporation is terminated when:

- a. the Associate or Stakeholder dies, or, in the case of a Stakeholder or Associate that is a corporation, the corporation is dissolved;
- b. a Stakeholder or Associate fails to maintain any qualifications for Roll Status described in Section 2.01 of these by-laws;
- c. the Stakeholder or Associate resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the Stakeholder or Associate is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;

- e. the Stakeholder or Associate's term of status expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of Roll Status, the rights of the Stakeholder, or Associate including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Stakeholder or Associate

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

- a. violating any provision of 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. 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 Stakeholder or Associate should be expelled or suspended from Roll Status 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 party and shall provide reasons for the proposed suspension or expulsion. The Affected Party 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 Party that the Stakeholder or Associate is suspended or expelled from the Roll of the Corporation. The Board will consider such submissions in arriving at a final decision and shall notify the Stakeholder or Associate 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 Stakeholder or Associate, without any further right of appeal.

Section 4 - Meetings of Stakeholders

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Stakeholders shall be those entitled to vote at the meeting, the Trustees 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 resolution of the Stakeholders. Associates are generally allowed to be present at Stakeholder meetings but are not entitled to vote or speak unless invited to speak by the meeting Chair.

4.02 Chair of the Meeting

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Persons who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the Stakeholders (unless a greater number of Stakeholders are required to be present by the Act) shall be the greater of 3 or:

- a. 66% of the Stakeholders in the Rolls if the number of Stakeholders in total in the Corporation is under 10,
- b. 50% of the Stakeholders entitled to vote at the meeting if there are more than 10 but no more than 50 Stakeholders entitled to vote in the Corporation,
- c. 33% of the Stakeholders entitled to vote at the meeting if there are more than 50 Stakeholders entitled to vote.

If a quorum is present at the opening of a meeting of Stakeholders, the Persons present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of Stakeholders every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question (ordinary resolution). In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.05 Annual Stakeholder Meeting

An Annual Stakeholder Meeting shall be held each year to elect Trustees, hear reports, and vote on any applicable motion as required. Except for those motions which require Stakeholder approval according to the By-laws, or actions sanctioned by the Bylaws, any other approved motion will not be binding upon the Corporation and shall be treated as a recommendation to the Board of Trustees. The Annual Stakeholder Meeting shall be set by the Board of Trustees under recommendation of the Secretary to allow notice to Stakeholders at least 90 days prior to the meeting date.

Section 5 - Trustees

5.00 Directors and Trustees

The term Directors as set out in the Articles or Act shall be deemed to be called "Trustees" in the Corporation and the term and position of Trustee shall have all the rights and responsibilities of a Director under the Act.

The word "Director" as used by the Corporation shall not mean Director as defined by the Act but shall instead be deemed a person who is a Manager or Executive of the Corporation in charge of a program or ministry or may be a Committee member. Director as described by the Act shall be described instead as Trustee within the Corporation.

5.01 Election and Term

Subject to the articles, at the first meeting of Stakeholders, the Trustees will be elected to serve as follows one for two (2) years , and one for one (1) year.

Trustees elected by the Stakeholders at subsequent Annual Stakeholder Meetings shall serve for two (2) years.

Prior to the first Stakeholder meeting the Elders Committee will select one Trustee for a three (3) year term and one Trustee for a two (2) year term, and the Founders Committee will select one Trustee to be Chairman for a four (4) year term and one Trustee for a one (1) year term.

Trustees selected subsequent to the first Board by the Elders Committee and Founders Committee shall serve for Four (4) years as their term ends or as the Trustee position becomes vacant.

At the first annual meeting of Stakeholders and at each succeeding annual meeting of the Stakeholders in which an election of Trustees is required the Nominations & Roll Status Committee shall put forward a slate of possible Trustees to stand for election (nominees).

