

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

**GENERAL CONFERENCE OF THE CANADIAN ASSEMBLIES OF GOD /  
CONFÉRENCE GÉNÉRALE DES ASSEMBLÉES DE DIEU CANADIENNES**

(the "Corporation")

**TABLE OF CONTENTS**

SECTION 1 - GENERAL.....	2
SECTION 2 - OBJECTS OF THE CORPORATION .....	4
SECTION 3 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION .....	5
SECTION 4 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE.....	6
SECTION 5 - MEETINGS OF MEMBERS .....	7
SECTION 6 – DIRECTORS (ALSO KNOWN AS OVERSEERS).....	8
SECTION 7 - MEETINGS OF DIRECTORS.....	9
SECTION 8 - OFFICERS.....	11
SECTION 9 - COMMITTEES .....	13
SECTION 10 - CONFERENCES .....	14
SECTION 11 - MINISTERIAL CREDENTIALS .....	14
SECTION 12 - LOCAL ASSEMBLIES.....	23
SECTION 13 - ORDER OF BUSINESS.....	25
SECTION 14 - NOTICES .....	25
SECTION 15 - AMENDMENT OF ARTICLES OR BY-LAWS .....	26
SECTION 16 - PUBLIC ACCOUNTANT.....	27
SECTION 17 - DISPUTE RESOLUTION.....	27
SECTION 18 - GENERAL PROVISIONS .....	28
SECTION 19 - DISSOLUTION OF THE CORPORATION.....	28
SECTION 20 - EFFECTIVE DATE.....	29

**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:

1. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
2. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. "Board" means the Board of directors of the Corporation;
4. "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;
5. "credential holder" means persons holding credentials which have been granted to them by the Credentials Committee of the Corporation, as provided for in Section 11 of this by-law;
6. "director" means a member of the Board (also known as 'overseer');
7. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
8. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
9. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;
10. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
11. "soliciting corporation" means a corporation that, during a financial year receives more than \$10,000 in gross income from a gift or legacy of a non-member, or a grant from a government organization, as provided for in the Act;
12. "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, 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 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 directors. Until otherwise determined, the Corporation's financial year end shall be June 30.

### **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 directors 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 directors may by resolution from time to time designate, direct or authorize.

### **1.07 Borrowing Powers**

The directors of the Corporation may, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a general meeting of the members duly called for considering the by-law:

1. borrow money on the credit of the Corporation;
2. issue, reissue, sell, pledge or hypothecate debts obligations of the Corporation;
3. give a guarantee on behalf and
4. 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 obligation of the Corporation.

## **1.08 Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **SECTION 2 - OBJECTS OF THE CORPORATION**

### **2.01 Objects of the Corporation**

The Corporation (formerly known as The Italian Pentecostal Church of Canada) is a co-operative fellowship of local churches who share common faith and convictions. Its purposes include the following:

1. To preach the Christian Gospel;
2. To conduct public worship;
3. To provide places of worship;
4. To provide a basis of fellowship among Christians of like faith, approving all scriptural teaching, method and conduct;
5. To organize and conduct schools of religious instruction;
6. To carry on missionary work for the spread of the Christian Gospel;
7. To carry on charitable and philanthropic work of every kind;
8. To publish, sell and distribute Christian literature;
9. To collect, solicit and accept funds or other subscriptions for the carrying on of the work of the Corporation, and for any other religious or benevolent purposes;
10. To exercise any of the powers usually conferred on duly incorporated benevolent societies by either Federal or Provincial authorities;
11. To own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of such property, real or personal, as may be needed for the prosecution of the work, and to invest and keep invested such funds as may be placed at its disposition for the furtherance of the objectives of the Corporation and to dispose of the entire undertaking of the Corporation;
12. To examine candidates for the ministry and to license and ordain as ministers those who shall meet the standards of the Scriptures (I Tim. 3: 1-8; Titus 1: 5-9) and the requirements of the Canadian Assemblies of God, and to assume the oversight of all ministerial matters in the Canadian Assemblies of God.

## **SECTION 3 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION**

### **3.01 Membership Conditions**

Subject to the articles, there shall be two categories of members in the Corporation: voting members and non-voting members. Membership in the Corporation shall be available only to individuals or local churches interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. All candidates for membership must agree to be bound by the Tenets of Faith found at Article V of the General Constitution of the General Conference of the Canadian Assemblies of God ("the General Constitution").

Membership in the Corporation shall be available to all credential holders of the Canadian Assemblies of God (except Christian Workers) who hold current valid certificates. Membership in the Corporation shall also be available to all duly appointed delegates from any affiliated local church of the Canadian Assemblies of God, as provided for in Article VI (c) of the General Constitution.

The voting constituency shall consist of all accredited members holding a current valid certificate of fellowship and duly appointed lay delegates from any affiliated churches who are present and registered at any regular or special meeting of the members.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

### **3.02 Notice of Meeting of Members**

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:

1. by mail, courier or personal delivery to each member 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
2. by telephonic, electronic or other communication facility to each member 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.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **SECTION 4 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **4.01 Membership Dues**

The dues payable by members for membership in the Corporation shall be posted on the website of the Corporation, or as otherwise determined by the Board.

