

BYLAWS
relating generally to the transaction of the affairs of
Delta Pentecostal Tabernacle

I. DEFINITIONS

1. DEFINITIONS

1.01 In these Bylaws, unless the context otherwise requires, the following definitions shall apply:

- (a) “Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time and any statute enacted in substitution thereof, and in the case of such a substitution, any references in these Bylaws to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) “Annual General Meeting” means the annual business meeting of the Members, as described in Section 14.01;
- (c) “Board” means the board of the Church which shall be deemed to be the board of Directors of the Church pursuant to the Act;
- (d) “Board Resolution” means a resolution passed at a meeting of the Board by a simple majority of the votes cast by those Directors entitled to vote at such a meeting, or a resolution that has been submitted to all of the Directors and consented to in writing by not less than two-thirds (2/3) of the Directors who would have been entitled to vote on it at a meeting of the Board;
- (e) “BPC” means Broadway Pentecostal Church, a BC society incorporated under incorporation number S0005008;
- (f) “Bylaws” means the bylaws of the Church filed with the Registrar;
- (g) “Church” means the legal entity incorporated as a non-profit society under the Act and named **Delta Pentecostal Tabernacle** ;
- (h) “Constitution” means the constitution of the Church filed with the Registrar, including the Statement of Faith;
- (i) “Credential Holder” means a Person who holds credentials with the PAOC in accordance with the PAOC General Bylaws;
- (j) “Director” means a member of the Board, who shall be deemed to be a director pursuant to the Act;
- (k) “District” means The Pentecostal Assemblies of Canada British Columbia and Yukon District Society;
- (l) “District Bylaws” means the bylaws adopted by the District from time to time;
- (m) “District Superintendent” means the superintendent of the District from time to time;
- (n) “District Ex Officio Member” means the District Superintendent or their designate, as described in Section 8.04;

- (o) "Extra-Special Resolution" means a resolution passed at a General Meeting by a unanimous vote (100%) of the Regular Members and the District Ex Officio Member entitled to vote at that meeting;
- (p) "General Meeting" means any meeting of the Members, whether the Annual General Meeting or a Special General Meeting;
- (q) "Member" means a member of the Church, as described in Section 4.01;
- (r) "Officer" means an officer of the Church, as described in Section 26;
- (s) "Ordinary Resolution" means a resolution passed at a General Meeting by a simple majority of the votes cast by the Members entitled to vote at that meeting, or a resolution that has been submitted to all of the Members and consented to in writing by not less than two-thirds (2/3) of the Members who would have been entitled to vote on it at a General Meeting;
- (t) "PAOC" means The Pentecostal Assemblies of Canada;
- (u) "PAOC General Bylaws" means the bylaws adopted by the PAOC from time to time;
- (v) "Person" means an individual person, but does not include a corporation, partnership, trust, or unincorporated organization;
- (w) "Policy Statements" means any policy statements adopted by the Board from time to time concerning its position on practical applications of biblical principles and Christian conduct and the administration of Church business;
- (x) "Purposes" means the charitable purposes as set forth in the Constitution;
- (y) "Quorum" means the number of Regular Members required for a General Meeting, as described in Section 14.07;
- (z) "Registered Address" of a Member or Director means the address of that Member or Director as recorded in the register of Members or the register of Directors;
- (aa) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (bb) "Regular Member" means a Member with voting status, as described in Section 8.01;
- (cc) "Senior Pastor" means the Person called and appointed as the senior pastor, as described in Section 22.01;
- (dd) "Special General Meeting" means any meeting of the Members outside of the Annual General Meeting, as described in Section 14.04;
- (ee) "Special Resolution" means a resolution passed at a General Meeting by a majority of not less than 2/3 of the votes cast by the Members entitled to vote at that meeting, or a resolution that has been submitted to all the Members and consented to in writing by every Member who would have been entitled to vote at a General Meeting; and
- (ff) "Statement of Faith" means the *Statement of Fundamental and Essential Truths* as approved by the General Conference of the PAOC, from time to time, and appended to these Bylaws.