Stakeholders who are interested in standing for election may also nominate themselves or others to stand for election at least 60 days prior to the next annual meeting of Stakeholders. The prospective Trustees must inform the Secretary in writing along with signatures of the lesser of three (3) other Stakeholders or 20% of Stakeholders who support the nomination. The Secretary will then provide the name to the Nominations and Roll Status Committee who will contact the prospective Trustee and determine if the person will qualify. All qualifying person(s) will be added to the slate of nominees.

The Nominations & Roll Status Committee may also recruit qualifying Stakeholders to be added to the slate of nominees. The Nominations & Roll Status Committee shall meet prior to the Annual Board of Trustee meeting but no more than 50 days prior to the Annual Stakeholder Meeting.

The Stakeholder Trustees must stand for re-election if they wish to have a second or subsequent term as Trustee.

If the Board is ever expanded, 1/3 of the total members of the Board of Trustees shall be appointed by the Elders Committee through an election within the Committee.

The Founders Committee shall appoint 1/3 of the total members of the Board of Trustees, one of whom shall be the Chairman as designated by the Founders Committee, through an election within the Committee. The Chairman shall be selected or reaffirmed after the Annual General Stakeholder meeting by the Founders Committee at a Committee meeting during the General Stakeholder meeting.

Trustees appointed by the Elders and Founders will serve a four (4) year term and be reaffirmed or appointed at Committee meetings held during the Annual General Stakeholder meeting.

The Corporation shall start with six (6) Trustees (including Chairman), unless unable to find persons willing to serve which the Board of Trustees can then reduce the Board number to three (3) Trustees (including the Chairman). After two (2) years of three Trustees, and every year after that if not passed, the Stakeholders will vote by normal resolution to either leave it at three or expand to six Trustees.

5.02 Qualifications of Trustees

Trustee Qualifications may be amended from time to time by resolution of the Stakeholders at an annual Stakeholder meeting.

In addition to the Trustee Qualifications established by ordinary resolution of the Stakeholders, and the Act, Trustees must, by the time that they fill the role of Trustee, be:

- a. at least 18 years of age,
- b. mentally competent,
- c. not bankrupt,
- d. Stakeholders within the Corporation,
- e. in compliance with the Corporation's Code of Conduct,
- f. Completed, or shall complete within the next year, an orientation and training series of classes as set out by the Board of Trustees with passing grades.

Section 6 - Meetings of Trustees

6.01 Calling of Meetings

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Trustees at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any Trustee or Incorporator. If the Corporation has only one Trustee, that Trustee may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Trustee of the Corporation, and the President, Secretary, and Treasurer of the Corporation, not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 93 (Notice of Trustee) or 100 (Notice of change of Trustees);
- b. mailed by prepaid ordinary mail to the Trustee's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the Trustee's recorded address for that purpose; or
- d. by an electronic document in accordance with the Act.

If the meeting is for an annual meeting, or if the purpose of the business of the meeting is to discuss or vote upon any topic pertaining to amending of bylaws, elections or termination of Trustees or officers, changes in ministry direction, dissolution of Corporation, divestiture of assets over \$10,000.00, debt over \$10,000.00, or approval of annual budgets, then Notice shall also be provided to the Elders Committee, and the Founders Committee.

Notice of a meeting shall not be necessary if Notice is not required to Elders Committee of Founders Committee, and all of the Trustees 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 is announced at the original meeting. Notice of meeting need not specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Trustees shall specify any matter that is to be dealt with at the meeting, or if the Founders or Elders Committee is to be provided Notice.

6.03 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 Trustee forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 97(1) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question unless a super majority is specifically required. 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.

6.05 Annual Board of Trustee Meeting

The Board of Trustees shall hold an Annual Board meeting prior to the Annual Stakeholder Meeting

6.06 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.

All members of the Committees must abide by the code of conduct as developed and approved by the Board of Trustees and the Elders Committee.

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

Any committee member may be removed by resolution of the Board of Trustees.

The Chairman shall be the chair of all committees' meetings when he/she is present at the meetings.