### **4.02 Termination of Membership**

A membership in the Corporation is terminated when:

1. the member dies;
2. a member fails to maintain any qualifications for membership described in Section 3.01 of these by-laws;
3. the member resigns by delivering a written resignation to the chair and/or Secretary of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with Section 4.03 below or is otherwise terminated in accordance with the articles or by-laws of the Corporation;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **4.03 Discipline of Members**

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

1. violating any provision of the articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
3. 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 (also known as the General Superintendent), 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.

## **SECTION 5 - MEETINGS OF MEMBERS**

### **5.01 Place of Members' Meeting**

Meetings of the members will be held at such time and place as the Board of directors may determine.

### **5.02 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 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 members.

### **5.03 Chair of the Meeting**

In the event that the President of the Board is absent, his appointed representative shall chair the meeting.

### **5.04 Quorum**

A quorum at any meeting of the members shall be twenty-five per cent (25%) of the members entitled to vote. 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.

### **5.05 Votes to Govern**

At any meeting of members 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. 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.

### **5.06 Participation by Electronic Means**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance

with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### **5.07 Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall 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.

## **SECTION 6 – DIRECTORS (ALSO KNOWN AS OVERSEERS)**

### **6.01 Number of Directors**

The Board (also referred to in the General Constitution as the "Executive Board") shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board. In the case of a soliciting corporation, the minimum number of directors may not be fewer than five (5), at least two (2) of whom are not officers or employees of the Corporation or its affiliates.

### **6.02 Election**

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required.

Candidates shall be nominated and elected by secret ballot. The first ballot shall be a nominating ballot and a two-thirds majority vote in this ballot shall constitute an election. The same shall be required if only one name stands for nomination. A nominee must receive at least eight percent (8%) of the nominating ballots to be included in the nomination slate.

If no election is declared as a result of the nominating ballot, at least two of the names must be presented for the first election ballot and a two-thirds majority shall be required to determine an election. The first three candidates receiving the highest number of votes on the first election ballot shall be nominees for the second election ballot where an overall majority will determine an election. If no election be declared after the second election ballot, the name of the candidate receiving the lowest number of votes shall be eliminated. On the succeeding ballot for the two remaining candidates, a majority vote shall constitute an election.

### **6.03 Term**

The directors shall be elected to hold office for a term of three (3) years beginning January 1<sup>st</sup> following the annual meeting at which they are elected, or until such time as their successors are elected or appointed.



## **6.04 Remuneration**

The directors shall not be entitled to receive any remuneration for their duties as such. However, they may receive remuneration from services rendered to the Corporation as Officers, or in some other capacity.

## **6.05 Indemnification**

A director may, upon resolution of the members of the Corporation, voted at the Annual General Meeting of members (also referred to in the General Constitution as the "General Conference"), be indemnified or reimbursed by the Corporation of all expenses and disbursements incurred for an action or suit instituted against him by reason of acts accomplished by him or authorized by him in the execution of his function of director and also of any costs or expenses incurred from duties arising from his or her responsibility except if these costs or expenses should arise from his fault.

## **6.06 Duties**

The Board of Directors shall have the general oversight of the affairs of the Corporation. Every director of the Corporation, in the exercise of his powers and in the discharge of his duties, shall act prudently, diligently, honestly and faithfully in the interests of the Corporation, and shall avoid placing himself in a position of conflict of interest between his personal interest and that of the Corporation.

# **SECTION 7 - MEETINGS OF DIRECTORS**

## **7.01 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) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

## **7.02 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 14.01 of this by-law to every director of the Corporation not less than 7 days 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 is 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) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **7.03 Signed Resolutions and By-Laws**

All of the by-laws of the Corporation and resolutions of directors shall be enacted or passed at duly convened meetings of directors. Nevertheless, the signatures of all directors to any by-law of the Corporation or resolution which might be enacted or passed by the directors shall give to such by-law or resolution the same force and effect as if the same had been unanimously adopted by all the directors at a meeting duly called for the purpose of considering same. A declaration by the Chairman of the meeting of the Board of Directors to the effect that a resolution has been carried or lost; as to the number of votes cast, and/or as to the majority for or against, shall be conclusive evidence thereof.

### **7.04 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 subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **7.05 Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. 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.

### **7.06 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. 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 directors.

### **7.07 Conflict of Interest**

A Board member or a member of any committee governed by this by-law shall not place him or herself in a position where there is a conflict of interest between his or her duties as a member of the Board or of a committee and his or her other interests. Every such member who is in any way directly or indirectly interested in or may become interested in an existing or proposed contract, transaction or arrangement with the Corporation or who otherwise has a conflict of interest shall declare his or her conflict of interest and withdraw from any discussion or vote.