2. CONSTITUTION, INTERPRETATION AND HEADINGS

- 2.01 Constitution – These Bylaws shall be strictly interpreted at all times in accordance with, and subject to, the Purposes and the Statement of Faith, which, for the purposes of these Bylaws, are incorporated by reference and made a part hereof. If any of the provisions contained in these Bylaws are inconsistent with those contained in the Constitution or the Act, the provisions contained in the Constitution and the Act, as the case may be, shall prevail.
- 2.02 Interpretation – In these Bylaws, unless the context otherwise requires, the following rules of interpretation shall apply:
- (a) words importing the singular number include the plural and vice versa;
 - (b) words importing the masculine gender include the feminine and neuter genders, unless these Bylaws otherwise specifically provide; and
 - (c) words importing or referring to Person or Persons shall include individual persons only and shall not specifically include corporations, partnerships, trusts and unincorporated organizations.
- 2.03 Headings – Headings used in these Bylaws are for convenience of reference only and shall not affect the construction or interpretation thereof.

II. TENETS OF FAITH

3. TENETS OF FAITH

- 3.01 We believe most assuredly that the Holy Scriptures are God's final revelation and constitute our all-sufficient rule for faith and practice. This local Church, by virtue of its affiliation with the PAOC, shall accept the Statement of Faith.
- 3.02 Prerogatives – This Church shall have a right to:
- (a) Govern itself according to the standards of the New Testament Scriptures, "endeavoring to keep the unity of the Spirit in the bond of peace...till we all come in the unity of the faith, and the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ" (Ephesians 4:3, 13).
 - (b) Govern itself according to the PAOC Operating Bylaws and the District Bylaws.
 - (c) Choose its own pastors, provided they hold credentials with, or are endorsed by, the PAOC. The Church shall select its own Officers and Directors and transact local business.
 - (d) Have representation in the General Conference and District Conference of the PAOC, through properly accredited delegates, according to the provisions of the respective constitutions of these bodies, in force from time to time.
- 3.03 Ordinances and Practices
- (a) To administer the ordinance of Baptism by immersion in water (Matthew 28:19) to all those who have repented of their sins, who believe on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation (Romans 6:3-5; Colossians 2:12).
 - (b) To regularly observe the ordinance of the Lord's Supper for believers as enjoined in the Scriptures (Luke 22:19-20; 1 Corinthians 11:23-26).

- (c) To observe the practices of:
 - i. Dedication of Children
 - ii. Prayer for the Baptism in the Holy Spirit
 - iii. Prayer for the Sick
 - iv. Christian Marriage
 - v. Christian Burial of the Dead

III. MEMBERSHIP

4. MEMBERSHIP TRANSITION AND CONDITIONS

- 4.01 As at the date these Bylaws become effective, the Members are limited to the directors of BPC and the District Ex Officio Member. Thereafter, the Members shall be limited to the Persons who are directors of BPC and the District Ex Officio Member from time to time, who each shall immediately become a Member on being elected or appointed a director of BPC or the District Ex Officio Member, and who have not ceased to be Members under these Bylaws.

Each Person who is a Member as of the date these Bylaws come into force who has applied to transfer their membership to BPC will be deemed to have been terminated from membership effective the date these Bylaws come into force.

Each Person who is a Member as of the date these Bylaws come into force who is not eligible for membership under these Bylaws and who has not transferred their membership to BPC will be deemed to have resigned from membership effective that date.

5. QUALIFICATIONS FOR MEMBERSHIP

Intentionally Deleted.

6. ADMISSION TO MEMBERSHIP

Intentionally Deleted.

7. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP

Intentionally Deleted.

8. TYPES OF MEMBERS

- 8.01 Regular Members As set out in Section 4.01, the Persons who are the directors of BPC, from time to time, shall become Members without need for further election, appointment or formality and shall be known as Regular Members. Such Regular Members shall be entitled to voting privileges at all duly called General Meetings, subject to the conditions hereinafter stated.

8.02 Intentionally Deleted.

8.03 Intentionally Deleted.

- 8.04 District Ex Officio Member – The District Superintendent, by virtue of their office, shall be a Member of the Church and shall be known as the District Ex Officio Member. Notwithstanding any other provision of these Bylaws, the District Superintendent may appoint a designate to act on their behalf at any General Meeting. The District Ex Officio Member shall be entitled to voting privileges at all duly called General Meetings, but need not be given notice of a General Meeting, except a General Meeting at which the Church will consider an Extra-Special Resolution.