The Chairman shall choose a Committee Vice-Chair for each Committee from amongst the Committee members who shall preside over all meetings of the committee when the Chairman is not present.

Vice-Chairs shall consult with the Chairman prior and following all meetings.

Non members of the Committees shall not attend meetings unless invited or allowed by the Committee.

Minutes may be kept of Committee meetings but are not required and may be destroyed immediately afterward or subsequent to the meeting at any time.

Committee members may be called "Director(s)" as defined by the Corporation and shall not have the rights or responsibilities of a Director as defined by the Act. The term Committee Member and Committee Director shall be used interchangeably.

Committee Directors serve for 1 year renewable terms ending at each Annual Stakeholder Meeting. The Chairman shall contact each Committee Director prior to the Annual Stakeholder Meeting to offer renewal of the Directorship or learn if the person wishes to step aside.

6.06.01 Nominations & Roll Status Committee

The Nominations & Roll Status Committee shall be made up of the Chairman, the President, two (2) Trustees, and additional at large Stakeholders to make a total of five (5) members of the Committee. If the Chairman and President are the same person, then an additional at large Stakeholder shall be added to the Committee. The members shall be selected by the Board of Trustees after each annual meeting of the Stakeholders.

The Nominations & Roll Status Committee shall have such responsibilities and powers as laid out by the Board including but not limited to investigation and making a recommendation to the Board of approval or denial of Stakeholder applications, recruitment of Stakeholders and Trustees, responding to complaints and determining and recommending removal of Members and Stakeholders from the Corporation.

The Nominations & Roll Status Committee shall meet prior to the Annual General Meeting of Stakeholders, and Annual Board of Trustees Meeting to develop a recommendation to the Board of Trustees of the slate of Trustee Nominees and other nominations as required.

6.06.02 Founders Committee

Founders Committee shall be made up of Stakeholders who are listed in the minutes as Founders of the Corporation or in Addendum B of Bylaw 1.

The Founders Committee shall select and appoint the Chairman of the Board of Trustees and one (1) Trustee on a four (4) year term. Trustees and the Chairman may serve for more than one term if approved by the Founders Committee.

The Founders Committee must approve any changes to the Founders Committee's responsibilities or form by agreement of a special resolution of the Committee.

The Founders Committee must approve any changes to the bylaws or policies of the Corporation

The Founders Committee may make recommendations or reports to the Board of Trustees on any Board of Trustees meeting agenda item pertaining to starting new ministry or divesting or dissolving any ministry.

Notwithstanding any other clause or bylaw, the Board of Trustees may not remove any member of the Founders Committee except for conviction of fraud, or default in maintaining his/her dues, and Stakeholder requirements.

The Founders Committee may meet electronically, telephonically, or in person with 2 days notice to Committee members or earlier if there is an agreement among members and full attendance.

The Founders Committee shall meet after the Annual General Stakeholder Meeting and prior to the Annual Banquet to select a new or affirm the existing Chairman and select any additional Trustees as needed, and vote on any items that the Founders Committee must accept in order to be implemented.

6.06.03 Elders Committee

The Elders Committee shall be made up of Stakeholders who are also Elders or spiritual leaders of Associated Religious Organizations as described in Addendum A of Bylaw 1 and Section 9.01 of these Bylaws.

The Elders Committee shall select and appoint 1/3 of Trustees on the Board of Trustees. These Trustees shall serve for Four (4) years terms.

The Elders Committee shall have the right to make recommendations or reports to the Board of Trustees on any Board of Trustees meeting agenda item.

The Elders Committee must approve by majority vote any change to Bylaws or Policies of the Corporation.

The Elders Committee must approve by majority vote any change to the list of associated religious organizations described in the Policies of the Corporation.

The Secretary shall notify the Elders Committee of all agenda items concurrently with notifying the Board of Trustees.

The Board of Trustees shall not dissolve or restrict the responsibilities and rights of the Elders Committee. Notwithstanding any other clause or bylaw, the Board of Trustees shall not remove any member of the Elders Committee.