## **SECTION 8 - OFFICERS**

### **8.01 Appointment of Officers**

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### **8.02 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, shall have the following duties and powers associated with their positions:

#### **A. President (also known as the General Superintendent)**

1. The President shall be the chief Executive Officer of the Corporation and shall, if present, preside at all meetings of the Members and the Board;
2. He shall act in a supervisory capacity over all the workers of the Corporation and assist assemblies with personal advice and ministry as the need may require, and at the request of the pastor or the local Church Board; and administer discipline in all cases when requested to do so by the Board;
3. He shall present an annual report at the Annual General Meeting of Members (General Conference);
4. He shall by virtue of his office be a member of all committees;
5. He shall sign all instruments which require his signature and shall perform such duties and other functions as are usual and customary for the presiding Officers to perform, or such as may be directed by the Board or the Members.

#### **B. Secretary (also known as the General Secretary)**

1. The Secretary shall make and keep true records of the proceedings of the General Conference and shall publish the same as approved and directed by the Board. He shall issue all notices of all meetings of the Members and Board of Directors;
2. He shall act as Secretary of the meetings of the Board of Directors;
3. He shall keep a record of all Credential Holders and Assemblies in the fellowship of the Canadian Assemblies of God. He shall issue Certificates of Membership under the direction of the Credentials Committee;
4. He shall have charge of the minute books, charter and all records of the Corporation. He shall be the official custodian of the Seal of The Canadian Assemblies of God;
5. He shall be authorized to sign official and legal documents and to perform such other functions as are customary or as may be directed by the Board or the Members;
6. He shall present an annual report at the Annual General Meeting of Members (General Conference).

### **C. Treasurer (also known as the General Treasurer)**

1. The Treasurer shall be the custodian of all funds and securities and shall deposit the same in a responsible bank or banks or such depository in the name of the Corporation as the Board may direct;
2. He shall keep an accurate record of all receipts and disbursements and shall conduct the work of his office according to accepted methods of business. He shall sign and countersign such instruments as shall require his signature;
3. He shall distribute and expend funds and sign all cheques, drafts, notes and orders for payment of money that he shall pay out upon the approval and under the direction of Board of Directors;
4. He shall give a report from time to time as may be requested by the Board and a yearly report shall be given to the Annual General Meeting of Members.
5. He shall perform such other functions as are customary to his office or may be directed by the Board.

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.

### **8.03 Qualification**

The Officers (and Directors) of the Corporation shall be men of mature experience sound judgement, recognized ability, and Christian character, and who have ministered for at least five (5) consecutive years as ordained ministers before their election. They shall be chosen from the membership and shall have been ministering with the Canadian Assemblies of God (formerly Italian Pentecostal Churches of Canada) for at least five (5) years.

### **8.04 Nomination and Election**

Candidates for each separate office shall be nominated and elected by secret ballot. The first ballot shall be a nominating ballot and a two-thirds majority vote in this ballot shall constitute an election. The same shall be required if only one name stands for nomination. A nominee must receive at least eight percent (8%) of the nominating ballots to be included in the nomination slate.

If no election is declared as a result of the nominating ballot, at least two of the names must be presented for the first election ballot and a two-thirds majority shall be required to determine an election. The first three candidates receiving the highest number of votes on the first election ballot shall be nominees for the second election ballot where an overall majority will determine an election. If no election be declared after the second election ballot, the name of the candidate receiving the lowest number of votes shall be eliminated. On the succeeding ballot for the two remaining candidates, a majority vote shall constitute an election.

## **8.05 Terms of office and vacancies**

The terms of office for all officers shall be for three (3) years, and the term of office shall commence January 1<sup>st</sup> following the Annual General Meeting of Members (also referred to in the General Constitution as "General Conference". Should a vacancy occur in any office through resignation, removal, death, or disqualification, power is vested in the remaining members of the Board to fill the office until the next Annual General Meeting of Members.

## **8.06 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:

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a director (if a necessary qualification of appointment) or
4. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **SECTION 9 – COMMITTEES**

### **9.01 Credentials Committee**

The Credentials Committee shall examine all applications for the ministry and shall issue credentials accordingly and provide for the ordination of all accepted candidates. They shall have the right and authority to approve and accept as valid the ordination of a minister of the faith transferring to our fellowship who desires to enter into the fellowship and such without any further ordination rite. A letter of recognition issued to an applicant shall be considered sufficient to prove acceptance into our fellowship. The Secretary shall certify to the General Conference for all candidates who have been ordained to the full ministry by the laying on of hands of the Board.

### **9.02 National Youth Committee**

The National Youth Committee shall consist of a National Youth director, appointed by the Board of directors of the Corporation and elected representatives from the Eastern, Central and Western regions of our fellowship. A member of the Board shall serve as a National Youth director in an advisory capacity and act as a liaison between this committee and the Board. The Constitution of the National Youth Department was adopted and approved at the General Conference in October 1985.