9. ADHERENTS

Intentionally Deleted.

10. MEMBERSHIP REGISTER

- 10.01 A register of Members shall be kept by the secretary of the Board.

11. TERMINATION OF MEMBERSHIP

- 11.01 A person shall immediately cease to be a Member:
- (a) on the date which is the later of the date of delivering his or her written resignation to the secretary of the Church or to the address of the Church and the effective date of the resignation stated in the resignation;
 - (b) on his or her death;
 - (c) on ceasing to be the District Ex Officio Member or a director of BPC, as applicable.
- 11.02 There is no manner in which a Member may be expelled.
- 11.03 All Members are deemed to be in good standing.
- 11.04 A Person who ceases to be a Member forfeits all rights, claims, privileges or interest arising from membership.
- 11.05 The membership of a Person in the Church is not transferable.

12. PROCEDURE FOR DISCIPLINE

Intentionally Deleted.

13. WAIVER AND MEDIATION

- 13.01 Notwithstanding any other provision of these Bylaws, membership in the Church is given upon the strict condition that disciplinary proceedings or any other proceedings or matters arising out of these Bylaws shall not give a Member cause for any legal action against either the Church, the Senior Pastor, any associate pastor, any staff member of the Church, any Director, any Officer, or any Member, and the acceptance of membership in the Church shall constitute conclusive and absolute evidence by a Member of all rights of action, causes of action, and all claims and demands against the Church, the Senior Pastor, any associate pastor, any staff member of the Church, any Director, any Officer, or any Member in relation to disciplinary proceedings or any other proceedings or matters arising out of these Bylaws or involving the Church in any matter whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

- 13.02 In the event that a Member is dissatisfied with any matters of procedure involving the Member and the Church as set out in these Bylaws, then, if that Member does not violate or circumvent the waiver contained in Section 13.01 or attempt to do so, that Member may seek to have their concerns resolved through a process of Christian mediation whereby the Member shall appoint one (1) mediator, the Church shall appoint another mediator, and the two (2) mediators so appointed shall jointly appoint a third mediator. The three (3) mediators may then meet with the Board and the Member in attempt to mediate a resolution, provided, however, that such mediation shall not be binding either upon the Church or the Member.

IV. MEMBERS' MEETINGS

14. GENERAL MEETINGS

- 14.01 Annual General Meeting – There shall be an Annual General Meeting, at such time and place as determined by the Board, no later than four (4) calendar months from the end of the fiscal year of the Church. Notice of the Annual General Meeting shall be given, in accordance with Section 14.05. The fiscal year end shall be at August 31.
- 14.02 The Annual General Meeting agenda shall include, but not be limited to:
- (a) Devotional
 - (b) Approval of agenda
 - (c) Approval of the minutes of the previous General Meeting
 - (d) Unfinished business
 - (e) Report of the chair of the Board, and acceptance
 - (f) Report of the treasurer of the Board, and acceptance
 - (g) Approval of financial statements
 - (h) Election of the Directors
 - (i) Appointment of the auditor, if any
 - (j) New business
 - (k) Adjournment
- 14.03 New Business at the Annual General Meeting – If a Regular Member desires to present a matter for consideration at the Annual General Meeting, the same shall be in writing and signed by that Member and submitted to the Board no later than twenty-one (21) days prior to the Annual General Meeting.
- 14.04 Special General Meetings – Special General Meetings may be called by:
- (a) the chair of the Board;
 - (b) the secretary of the Board when a majority of the Board in writing so orders; or
 - (c) the Board when no less than ten percent (10%) of the Members so petition.
- 14.05 Notice of Meeting – Notice of all General Meetings shall be given personally, by mail, by electronic mail, or by facsimile to the Member, to be sent to the Member's registered address, the Member's email address, or facsimile number, as recorded in the Church's records. Notice shall be given at least 14 days preceding the General Meeting. The notice for all General Meetings shall include the date, time, place, and purpose of the General Meeting, and shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken.