The Elders Committee may meet electronically, telephonically, or in person with 2 days notice to Committee members or earlier if there is an agreement among members and full attendance.

The Elders Committee shall meet after the Annual General Stakeholder Meeting and prior to the Annual Banquet to select a new or affirm the existing Trustees as needed, and vote on any items that the Elders Committee must accept in order to be implemented.

6.06.04 Committee Recommendations and Reports

The Secretary shall provide the members of the Elders Committee and Founders Committee with a copy of all Board of Trustee and Stakeholder meeting agendas at the earliest opportunity, at least concurrently with provision to the Board of Trustees, and at least 3 days prior to any meeting of the Board of Trustees.

The Elders Committee and/or Founders Committee may request and obtain that any Board of Trustee agenda item be tabled until the next meeting if the Committee determines that additional time is required to prepare a proper recommendation or report for the meeting.

The Elders Committee and/or Founders Committee may prepare a report of recommendation to the Board of Trustees or Stakeholders regarding any agenda item that will be voted upon, prior to voting, which shall be presented to the meeting by a member of the

Committee who is not the President or Chairman for consideration and discussion.

6.06.05 Finance Committee

Upon ordinary resolution of the Board of Trustees, a Finance Committee shall be established composed of the Chairman, Treasurer, President, at least one (1) Trustee, and at least one (1) at large Stakeholder.

The Board of Trustees may appoint additional Stakeholders, Trustees, or members of the community to the Committee. Persons who are not Stakeholders or Trustees may not make up more than 1/3 of the Committee.

The Treasurer shall be the Vice-Chair of the Finance Committee.

The Finance Committee shall report to the Board of Trustees and be responsible for such tasks as is set out from time to time by the Board of Trustees.

The Finance Committee may meet electronically, telephonically, or in person with 2 days notice to Committee members, or earlier if there is an agreement among members and full attendance.

6.06.06 Compensation Committee

Upon ordinary resolution of the Board of Trustees, a Compensation Committee shall be formed to make recommendations to the Board of Trustees regarding compensation for the Chairman, President, Vice-Chairs, Vice-Presidents, Secretary, Treasurer, and Trustees if any of these person(s) are compensated. The members of this committee shall be appointed by the Board of Trustees for a 2 year term with ½ of the members being appointed each year.

There will be a minimum of three (3) Voting Members of the Committee who shall be Stakeholders of the Corporation.

The President, and Treasurer shall be non-voting members of the Compensation Committee unless there are less than three total Stakeholders in the Corporation.

Family members of person(s) whose compensation is determined by the Compensation Committee must recuse themselves from any discussion or vote regarding compensation to a close family member or themselves.

The Committee shall determine the rate of compensation for Trustees of the Corporation (if any), and shall make a recommendation to the Stakeholders at the annual meeting of Stakeholders for approval by ordinary resolution.

The Committee shall determine the rate of compensation for the Chairman of the Board of Trustees (if any) and for other positions and shall make recommendation to the Board of Trustees for approval by ordinary resolution.

6.06.07 Committee Meetings

Committee meetings may be called by the Chairman, Vice-Chair, or by any two Committee members in the event of a Trustee meeting notice to the Elders Committee or Founders Committee by giving 2 days notice to the other Committee members.

6.06.08 Change or Additions to the Founders and Elders Committees

When Associated Religious Organizations have people they wish to be included or removed from the Elders Committee or Founders Committee, the Organization shall inform the Corporate Secretary who will inform the Nominations & Roll Status Committee of the desired change. The Nominations & Roll Status Committee will investigate and shall then recommend to the Board of Trustees to make the necessary changes, who will not unnecessarily refrain from doing so.

6.06.09 Voting within the Founders and Elders Committees

Elders and Founders will only have one vote per person or entity despite possible situations where they qualify for more than one seat within the respective Committee. Persons who qualify for a position within both the Elders and Founders Committees will be allowed one vote within each, but not more than one within any single committee.