### **9.03 Any Other Committee**

Any other committee deemed necessary from time to time shall be created by appointment or election by the Board of directors.

## **SECTION 10 - CONFERENCES**

### **10.01 Conferences**

Although the corporation is an association of Christian local churches who have the same theological convictions, these local churches may, with the approval of the Board of the Corporation *and ratified at the Annual General Conference*, form subgroups based on a common feature such as language. These subgroups will be called Conferences.

The following conditions will apply to any such Conference approved by the Board of the Corporation:

1. In matters of faith and practice, Conferences, as well as the local churches comprising them, shall be governed by the By-Laws and Constitution of the Corporation.
2. Each Conference shall be entitled to have at least one representative on the Board of the Corporation.
3. Each Conference shall be entitled to manage its own administrative and financial affairs, and shall submit an annual financial report to the Board of the Corporation prior to the annual General Conference of the Corporation.

## **SECTION 11 - MINISTERIAL CREDENTIALS**

### **11.01 Grades**

There shall be the following categories of credentials:

1. Ordained Minister;
2. Licensed Minister;
3. Recognition of Ministry;
4. Lay Preacher.

### **11.02 Qualification**

#### **A. Ordination**

##### **1. Graduate:**

- a. Graduation from a recommended Bible College or Seminary program which meets the recognized standard of the Corporation;
- b. Licensed Minister Credentials for two (2) full and continuous years of ministry;
- c. A proven ministry. A proven ministry shall be understood to mean that the candidate has clear evidence of the following:

- i. The call of God;
- ii. The operation of the ministry gifts according to Ephesians 4:11, 12;
- iii. Discipline and maturity in personal life and preaching ministry. Preaching shall be defined to mean the preparation and delivery of a sermon, other than teaching in a Sunday School;
- iv. The manifestation of genuine spiritual concern for all people.

**2. Bible College Non-Graduate:**

- a. Must complete the prescribed Minister's Reading or Correspondence Course;
- b. A Recognition of Ministry Certificate Recognition for three (3) years;
- c. A licensed Minister Certificate which he must hold at least two (2) years before being considered for ordination;
- d. A proven ministry. A proven ministry shall be understood to mean that the candidate has clear evidence of the following:
  - i. The call of God;
  - ii. The operation of the ministry gifts according to Ephesians 4:11, 12;
  - iii. Discipline and maturity in personal life and preaching ministry. Preaching shall be defined to mean the preparation and delivery of a sermon, other than teaching in a Sunday School;
  - iv. The manifestation of genuine spiritual concern for all people.

**3. Exceptions for Ordination:**

- a. The ordination of a licensed minister not in full time ministry may be authorized only by the Board of directors; such application be dealt with on their own merit;
- b. Provision shall be made for specialized ministries in an Institution, Evangelist, music, Christian Education and visitation. The candidate must be a graduate of a recognized Bible College or Seminary program which meets the standard of the Corporation and have a special training and ability in his particular field and a Divine calling in order to receive a minister's license. After three (3) years of proven ministry while holding a minister's licence he may apply to the Board of directors for ordination;
- c. In cases where the duties of those with specialized ministries involve them in areas of pastoral responsibility to a significant degree, such may apply for ordination by special consideration.

**B. Licensed Minister**

- 1. Graduation from a recognized Bible College or Seminary program which meets the standard of the Corporation or completion of a Minister's Reading or Correspondence Course and holding a Recognition of Ministry Certificate for three (3) years;
- 2. They shall be engaged in full-time ministry and be responsible for pastoral, evangelistic, church, administrative or related spiritual ministries.

### **C. Recognition of Ministry Certificate**

A recognition of Ministry Certificate may be granted to those who show usefulness in Divine service, and to Bible College students who are engaged in regular preaching ministry prior to graduation and to full-time ministry.

### **D. Lay Preacher's Certificate**

Lay persons of proven character who are chosen to assist in the work of the Lord, and who are not engaged in full-time ministry or in charge of an assembly may be granted a Lay Preacher's Certificate.

#### **11.03 Requirements**

All applicants for Credentials shall have a personal experience of salvation, and shall have received the baptism of the Holy Spirit according to Acts 2:4, and shall subscribe to the Tenets of Faith of the Corporation.

Current credentials are issued only to Credential holders approved by the Board and who have mailed the completed Annual Questionnaire (Renewal Form) to the Secretary with the required fee.

The annual assessment for credentials shall be such as determined by the Board from time to time.

Those sixty-five (65) years of age and over are not required to submit credential fees, but are required to complete the Annual Questionnaire (Renewal Form) in detail.

#### **11.04 Issuing of Credentials**

The Credential Committee shall be composed of all members of the Board and the President and the Secretary shall issue the approved Credentials.

All initial applications for Credentials must be made on a completed application form to be submitted to the Secretary on behalf of the Credentials Committee for approval by the Board.

The Credential Committee shall issue Credentials to only those who have complied with General Conference requirements.

#### **11.05 Transfers**

When a Credential holder moves to another country, he should apply for a transfer of Credentials.