Notice of a General Meeting shall be given only to:

- (a) every Member shown on the register of Members on the day notice is given, and
 - (b) the auditor, if any.
- 14.06 Omission of Notice – The accidental omission to give notice of any General Meeting or any irregularity in the notice of any General Meeting or the non-receipt of any notice by any Member or by the auditor of the Church shall not invalidate any resolution passed or any proceedings taken at any General Meeting, provided that no Member objects to such omission or irregularity.
- 14.07 Quorum – A Quorum for any General Meeting shall be constituted by the presence of the greater of three (3) Regular Members or twenty-five percent (25%) of the total Regular Members of the Church immediately prior to the time of the General Meeting in question and for the duration of the General Meeting, except that Quorum for a General Meeting at which the Members consider an Extra-Special Resolution shall be the greater of three (3) voting Members or twenty-five percent (25%) of the total voting Members, which includes, in either case, the District Ex Officio Member. No business shall be transacted at any General Meeting, unless the requisite Quorum is present at the time of the transaction of such business. If a Quorum is not present at the time appointed for a General Meeting or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the General Meeting to a fixed time and place, but may not transact any other business and the provisions of Section 14.05 with regard to notice shall apply to such adjournment.
- 14.08 Chair – The chair of the Board, or in their absence a designate appointed by Board Resolution, shall act as chair of all General Meetings.
- 14.09 Majority Vote – At all General Meetings, every question shall be determined by Ordinary Resolution (simple majority), unless otherwise provided for by the Act or elsewhere in these Bylaws.
- 14.10 Voting Procedure – Every question submitted to any General Meeting shall be decided by a show of hands or by any other method of voting that adequately discloses the intention of the Members at the discretion of the chair of the General Meeting. At any General Meeting a declaration by the chair that a motion has been carried or carried unanimously or by particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 14.11 Parliamentary Order – In order to expedite General Meetings, General Meetings shall be governed by the spirit of Christian love and fellowship and may be governed by the accepted rules of parliamentary procedure as outlined in *Robert's Rules of Order*, as amended from time to time, at the discretion of the chair of the General Meeting.
- 14.12 Voting by proxy shall not be permitted.
- 14.13 Any General Meeting may also be held, or any Member may participate in any General Meeting, by conference call or similar communication equipment or device so long as all the Persons participating in the General Meeting can hear and respond to one another. All Persons so participating in a General Meeting shall be deemed to be present in person at the stated location of the General Meeting and, notwithstanding the foregoing, shall be entitled to exercise their vote, if any, by a voice vote recorded by the secretary of such meeting.

V. BOARD MEMBERS

15. DEFINITION OF BOARD

- 15.01 The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Church. As of the date these Bylaws are effective, the Board of the

Church will consist of the board of directors of BPC as of that date. Thereafter, the Board shall consist of the directors of BPC from time to time who, by virtue of holding the office of director of BPC, shall be appointed as a directors of the Church without a term of office. Upon a Person ceasing to be a director of BPC that Person shall thereupon cease to be a Director and upon a Person being elected as a director of BPC, that Person shall thereupon become a Director.

- 15.02 The Board may exercise all such powers and do all such acts as the Church may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Church at a General Meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Church;
- (b) these Bylaws; and
- (c) Policy Statements and rules, not being inconsistent with these Bylaws, which are made from time to time by the Church at a General Meeting.

No rule made by the Church at a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

- 15.03 Intentionally Deleted.

- 15.04 At any time and at all times when the Church does not have a Senior Pastor, the District Ex Officio Member shall assume the chair of the Board, where along with the lay Directors shall be deemed to constitute a complete Board for the purpose of carrying out the provisions of the Constitution and these Bylaws. This Section 15.04 shall not be amended except by Extra-Special Resolution (unanimity).

16. QUALIFICATIONS FOR BOARD

Intentionally Deleted.

17. ACCOUNTABILITY OF BOARD MEMBERS

Intentionally Deleted.

18. ELECTION OF BOARD

Intentionally Deleted.

19. TERM OF OFFICE OF BOARD MEMBERS

- 19.01 As set out in Section 15.01, in respect of the Church, the Directors do not have a term of office but, instead, the term of office of a Director shall correspond to their term of office as a director of BPC.

20. DUTIES AND RESPONSIBILITIES OF THE BOARD

- 20.01 Specific Responsibilities – The Board is chosen to serve the Church and therefore shall have total authority as a group to act on behalf of the Church, and are accountable to the Church. The Board shall exercise appropriate fiduciary duties to the Church in accordance with the Act.

