

ARTICLES OF CONTINUANCE

&

GENERAL BYLAWS



Extending Grace Igniting Hope - Est. 1921

Revised November 26, 2022

Articles of Continuance

Article 1 – Name:

Apostolic Church of Pentecost of Canada Incorporated

Article 2 – Canada Not For Profit Corporate Number:

30750-5

Article 3 – Registered Office:

#119 – 2340 Pegasus Way NE
Calgary, Alberta T2E 8M5

Article 4 – Board of Directors:

- 4.01 There shall be a minimum of 5 trustees and a maximum of 10 Trustees.
- 4.02 The trustees may appoint one or more trustees, who shall hold office for a term expiring not later than the close of the next biennial meeting of members, but the total number of trustees so appointed may not exceed one-third of the number of trustees elected at the previous general meeting of members.
- 4.03 Trustees shall serve without remuneration, and no trustee shall directly or indirectly receive any profit from his or her position as such, provided that a trustee may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A trustee shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

Article 5 – Statement of Purpose:

The advancement of religion, the advancement of education and the relief of poverty, throughout Canada and internationally through missionary and humanitarian endeavors.

Article 6 – Classes of Membership:

There are two classes of membership

- 6.01 Commissioned or Ordained members are voting members
- 6.02 Associate members are non-voting members

Article 7 – Dissolution:

In the event that the corporation is dissolved, properties held in trust by the Apostolic Church of Pentecost of Canada, Incorporated, shall be transferred into the name of the respective charities to which they pertain, where legally possible. Any remaining properties shall be sold and the assets distributed equally to Canadian Charities which have been affiliated with the Apostolic Church of Pentecost of Canada, Incorporated.

Article 8 – Statement of Faith:

WE BELIEVE:

- 8.01 That the Bible is the inspired, infallible, authoritative written Word of God.
- 8.02 In the eternal existence of one true God who is Father, Son, and Holy Spirit.
- 8.03 In the Savior of men, the Lord Jesus Christ, conceived of the Holy Spirit, born of the Virgin Mary, very God and very man.
- 8.04 In the creation, test and fall of man, as recorded in Genesis; his total spiritual depravity and inability to attain to divine righteousness.
- 8.05 That forgiveness of sin and eternal life is freely offered to all by our Lord Jesus Christ. Salvation of sinners is by grace through faith alone, in the perfect all sufficient work of Christ, who died for our sins, was buried and rose again the third day for our justification.
- 8.06 In Water Baptism of believers by immersion in the Name of our Lord Jesus Christ.
- 8.07 In the Baptism with the Holy Spirit as an experience subsequent to salvation with the scriptural evidence; namely, speaking in tongues.
- 8.08 In the gifts of the Holy Spirit as enumerated in the book of Acts and the Epistles.
- 8.09 In the Lord's Table as a memorial for believers.
- 8.10 In Divine Healing as practiced throughout the New Testament.
- 8.11 In the eternal life of the believer and the eternal punishment of the unbeliever.
- 8.12 In the Spirit-filled life. The Holy Spirit is the catalyst for sanctification and seeks to produce His fruit in the believer's life as their minds are renewed and they are conformed to the image of Christ.
- 8.13 In the personal return of the Lord Jesus Christ for His Church.
- 8.14 In the sanctity of marriage, as a lifelong exclusive commitment between one man and one woman.

Article 9 - The Corporation is a Non-Profit Entity:

9.01 The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used I the furtherance of its purposes.

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

Apostolic Church of Pentecost of Canada Incorporated

(the "Corporation")

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

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of trustees of the Corporation and "trustee" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes a biennial 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 a biennial meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. **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.

4. **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. 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.

5. **Financial Year**

The financial year end of the Corporation shall be December 31 in each year.