Ministers transferring from other church organizations shall complete the Organization's Credential application form for our records before receiving Credentials and allow a copy of



their former credentials, and if applicable their Ordination Certificate to be made available for our files.

Ordained ministers accepted for transfer from other church organizations shall have temporary recognition for one (1) year before Credential transfer is confirmed.

### **11.06 Loss of Credentials**

Credential Holders having personal debts that they are not seeking to liquidate may lose their Credentials upon a majority vote of the Board.

Any Credential Holder found guilty of adultery, or sexual deviation or other form of immorality shall have his credentials suspended and each case shall be considered on its own merit.

Should a charge be laid against a Credential Holder, the officers of the Corporation shall be under obligation to investigate the charge without delay, and shall have the authority to suspend that person's credentials.

If any Credential Holder shall be charged with holding doctrine contrary to the Articles of Faith of the Corporation, or is charged with wrong practices of a serious nature known on the testimony of at least three (3) witnesses, the case shall be heard by the President, and in either case one other officer. In the case of no adjustment, a committee of five, including the President shall hear the case. This committee may withdraw endorsement until the next General Conference, when the suspended member, if he or she so desires, may appeal for reconsideration of the case.

Credential Holders who in the judgment of the Board are unsuccessful over a period of years may be demoted and have their credentials recalled.

Ministers may decline to officiate at a wedding ceremony which is not in harmony with their personal beliefs and convictions.

No minister may perform any wedding ceremony in which either party has been divorced and the former spouse is still living, except in instances in which, after proper investigation, the minister has determined and is satisfied that the following conditions exist, or where the minister has received an affidavit from the person who has a living former spouse, duly witnessed by two (2) signators, or a notary public or commissioner of oaths, that declares the conditions below have been fulfilled:

1. All reasonable efforts at reconciliation with the former partner have been exhausted; and
2. There has been sexual immorality on the part of a former partner or that partner has remarried; and
3. There is repentance for any personal failures that may have contributed to the breakup of a previous marriage; and
4. A legal divorce has been obtained.

No credential holder shall knowingly invite into his church or community for official public preaching, teaching or evangelism ministries, any person or persons who are divorced and remarried and have a former companion living or who are married to such a person or persons who are under suspension and who have had their credentials withdrawn, or whose moral standards and practices do not harmonize with the Scriptures and reflect a life of holiness as believed among us. Any violation shall result in disciplinary action taken as deemed warranted after a review by the executive committee.

In order to maintain active standing, Ordained Ministers up to their retirement must preach at least twenty-five (25) times a year, unless engaged in Church administrative work, or a member of a Bible College faculty, or those who are furthering their education, or engaged in specialized ministries as defined in Section 11.02 (A). The Board at their discretion are authorized to review the circumstances of any credential holder who is currently engaged in full or part-time secular work, and if in the opinion of the Board there is evidence that the individual is not engaged primarily in Christian ministry, or does not meet the minimum preaching requirement for retention of active standing, the name of such a person would be placed on the Inactive List. After a period of two (2) years the name shall be removed, unless the Credential Holder has had a continuous ministry of fifteen (15) years or more, in which case the person will remain indefinitely on the Inactive List.

A Licensed Minister must preach at least twenty (20) a year in order to retain active standing, unless engaged in Church administrative work, or a member of a Bible College faculty, or engaged in specialized ministries as defined in Section 11.02 (A). Credential Holders whose names appear on the Inactive List shall not have the privilege of General Conference participation, but shall retain all other benefits of the Corporation. Exceptions may be made by the Board in session for persons who have held credentials for thirty (30) years.

Should a Credential Holder fail to renew his credentials by the first (1<sup>st</sup>) of March the President upon receipt of notification from the Secretary will inform the individual by letter, allowing a thirty (30) day period in which he may apply for renewal. A copy of the letter will be sent to the Secretary. If the credentials are not renewed with the thirty (30) day period the Secretary will notify the President, and the credentials in question will be lapse.

## **11.07 Discipline**

### **A. The Nature and Purposes of Discipline**

Discipline is an exercise of Scriptural authority for which the church is responsible. The aims of discipline are that God may be honored, that the purity and welfare of the ministry may be maintained, and that those under discipline may be brought to repentance and restoration.

Discipline is to be administered for the restoration of the minister, while fully providing for the protection of the spiritual welfare of our local assemblies. It is to be redemptive in nature as well as corrective and is to be exercised as under a dispensation of mercy. The following shall be proceeded with only after all other avenues of Christian counsel and brotherly admonition have been exhausted. For the purposes of this by-law, “he” shall be deemed to include females.