- 20.02 Remuneration – The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit for being a Director, provided that a Director may be paid for

reasonable expenses incurred by them in the performances of their duties or paid in a different capacity for services to the Church.

- 20.03 Conflict of Interest – The Directors shall address any conflicts of interest in accordance with the Act.
- 20.04 Documents – The Board shall from time to time at their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Church and minutes of the meetings of the Board shall be open to the inspection by Members not being Directors. In the absence of such determination by the Directors, the documents, including the books of account, of the Church and minutes of the meetings of the Board shall not be open to inspection by any Member not being a Director, subject to the provisions of the Act.

21. BOARD MEETINGS

- 21.01 Regular Meetings – Regular meetings of the Board shall be held at such time and place as shall be determined by the Board at regular intervals.
- 21.02 Special General Meetings – Special meetings of the Board shall be called by the chair of the Board or upon written request of the majority of the Directors to the chair, who shall then give notice of a special meeting of the Board as soon as possible thereafter.
- 21.03 Notice of Meeting – At all meetings of the Board, the chair or, in the chair's absence, the secretary of the Board shall be required to notify each Director of the time and place of each meeting of the Board.
- 21.04 Chair – The chair of the board of directors of BPC shall be the chair of the Board. The duties of the chair of the Board shall be those set out in Section 27.01.
- 21.05 Secretary of the Board – The secretary of the Board shall be appointed by the Directors from amongst their members at the first meeting of the Board following the Annual General Meeting. The secretary shall serve for a term of one (1) year and shall be an Officer. The duties of the secretary of the Board shall be those set out in Section 27.02.
- 21.06 Quorum – A quorum for a meeting of the Board shall be majority of the Directors, provided that all the Directors have been duly notified.
- 21.07 Voting Rights – All Directorsshall each have one (1) vote.
- 21.08 Minutes – The Board shall keep written minutes of each meeting. The Board shall appoint the secretary of the Board to prepare and maintain such minutes. The minutes may be made public or available for review by Members at the discretion of the Board, with the exception of matters of a potentially confidential nature discussed by the Board, where such matters shall be considered *in camera*.
- 21.09 Agenda – The agenda shall be prepared by the chair of the Board or the secretary of the Board. A Member in good standing may submit an agenda item to the Board, where such item must be in writing, signed, and delivered to the Board at least ten (10) days prior to the meeting.

VII. SENIOR PASTOR, PASTORAL STAFF, AND ADMINISTRATIVE STAFF

22. CALL OF SENIOR PASTOR

- 22.01 Appointment and Call

- (a) A candidate for Senior Pastor shall be submitted to the Regular Members by the Board, after consultation with the District Superintendent. The Senior Pastor shall be a Credential Holder or shall be a Person whom the District approves. This Section 22.01 shall not be amended except by Extra-Special Resolution (unanimity).
- (b) A call shall be made to a prospective Senior Pastor when that prospective Senior Pastor is approved by Special Resolution at a Special General Meeting duly convened for that purpose. Upon acceptance of the call or confirmation of the appointment, a ministry agreement shall be established.
- (c) The Church shall assume the responsibility of paying the moving expenses of an incoming Senior Pastor.

23. CONCLUSION OF MINISTRY AGREEMENT OF THE SENIOR PASTOR

Intentionally Deleted.

24. VACANCY OF THE SENIOR PASTOR

- 24.01 When the senior pastorate becomes vacant, the District Superintendent or their designate shall be empowered to act in the full legal capacity of the Senior Pastor, and shall be empowered to arrange, in consultation with the Board, suitable pulpit ministry until such time as a new Senior Pastor has been called by the Church. This Section 24.01 shall not be amended except by Extra-Special Resolution (unanimity).

25. REMOVAL OF SENIOR PASTOR

- 25.01 The Senior Pastor may be removed at the discretion of the Board.

VIII. OFFICERS

26. OFFICERS

- 26.01 The Officers of the Church shall be:

- (a) the chair of the board of directors of BPC, who is chair of the Board;
- (b) the secretary of the Board, who shall be appointed annually by the Board and shall be one of its own members;
- (c) the treasurer of the Board, who shall be appointed annually by the Board and may be one of its own members; and
- (d) such other Officers as may be elected, called, or appointed by the Church or the Board from time to time.