Section 7 - Officers

7.01 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, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The Chair of the Board, "Chairman" shall be appointed by the Founders Committee from among the Trustees. The Chairman, if any, shall, when present, preside at all meetings of the Board of Trustees and of the Stakeholders. The Chairman shall also be the defacto Chair of all committees. The Chairman shall have such other duties and powers as the Board may specify. The Chairman may also be the President or Chief Executive Officer if approved by the Board. The Chairman shall have all the voting rights and privileges of a Trustee but will also cast an additional vote in the event of a tie on any resolution.
- b. **Vice-Chair of the Board** - The vice-chair of the Board, if one is to be appointed, shall be a Trustee. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Trustees and of the Stakeholders. The vice-chair shall have such other duties and powers as the Board may specify.

- c. **President** – If appointed, the President shall be the Chief Executive Officer of the Corporation unless this position is given to another person by the Board, and 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. If the Corporation has subsidiaries, then the President shall be called “Chief Executive Officer”, and President(s) shall refer to the respective President of the subsidiary.
- d. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, Stakeholders 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 Stakeholders, Trustees, 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.
- e. **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the Board may specify. The Treasurer may be called the “Chief Financial Officer” if the Corporation has operating subsidiaries with their own Treasurers or Controllers.
- f. **Vice-President(s)** – if appointed shall be responsible for specific aspects and shall assist the President in his/her responsibilities as defined by the Board upon consultation with the President. The Vice-President(s) shall report to the President. Vice-President(s) shall be nominated by the President and then approved or denied by the Board of Trustees. Vice-President(s) may be removed by the President, Chairman, or Board.
- g. **Director(s)** – under the terminology of the Corporation a “Director” may be a Vice-President or may be a Trustee or staff member or volunteer who supervises and manages a specific area of focus. For example if appointed by the Board, a Director of Prayer, a Director of Evangelism, a Director of Discipleship, etc. Directors report to the Board or the Executive that is designated by the Board. Directors are appointed by the Board of Trustees who establish their responsibilities and duties.

- h. **Controller(s)** – the Board of Trustees, where able, may appoint Controller(s) to serve as Financial Officers of operating subsidiaries to report directly to the Board of Trustees of the financial condition of the subsidiary and to oversee the financial affairs of the subsidiaries as Treasurer. Controllers work for the best interest of the subsidiary under direction of the subsidiary President, however, they make full and complete report to the Board of Trustees of the Corporation. They serve at the pleasure of the Board of Trustees.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President 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.

7.02 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 Trustee (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Trustees may, by resolution, appoint a person to fill such vacancy to a maximum of 1/3 of the Board of Trustees.

If circumstances dictate that there are more than 1/3 of the Board of Trustees appointed by the Board of Trustees, then a special meeting of Stakeholders shall be called at the earliest convenience and an election shall be held to fill the vacant Trustee positions.

7.03 Role of Chairman and Secretary related to approval of minutes and bylaws.

Upon the approval of minutes or bylaws by the members of the meeting, the Chairman and Secretary shall sign the minutes or Bylaws authenticating the documents prior to being placed in the official records.

Section 8 - Notices

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Stakeholders or a meeting of the Board of Trustees, pursuant to the Act, the articles, the by-laws or otherwise to a Stakeholder, Trustee, Officer or member of a committee of the Board or to 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 sent by the Corporation in accordance with section 90 (Notice of directors) or 100 (Notice of change of directors); 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 Stakeholder, Trustee, 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.

This clause does not restrict or change any notices required to be provided to the Founders Committee or Elders Committee described in 6.06.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any Stakeholder, Member, Trustee, 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-laws 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.

Section 9 – Related Associations

9.01 Associated Religious Organizations

The Living Streams Institute Inc. is formed partially to provide support, training, and a medium and venue for commercial and non-commercial ministry opportunities for certain Associated Religious Organizations (ARO). It is intended that ARO members shall constitute a majority of the Associates and Stakeholders of the Corporation. The Corporation's goals are intended to support and fulfill many of the goals and ministries of the ARO's.