6. **Banking Arrangements**

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

7. **Borrowing Powers**

The trustees of the Corporation may, without authorization of the members,

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt 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.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

9. Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of trustees of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Voting Members

1. Voting membership shall be available to persons who have applied and have been accepted as licensed or ordained members of the Corporation.
2. The term of membership of a voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
3. As set out in the articles, each voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one (1) vote at such meetings.

Non-Voting Members

4. Non-voting membership shall be available to persons who have applied and have been accepted for associate membership in the Corporation.
5. The term of membership of a non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
6. Subject to the Act and the articles, a non-voting member shall not be entitled to vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) 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).

10. Membership Transferability

A membership may only be transferred to the Corporation and not to another corporation by merger or amalgamation.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each voting member entitled to vote at the meeting and all affiliated local churches by the following means:

1. by mail, courier or personal delivery to each member entitled to vote at the meeting, not less than 21 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, not less than 21 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) 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.

12. Members Calling a Members' Meeting

The board of trustees shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the trustees do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

14. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

15. Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies or resigns;
2. the member is expelled or their membership is otherwise terminated in accordance with the articles, by-laws or policies;
3. the member's term of membership expires; or
4. the Corporation is liquidated and dissolved under the Act.

16. Effect of Termination of Membership

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

17. 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, or such other officer as may be designated by the board, shall give notice of suspension or expulsion to the member and shall provide reasons for the suspension or expulsion. The member may make written appeals 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. If written appeals are received in accordance with this section, the board will consider such appeals. They shall notify the member concerning the outcome of such appeal within a further twenty (20) days from the date of receipt of the appeals. The board's decision shall be final and binding on the member, without any further right of appeal.

18. Nomination of Trustees

Subject to the Regulations under the Act, trustees will be nominated in accordance with the articles, by-laws and policies.

19. Cost of Publishing Proposals for Members' Meetings

The member who submitted a proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

21. Persons Entitled to be Present at Members' Meetings

Members, non-members, duly appointed delegates from an affiliated local church, trustees and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

22. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10 percent of the members entitled to vote at the meeting. 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.

23. Votes to Govern at Members' Meetings

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 questions.

24. Participation by Electronic Means at Members' Meetings

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.

25. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

26. Number of Trustees

The board shall consist of the number of trustees specified in the articles. If the articles provide for a minimum and maximum number of trustees, the board shall be comprised of the fixed number of trustees as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the trustees to determine the number, by resolution of the board.

27. Term of Office of Trustees

The trustees shall be elected to hold office for a four year term.

28. Calling of Meetings of Board of Trustees

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) trustees at any time. If the Corporation has only one trustee, that trustee may call and constitute a meeting.

29. Notice of Meeting of Board of Trustees

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of trustees of this by-law to every trustee of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the trustees are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. 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 trustees 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.

30. Regular Meetings of the Board of Trustees

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each trustee forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)

(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

31. Votes to Govern at Meetings of the Board of Trustees

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

32. Committees of the Board of Trustees

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 trustees.

33. 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. An officer may, but need not be, a trustee unless these by-laws otherwise provide. Two or more offices may be held by the same person.

34. 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:

1. Chair of the Board – The trustees shall annually appoint from either the voting or non-voting trustees a chair of the board. The chair of the board, shall, when present, preside at all meetings of the board of trustees and of the members. The chair shall have such other duties and powers as the board may specify.
2. Vice-Chair of the Board – The trustees shall annually appoint from either the voting or non-voting trustees a vice-chair of the board. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, shall, when present, preside at all meetings of the board of trustees and of the members. The vice-chair shall have such other duties and powers as the board may specify.
3. President – The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President shall be a non-voting member of the Board of Trustees.

4. Secretary – The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, trustees, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
5. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

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.

35. 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's death.

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

36. Omissions and Errors

The accidental omission to give any notice to any member, trustee, 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.

37. By-laws and Effective Date

Subject to the articles, the board of trustees may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of trustees until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or

repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

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 because such by-law amendments or repeals are only effective when confirmed by members.