- 26.02 The offices of secretary of the Board and treasurer of the Board may be held by one Person who shall be known as the secretary-treasurer of the Board.

27. DUTIES OF OFFICERS

- 27.01 Chair of the Board– The chair is responsible for chairing all meetings of the Board and for supervising the other Directors in the execution of their duties.

- 27.02 Secretary of the Board – The duties of the secretary of the Board shall be as follows:

- (a) to be custodian of the records of the meetings of the Board and all General Meetings, and to ensure the faithful recording of the business of all such meetings;
- (b) to be responsible for conducting all correspondence on behalf of the Church arising out of meetings of the Board or General Meetings;
- (c) to be responsible for preserving the records of the Church;
- (d) to be responsible for preparing notice and reports of General Meetings, as directed from time to time by the Board; and
- (e) to be responsible for keeping an up-to-date register of Members.

27.03 Treasurer of the Board – The duties of the treasurer of the Board shall be as follows:

- (a) to be the custodian of the general funds of the Church;
- (b) to be responsible for the depositing of funds received by the Church in the name of the Church in a financial institution approved by the Board;
- (c) to be responsible for disbursing funds received by the Church as authorized by the Board;
- (d) to ensure that an accurate record of accounts is kept; and
- (e) to ensure that accurate financial statements are presented at the Annual General Meeting or when requested by the Board or Regular Members. A Person or Persons appointed by the Board shall review the books before the Annual General Meeting.

IX. PROPERTY

28. REAL PROPERTY

- 28.01 All real estate owned by the Church shall be held in the name of the Church, in its corporate name as a local Church of the PAOC; the name of the District, as trustee for the local Church according to the terms of a declaration of trust; or in the name of the PAOC, as trustee for the local Church according to the terms of a declaration of trust. This Section 28.01 shall not be amended except by Extra-Special Resolution (unanimity).
- 28.02 In the event of the Church desiring to sell or otherwise dispose of any real estate or in the event of the Church electing to withdraw from affiliation with the PAOC, or being deemed by the District to have abandoned its affiliation, or in the event of the Church having actually ceased to exist as an organized body or otherwise losing its charter and status as a local Church within the meaning of the PAOC Operating Bylaws and the District Bylaws, then and in such case title to the real property shall be dealt with in accordance with the provisions set forth in the PAOC Operating Bylaws and the District Bylaws, the applicable provincial laws, and the declaration of trust, where applicable. This Section 28.02 shall not be amended except by Extra-Special Resolution (unanimity).
- 28.03 The affairs of the Church as pertaining to the holding of property, both real and personal, shall be managed by the Board.
- 28.04 The Board shall not buy, sell, exchange, mortgage, or make any other disposition of real estate without being authorized to do so by Special Resolution (2/3 majority) of the Regular Members present at a General Meeting, which has been called in accordance with these Bylaws.

- 28.05 The chair of the General Meeting and the secretary of the Board shall certify that such conveyance, lease or mortgage, has been duly authorized by the vote of the Church, and such certificate shall be held to be conclusive evidence thereof.
- 28.06 If the Church at any time becomes unable to govern itself without the assistance of the District or the PAOC, the Directors shall cease to be Directors and the Members shall elect replacement Directors, who shall be nominated by the District Ex Officio Member. This Section 28.06 shall not be amended except by Extra-Special Resolution (unanimity).
- 28.07 The acquiring and disposal of real property shall be decided by Special Resolution (2/3 majority) of the Regular Members present at a duly called General Meeting. Where property is placed in trust with the District or the PAOC, the acquiring and disposal of real property shall be decided by a resolution of seventy-five percent (75%) majority of those voting at a duly called General Meeting shall be required. This Section 28.07 shall not be amended except by Extra-Special Resolution (unanimity).

29. BORROWING

- 29.01 The Directors shall have the power to borrow or raise or secure the payment of money in such manner as the Board shall think fit; and without limiting the generality of the foregoing, the Church may issue debentures, perpetual, or otherwise, charge upon all or any of the Church's present or future property, and to purchase, redeem, or pay off any such security.