The ARO's are defined, and described by the Board of Trustees, and is made up of a List of Religious Organizations who work closely with and hold to the same values and goals as the Corporation. The List of ARO's must be approved by the Founders Committee initially and then any changes must be approved by the Founders Committee and the Elders Committee subsequent to the initial List of ARO's. The list is described in Addendum A of Bylaw 1.

The ARO's leadership shall have the right to be members of the Elders Committee. Typically, the List of ARO's shall describe the positions within the ARO which are eligible to be members of the Elders Committee.

The Corporation may extend certain benefits and privileges to the ARO's including being covered by the Corporation's insurance (if any, and if it qualifies), use of the Corporation's facilities and assets, and an equitable use of the staff and structure of the Corporation to conduct banking, accounting, and ministry operations.

The ARO's shall provide regular gifts to the Corporation and conduct fund raising to assist in the furtherance of the Corporation.

The Corporation may make grants, loans, or gifts to the ARO's to conduct ministry work and discipleship activities that benefit the Corporation's goals if approved by the Board of Trustees.

9.02 Founders

The Founders Committee may include entities whose Board of Directors are deemed to be Founders Committee Directors if they are also Stakeholders in the Corporation.

These entities are listed in Addendum B of Bylaw 1.

Section 10 - Dispute resolution

10.01 Mediation and Arbitration

Disputes or controversies among Stakeholders, Trustees, directors, officers, committee Members are as much as possible to be resolved in accordance with the biblical Matthew 18 model, but if not possible to obtain resolution then mediation and/or arbitration as provided in Section 10.02 of this by-law will be required.

Disputes or controversies among Members, staff, or volunteers shall be resolved or adjudicated in accordance with the biblical Matthew 18 model, but if not possible to obtain resolution then as provided in Section 10.03 of this by-law will be required.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Stakeholders, Trustees, directors, officers, committee members, 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 Stakeholders, Trustees, directors, officers, committee Members 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 two mediators so appointed jointly appoint 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.
- d. 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.
- e. If parties of a dispute are unable to be civil, or if they engage in Character Assassination, Gossip, or violence, the Board of Directors may terminate any and all association with the offending party and remove them from the Rolls without recourse by the party.

10.03 Dispute Resolution Mechanism for Members, Staff, and Volunteers

- a. In the event that a dispute or controversy among Members and any representative, officer, or staff 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 Corporation or Members 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 each party making written report to the President who will bring the reports to the Nominations & Membership Committee who will make such determination as they deem proper and fair which will be binding upon both parties.
- b. In the event that a dispute or controversy among Staff and/or Volunteers of the Corporation and any representative, officer, or staff 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 Corporation or Staff and/or Volunteer 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 each party making written report to the Supervisor of the Staff or Volunteer, who will make such determination as they deem proper and fair. It is the hope and intention that such determination shall be agreed to by the parties.

The Determination of the Supervisor may be appealed to the Vice-President or Director who is responsible for the area of operations which the Supervisor is involved who will then obtain copies of the Reports, Determination, and may ask appropriate questions of the parties. The Director or Vice-President shall then discuss with the President (who may request assistance of the Chairman, Board, Nominations and Membership Committee or seek legal advice) and they shall make such determination as they deem equitable, proper, and fair, including recommendation of legal action or mediation. Such determination or recommendation shall be binding upon the parties.

Section 11 – Dissolution & Liquidation or Sale of Assets

11.01 Dissolution of the Corporation

The Corporation may only be dissolved in accordance with the Act, and by:

- a. approval by special resolution of the Board of Trustees at a special meeting that was given at least 30 days notice, and
- b. approval by ordinary resolution of Stakeholders at a special meeting that was given at least 30 days written notice, and
- c. approval by ordinary resolution of the Founders Committee, and
- d. approval by ordinary resolution by the Elders Committee,

if the Corporation is bankrupt, or is unable to obtain Stakeholders to be members of the Corporation, or the Board of Trustees determines that the operations and ministries of the Corporation are no longer relevant.