## **B. Causes of Disciplinary Action**

Violation of principles as stated in the General Constitution and the by-laws of the Corporation may give cause for disciplinary action by the Board. Without limiting the generality of the foregoing, among such causes for action shall be:

1. Adultery, sexual deviation, any conduct unbecoming to a minister, or indiscretions involving morals;
2. General incompetence in the ministry;
3. A failure or inability to represent our Pentecostal testimony correctly (see the Constitution of the Corporation);
4. A contentious or non-cooperative spirit;
5. An assumption of dictatorial authority over an assembly;
6. An arbitrary rejection of the authority of the Corporation;
7. A declared open change in doctrinal views;
8. A habit of running into debt which brings reproach upon the cause;
9. The officiating of a marriage in violation of our stand on marriage and divorce;
10. Violations of generally accepted ministerial courtesies;
11. Any proven act or conduct which, in the opinion of the Board, after a full investigation of the evidence may be regarded as requiring disciplinary action.

## **C. Initiative**

Authority: Occasions sometimes arise which make it necessary to deal with ministers who, for some reason, seem to have reached the place where, in the opinion of the Board, endorsement can no longer be given.

The Board which has the authority to ordain ministers and to recommend them for credentials also has the right to withdraw its approval and to recommend the withdrawal of credentials (Sections 11.06 and 11.07 above) and the dismissal of a minister.

## **D. Investigation of Reports or Complaints of Alleged Violations of Principles**

When a report or complaint of alleged violations by a minister is received, the President and a representative appointed by the President shall make an investigation, having in mind that it is his responsibility to safeguard the church, the minister and the Fellowship. This shall be done to determine the source of the report or complaint. The persons involved may be interviewed in order to ascertain the facts in the case and the reasons underlying the reports or complaints, after which the accused minister may be interviewed.

## **E. Preparation of Filing of Charges**

If, after due investigation, it is determined that charges should be laid, proper charges shall be prepared and filed. If no one appears to sign the charges, members of the Board making the investigation may prefer charges based on the evidence in their possession. The person against

whom charges have been filed shall be informed in writing by registered letter of the charges made.

### **F. Board Hearing and Discipline**

In the event the charges cannot be dealt with privately to the satisfaction of all concerned, the President shall arrange for a hearing by the Board for the accused minister. The minister shall be requested to appear at the hearing in the hope the matter can be resolved. The minister shall be notified of the specific charge or charges by registered letter at least ten (10) days before being called to appear before the Board.

The said minister may be suspended immediately from his ministerial activities upon his receipt of the registered letter notifying him of the charges, and provision for a pulpit supply shall be made by the president or its representative. If the Board determines that guilt has been established, discipline shall be administered prayerfully and in the fear of God, in accordance with the Scriptures, and as set forth in the General Constitution and by-laws of this ecclesiastical body.

### **G. Credentials Terminations**

A minister who has been found guilty of violating or who has confessed in writing to having violated any of the principles set forth in Sections 11.06 and 11.07 of these by-laws shall be subject to disciplinary action by the Board. Said discipline shall be administered in brotherly love and kindness in an effort to lead the offending minister through a program of rehabilitation. The Board shall weigh decisions on the basis of the offence itself. In the event rehabilitation is not feasible, the minister shall have his credentials withdrawn.

### **H. Right to Appeal**

An appeal from the decision of the Board may be made in the following manner: the credential holder shall make such a request in writing to the Secretary of the Corporation. This must be within thirty (30) days of receiving the verdict from the Board.

### **I. Rehabilitation**

When it has been determined, either by a written confession of the minister involved or by deliberation of the Board that there is a cause for disciplinary action as a result of a violation of principles as set forth in Sections 11.06 and 11.07 of the by-laws, it shall then be the responsibility of the Board to determine whether or not the offence warrants suspension or withdrawal of credentials.

The attitude of the offending minister toward the discipline, the manner and thoroughness of his repentance, the desire he manifests to cooperate, and the possibility of success of his rehabilitation should be taken into consideration by the Board in arriving at their decision. Recognizing that the underlying principle involved in discipline is redemptive, and that man's

conscience frequently brings him to judgment and confession, and that justice can sometimes best be served with mercy; therefore the following provisions for rehabilitation shall apply:

1. **Basis:** For those found to have violated any of the principles in Sections 11.06 and 11.07 of these by-laws, the Board shall determine the period of rehabilitation.
2. **Period of time:** The period of rehabilitation shall be not less than one (1) year except when the violation involved misconduct defined in Section 11.06(b) in which case in shall be for not less than two (2) years.
3. **Procedure and requirements:** The following procedure shall be used by the Board in determining the specific requirements leading to rehabilitation for the individual minister:
  - a. **Suspension:** The Minister shall be considered to be under suspension during the entire period of rehabilitation, and his credentials shall be held in the general office. The extent to which he may be permitted to minister, if any, shall be determined by the Board. Certain offences may not require complete cessation of ministerial activities, although some restrictions or limitations may be warranted;
  - b. **Completion of rehabilitation:** When the rehabilitation period is satisfactorily completed, the minister shall be considered to be in good standing and his credentials restored upon application.

## **J. Restoration of Credentials**

Persons who for moral or doctrinal reasons have had their credentials withdrawn by the Board and are seeking reinstatement, shall make appeal in writing to the Board at least sixty (60) days before a regular meeting of that body.