30. AUDITOR

- 30.01 The Society shall only have an auditor upon appointment by the Board or by ordinary resolution.
- 30.02 If the Members resolve to appoint an auditor, the Society shall appoint an auditor at the next General Meeting to serve until they are re-appointed or their successor is appointed at the next Annual General Meeting in accordance with the procedures set out in the Act.
- 30.03 The Board shall fill all vacancies occurring in the office of auditor between Annual General Meetings.
- 30.04 An auditor may be removed by Ordinary Resolution (simple majority) in accordance with the procedures set out in the Act.
- 30.05 An auditor shall be promptly informed in writing of appointment or removal.
- 30.06 No Director, Officer, or employee of the Church or Person related to a Director or employee by blood or marriage shall be auditor.
- 30.07 The auditor may attend General Meetings.

X. COMMITTEES

31. COMMITTEES OF LEADERSHIP, PROGRAMS, MINISTRIES

- 31.01 The Board may create such standing and special committees, ad hoc committees, task forces, departments or ministries as may from time to time be required. Any such committee, department or ministry shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by a Board resolution.
- 31.02 All committees, departments and ministries of the Church shall be responsible to and subject to the authority of the Board, and shall present annual reports to the Annual General Meeting.

- 31.03 The Board shall approve the selection of leadership of each committee, department and ministry.
- 31.04 The Board shall establish or otherwise approve the governing and operating procedures for each committee, department and ministry.

XI. INDEMNITIES

32. INDEMNIFICATION AND INSURANCE

32.01 Subject to the provisions of the Act, every Director or Officer who has properly undertaken or is about to undertake any liability on behalf of the Church or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Church, from and against:

- (a) all costs, charges and expenses whatsoever which such Director or Office actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he or she actually or reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default;

provided that

- (c) the Director or Officer acted honestly and in good faith with a view to the best interests of the Church; and
 - (d) in the case of criminal or administrative proceedings, the Director or Officer had reasonable grounds for believing that their conduct was lawful.
- 32.02 The Church may purchase and maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a Director or Officer.

XII. RESPONSIBILITIES OF AFFILIATION

33. RESPONSIBILITIES OF AFFILIATION

Intentionally Deleted.

XIII. FORMS AND CERTIFICATES

34. FORMS AND CERTIFICATES

Intentionally Deleted.

XIV. AMENDMENTS

35. AMENDMENTS

- 35.01 Subject to Section 35.06, these Bylaws may be amended by Special Resolution.
- 35.02 Intentionally Deleted.

- 35.03 Intentionally Deleted.
- 35.04 Intentionally Deleted.
- 35.05 Intentionally Deleted. .
- 35.06 This Section 35.06 and the following sections of the Bylaws shall not be amended except by Extra-Special Resolution at a General Meeting called for that purpose and at which there is a Quorum in accordance with Section 14.08:
- (a) Section 8.04;
 - (b) Section 15.04;
 - (c) Section 22.01;
 - (d) Section 24.01;
 - (e) Section 28.01
 - (f) Section 28.02;
 - (g) Section 28.06;
 - (h) Section 28.07;
 - (i) Section 36.01; and
 - (j) Section 37.01.

XV. MISCELLANEOUS

36. NON-PROFIT

- 36.01 The Church shall be carried on without purpose of gain for its Members and any profits or other accretions to the Church shall be used for promoting its charitable purposes in accordance with its Constitution and Bylaws or as the same may be hereafter modified or amended. This Section 36.01 shall not be amended except by Extra-Special Resolution (unanimity).

37. DISSOLUTION

- 37.01 In the case of dissolution or winding up the Church, the assets of the Church remaining after the satisfaction of its debts and liabilities shall be distributed to the British Columbia and Yukon District of The Pentecostal Assemblies of Canada, provided that it is then a qualified donee allowed under the *Income Tax Act*; if effect cannot be given to the aforesaid provisions, then such assets shall be given to the International Office of The Pentecostal Assemblies of Canada, provided that it is then a qualified donee allowed under the *Income Tax Act*; if effect cannot be given to either of the aforesaid provisions, then such assets shall be given or transferred to such organization or organizations promoting the same purposes as the Church, as may be determined by the Members of the Church at the time of winding up or dissolution, provided that such organization is a qualified donee allowed under the *Income Tax Act*. This Section 37.01 shall not be amended except by Extra-Special Resolution (unanimity).