In the event of any meeting required by this Section being called, the Secretary and Treasurer shall provide an accurate and current financial report with the written notice.

11.02 First Right of Refusal in the Event of Liquidation or Sale of Assets

If the Board of Trustees or Officer(s) make the decision to liquidate or divest any business unit or ministry, or dissolve the Corporation then the Founders Committee shall be offered the opportunity to find and select a purchaser of the assets of the Corporation including business units at market price or book value.

Members of the Founders Committee shall have first right of refusal to purchase the assets or business units if they will keep the ministry operating to fulfill the mission of the Corporation.

If the Founder Committee cannot find suitable purchasers within 60 days, the Board of Trustees may proceed with liquidation, dissolution, divestiture, or an act of bankruptcy as it deems fit and as the Bylaws allow.

Any meeting of Trustees in which the sale of Assets or liquidation of a ministry or business is discussed must be noticed to the Founders Committee.

11.03 Distribution of Proceeds

In accordance with the Act and/or CRA regulations, the Corporation shall be operated as a Non-Profit Corporation. No distribution of profits, nor distribution of proceeds from sale of assets or liquidation shall be made to Stakeholders and Members, excluding payment of loans and accounts payable shall be made.

Proceeds from sale of assets shall be used for purposes within the Corporation or for grants to other Non-Profit organizations as determined by the Board of Trustees.

Upon dissolution and wind up of the Corporation all proceeds shall be provided to other Non-Profit organizations as determined by the Board of Trustees.

Section 12 - Effective date

12.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

Section 13 – Restrictions

13.01 Confidentiality

All Stakeholders, Associates, Committee Members, Trustees, Executive, Volunteers, and Staff are required to maintain Confidentiality of information regarding staff, volunteers, clients, ministry activities, and proprietary products, operations, and technology.

13.02 Corporate Restriction

The Corporation may not at any time sell or promote any product or service or technology which is contrary to the Bible. The Corporation will not sell or promote or serve or distribute alcohol for refreshment, recreational drugs, pornography, abortion, or euthanasia.

13.03 Government Interaction

The Corporation shall not receive grants from government to support any ministry.

The Corporation may receive reimbursement from Government(s) for expenses incurred by the Corporation.

The Corporation may receive payment for products sold to Government if the benefit of the products is for the public.

The Corporation may not partner with government in ministry endeavours.

13.04 Corporate Income

The Corporation may obtain income from many sources including but not limited to gifts, grants, sale of product and services, subscriptions, dues, donations. The Corporation may engage in trade and barter to aid the public in obtaining products and services.

13.05 Employment Restrictions

Any person who works for a government entity, or an organization deemed by the Board of Trustees to be antagonistic to the Corporation, or Associated Religious Organizations or their goals may not hold the position of Trustee, Executive, or Controller of the Corporation.

Elected office of two (2) or less terms, is excluded from the restriction unless deemed to be antagonistic to the Corporation or its goals.

13.06 Severability

If any portion of these By-laws are found by a Competent Judicial Body, with jurisdiction over the Corporation, to be unenforceable that portion of these Bylaws shall be removed and stricken from the Bylaws but the other portions shall remain in full force.

13.06 Stakeholder Agreement

All Stakeholders upon application agree to the Bylaws in effect at the time of their application and as may be amended or added to in accordance with the provisions to do so by the Bylaws.

Whereas, the Stakeholders of the Living Streams Institute Inc. attest to the Supremacy of God as the Higher Authority, and these Bylaws as the founding documents of the Corporation, the Stakeholders agree to be bound by the Bylaws in their interaction with the Corporation and to work for the fulfillment of the goals and mission of Living Steams Institute Inc.