The Secretary shall obtain the necessary current information relative to the person applying for reinstatement.

Persons applying for reinstatement may at the discretion of the Board be requested to appear in person.

The decision of the Board shall be final and binding.

Records relating to all suspensions and withdrawals of credentials by Board action shall be kept in the Board office files.

Restoration of credentials if granted shall be temporary for one (1) year and reviewed after that period.

## **11.08 Minister and Church Relationship**

Where a pastor has claim for personal funds against church property, such claim to be valid must have the approval of the congregation or Board in writing.

A pastor shall not hold title to church property.

A pastor or pastor's wife shall not act as Treasurer for a congregation duly set in order. The only exception is where a pastor is temporarily authorized by the Board, and in that case he shall give an account to the Board.

Affiliated churches must be pastored by those who hold their credentials with the Corporation.

### **11.09 Ceremonies and Ordinances**

Ministers holding credentials with The Canadian Assemblies of God (formerly The Italian Pentecostal Church of Canada) are permitted to conduct the various ceremonies, ordinances, and sacraments in accordance with the direction of the Corporation and the laws of their province.

Ordained ministers are permitted to solemnize marriages if they are registered with the government. **EXCEPTIONS:** Those who hold a Licensed Minister's Certificate may, under special circumstances, be granted the right to solemnize marriage according to the Provincial Marriage Act, provided that they satisfy the following conditions:

1. They must obtain authorization from the Board;
2. They must be in charge of a congregation;
3. They must be registered with the appropriate provincial or territorial government.

Dedication of children, water baptism, and Communion Service: These services may be conducted by the Credential Holder according to the custom and practices of the Corporation, and in accordance with the laws of the Province.

Burial of the dead: One need not be an ordained minister to conduct a funeral and committal service in most Provinces.

### **11.10 The Minister of Non-CAOG Churches or Other Organizations**

To pastor a non-Canadian Assemblies of God church with only remote affiliation possibilities a Credential Holder shall surrender his credentials to the Corporation. If he should desire to return, he may have the privilege of applying for reinstatement.

To pastor an independent Pentecostal Church, the Credential Holder must have Board approval and be under their jurisdiction. He may have permission to pastor such church for a period of not more than two (2) years and must use his influence to attempt to secure the affiliation of the church with the Corporation. Upon a request made in writing to the Board, consideration may be given to extend the two (2) year period.

To become involved with any other Christian organization not directly sponsored by the Corporation, the Credential Holder may retain his credentials if his association and all relevant factors have been processed and approved by the Board.

Such person would be considered as having Associate status, and would not have General Conference privileges, but could avail himself of the other benefits that are open to all Credential Holders. He would be subject to the standards and discipline of the Corporation.

### **11. 11 The Official Ministerial List**

A list of all Credential Holders shall be issued every two (2) years.

This list is issued to the use of the Corporation's Credential Holders. Giving the list to outsiders is strictly forbidden. Exceptions are to be made at the discretion of the Board.

The published Official Directory shall include the following classifications: Active, Associate, and Superannuated.

Additions, deletions and changes in Ministerial Status shall be published at the discretion of the Board.

## **SECTION 12 - LOCAL ASSEMBLIES**

### **12.01 Local Assemblies**

Individual congregations, which are affiliated with the Corporation, shall be called local assemblies.

All true believers associating themselves in local bodies and assemblies, and accepting their full personal share of responsibility for the maintenance of Scriptural order in the local body, shall have a standard for membership which may be determined by the local assembly itself, subject to the rules and regulations of the General Conference in force from time to time and shall be "set in order" as an Assembly by the Board.

A local church shall not be set in order as a sovereign assembly unless it shall have at least twenty-five (25) bona fide members from which at least three (3) Scripturally qualified persons can be selected for church office. Should the church at any time fall below these minimums it shall temporarily surrender its sovereignty to the Board who shall take such steps as are necessary as to restore the minimum levels of sovereignty.

In order to maintain standards of righteousness in the Church only those who are known to be living consistent and overcoming lives may be considered eligible for Church offices. Where there are an insufficient number in a local group who meet the Scriptural qualifications to fill all the offices, it is recommended that such offices be left vacant rather than fill them with unqualified men (or persons).

Each self-supporting local assembly shall have the right of self-government in Jesus Christ, its Living Head, subject to the rules and regulations of the Corporation from time to time in force.

It shall have the right to administer discipline to its members according to the Scriptures and its rules and regulations.

Where a local church has not been incorporated, the affairs of such local assembly as pertaining to the holding of property shall be managed by a Board of Trustees consisting of not less than three (3) members of the said local congregation. Where a Board of Trustees has not been elected, the property shall be held and administered by such officers or officer as the said congregation shall elect from time to time; provided however, that lands purchased or acquired by local assemblies, may be conveyed to the Corporation and held by the Corporation in trust, for such local assemblies, on such terms and conditions may be agreed upon from time to time.

Each local assembly shall recognize that the General Conference has the right to approve Scriptural doctrine and conduct and to disapprove of unscriptural doctrine or conduct. The said General Conference may by resolution, cancel and terminate forthwith the affiliation of local assemblies with the Corporation in the event of the failure of such local assemblies to comply with the Constitution, rules and regulations of the Corporation and resolutions of the General Conference duly passed from time to time, or in the event of such local assemblies failing to subscribe to the Tenets of Faith approved by the General Conference from time to time.

When in need of counsel or advice such affiliated local assembly may appeal to the Board or the General Conference.

When there is a vacancy in the Pastorate, the advice and recommendation of the President (General Superintendent) should be sought and he should be kept informed of any radical changes in the local set-up.

Affiliated local assemblies shall interest themselves in Home and Foreign Missionary activities and actively assist and cooperate with the Corporation and its proper officers in the promotion of such works and undertakings.

Any lay delegate appointed by a local assembly affiliated with the Corporation, who is sent as a delegate to the Annual General Meeting (General Conference), shall be recognized as representing for the time being the said local assembly and shall be entitled to vote at all meetings of the Annual General Meeting. The number of such lay delegates shall be determined from time to time by resolution of the Annual General Meeting.

The procedure for affiliation of independent assemblies with the Corporation shall be as follows:

1. The local congregation shall, at a regularly convened meeting pass a resolution adopting the Tenets of Faith approved by an Annual General Meeting;
2. The said congregation shall, at a regularly convened meeting pass a resolution authorizing the officers of the local assembly to petition to the Corporation for affiliation;
3. The Board of the Corporation may grant the petition for affiliation and shall forthwith thereafter notify the local congregation of its decision.



Notwithstanding the provisions herein contained, local assemblies established with Home Missions funds of the Corporation shall, until the said local assemblies shall have become self-supporting, be under the supervision of the President (General Superintendent) and acts and undertakings of such local assemblies shall be subject to the approval of the Board.

## **SECTION 13 - ORDER OF BUSINESS**

The regular order of business for the Annual General Meeting of Members (General Conference) shall be:

1. Devotional;
2. Report of Secretary;
3. Report of Treasurer;
4. Report of President;
5. Any other reports;
6. Unfinished business;
7. Election of Officers;
8. New Business; and
9. Adjournment.

## **SECTION 14 - NOTICES**

### **14.01 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 members or a meeting of the Board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

1. 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 128 (Notice of directors) or 134 (Notice of change of directors); or
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of 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.

#### **14.02 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-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 15 - AMENDMENT OF ARTICLES OR BY-LAWS**

#### **15.01 Amendment of articles or by-laws**

In accordance with s. 197(1) of the Act, a special resolution of the members, passed by a majority of not less than two thirds of the votes cast on that resolution, is required to make any amendment to the articles or the by-laws of the Corporation to

1. change the Corporation's name;
2. change the province in which the corporation's registered office is situated;
3. add, change or remove any restriction on the activities that the corporation may carry on;
4. create a new class or group of members;
5. change a condition required for being a member;
6. change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
7. divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
8. add, change or remove a provision respecting the transfer of a membership;
9. subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
10. change the statement of the purpose of the corporation;
11. change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
12. change the manner of giving notice to members entitled to vote at a meeting of members;
13. change the method of voting by members not in attendance at a meeting of members; or
14. add, change or remove any other provision that is permitted by this Act to be set out in the articles;
15. change the Corporation's tenets of faith.

## **SECTION 16 - PUBLIC ACCOUNTANT**

### **16.01 Public Accountant**

As provided by the Act, so long as the Corporation continues to be a non-soliciting corporation with annual income of less than one million dollars, the members may elect not to appoint a public accountant at the Annual General Meeting, or to appoint one and to limit his financial review to the level of review engagement. If the Corporation becomes a soliciting corporation or if its annual income exceeds one million dollars, the members must appoint a public accountant whose review shall be an audit engagement.

## **SECTION 17 - DISPUTE RESOLUTION**

### **17.01 Mediation and Arbitration**

Disputes or controversies (other than discipline referred to in Sections 4.03 and 11.07 above) among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 17.02 of this by-law.

### **17.02 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:

1. 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.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
3. 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.

4. 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 18 - GENERAL PROVISIONS**

### **18.01 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.

### **18.02 By-laws and Effective Date**

The Board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act.

## **SECTION 19 - DISSOLUTION OF THE CORPORATION**

### **19.01 Dissolution of the Corporation**

In the event of the dissolution of this Corporation, the Board shall, after payment or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation to an organization or organizations which is or are in harmony with the objectives and doctrinal position the Corporation stated in its constitution. Such an organization or organizations shall at the time qualify as a recognized charity under the regulations of Revenue Canada

## **SECTION 20 - EFFECTIVE DATE**

### **20.01 Effective Date**

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and confirmed by the members of the Corporation by special resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

---

[Indicate name of director/officer]