

Governance

District By-Laws

THE WESTERN CANADIAN DISTRICT OF THE CHRISTIAN AND MISSIONARY ALLIANCE

ARTICLE I – PREAMBLE

District organization in The Christian and Missionary Alliance in Canada (the “Denomination”) is designed to help churches grow; to provide for regional relationships; and to give oversight to the licensing, ordination and supervision of its official workers.

ARTICLE II – NAME

This Society shall be known as The Western Canadian District of the Christian and Missionary Alliance (the “District”). The geographical boundaries of the District are defined from time to time by the Board of Directors of The Christian and Missionary Alliance in Canada, being the parent religious denomination.

Section 1 – District Office

The District Executive Committee (“DEXCOM”) shall determine from time to time the location of the District Office.

The registered address in the Province of Alberta to which all communications and notices from the Registrar of Corporations in the Province of Alberta may be sent, and at which all process may be served, shall be determined from time to time by resolution of DEXCOM, and shall be duly filed with the Registrar of Corporations for the Province of Alberta.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility and Admission of Members

The following are eligible for membership in the District:

- 1.1 Each local church or assembly which has officially adopted the Local Church Constitution as prescribed from time to time by the Denomination (“C&MA Church”);

- 1.2 Each individual worker that is currently licensed or accredited by the District Licensing Committee (“Official Worker”); and,
- 1.3 Each ministry, such as a church or assembly which has adopted the Constitution for Developing Churches as prescribed from time to time by the Denomination but not yet formally organized and adopted the Local Church Constitution, as may be formally designated as a C&MA Ministry by DEXCOM (“C&MA Ministry”).

Section 2 – Maintenance of Membership

The continuing qualifications for membership in the District are as follows, respectively:

- 2.1 A C&MA Church must adhere to the Local Church Constitution of the Denomination and operate in accordance with the Statement of Faith, principles and objectives of the District and the Denomination, as determined by DEXCOM;
- 2.2 An Official Worker must maintain his or her current license or accreditation from the District Licensing Committee, which license or accreditation is subject to annual review; and,
- 2.3 A C&MA Ministry shall continue until its official designation lapses or is revoked by DEXCOM or until it qualifies as a C&MA Church.

Section 3 – Transfer or Termination of Membership

A membership in the District is not transferable.

Membership in the District can be terminated by the member upon delivery of a letter of request to this effect to DEXCOM or upon the occurrence of the following events in which case DEXCOM may, by resolution to such effect, expel the member, or terminate the membership with written notification to be provided forthwith to the former member together with reasons for the expulsion or termination, respectively:

- 3.1 A C&MA Church ceases to exist as a corporate body or assembly, or ceases to adhere to the Local Church Constitution or the purposes, usages, doctrine and teachings of the Denomination, in which event all of its property, appurtenances and effects then owned or held by it shall inure to the benefit of, and become the property of the District;
- 3.2 An Official Worker ceases to be, for any reason, licensed or accredited by the District Licensing Committee; and,

3.3 A C&MA Ministry ceases, for any reason, to be so designated by DEXCOM.

ARTICLE IV – ORGANIZATION AND GOVERNMENT

The organization of the District shall be conducted in harmony with the general and auxiliary constitutions of the Denomination.

Section 1 – Annual General Meeting

The Annual General Meeting of the District shall be held in the Province of Alberta. The time, place and agenda shall be determined by DEXCOM, notice of which shall be given in writing to members as described in Article III hereof at least 21 days prior to the scheduled date of the meeting. The presence of two percent (2%) of members in good standing at such meeting when duly called shall constitute a quorum for the purposes of the meeting. Voting privileges for members at the meeting shall be determined in accordance with Sections 5.1.1, 5.1.2 and 5.1.3 hereof.

Section 2 – Special Meeting

DEXCOM may at any time call a special meeting of the members of the District to be held on such day and at such time and at such place within the Province of Alberta as DEXCOM shall by resolution determine, notice of which shall be given in writing to each of the members as described in Article III hereof at least 21 days prior to the scheduled date of the meeting. The presence of two (2%) percent of members in good standing at such meeting when duly called shall constitute a quorum for the purposes of the meeting. Voting privileges for the meeting shall be determined in accordance with Sections 5.1.1, 5.1.2 and 5.1.3 hereof.

Section 3 – Meeting on Requisition of Members

A group of members representing not less than twenty percent (20%) of members in good standing of the District may requisition DEXCOM to call a meeting of members for the purposes stated in the requisition. The requisition shall state the business to be transacted at a meeting and shall be sent to each member of DEXCOM and to the registered office of the District. Upon receipt of the requisition, DEXCOM shall call a meeting of members to transact the business stated in the requisition. If DEXCOM does not within 21 days after receiving the requisition call a meeting, any member who signed the requisition may call the meeting.

Section 4 – Ballot

DEXCOM may specify in a notice in writing (“ballot”), a motion for consideration by the members of the District, which ballot shall be sent to each C&MA Church, Official Worker and C&MA Ministry. Two ballots sent to each C&MA Church, and if a church has an

active membership of more than 150, another ballot will be sent to such C&MA Church for each additional 100 members, or fraction thereof. The ballot shall:

- 4.1 Set forth the motion to be voted on,
- 4.2 Prescribe the requisite level of approval needed for the motion to pass,
- 4.3 Prescribe the date, no earlier than 21 days from the date of mailing upon which the District Office must be in receipt of the returned ballot, and
- 4.4. Include such material as may reasonably be required for the District membership to make an informed decision.

The ballot will be in writing and will be mailed, delivered, sent by facsimile or other electronic communication capable of being printed addressed to the parties at such address, facsimile number or electronic address as the party may specify in writing to DEXCOM. The time of giving and receiving any such ballot will be deemed to be on the day of delivery or transmittal if delivered or sent by facsimile or other electronic communication capable of being printed so long as such delivery or transmittal was carried out prior to 5:00 p.m. (Calgary time) to the recipient, failing which such notice will be deemed to have been given and received on the next succeeding day.

The ballot shall be considered a secret ballot. The ballot shall be counted by not less than three (3) members of DEXCOM. The results of the vote shall be communicated to each C&MA Church, Official Worker and C&MA Ministry in writing within two (2) weeks. The ballot shall be retained at the District Office for six (6) weeks following the count and shall at that time be destroyed.

Section 5 – District Conference

The District Conference shall constitute the legislative body of the District. The District Superintendent, or appointee, shall be the Chairperson. Its legislation shall be limited to District affairs and in no case shall such legislation be in conflict with the actions of the General Assembly of the Denomination. One-third of registered accredited delegates shall constitute a quorum. It shall convene biennially upon notice being given in writing to each member at least 21 days prior to the scheduled date of the meeting. Membership shall be comprised of the following:

- 5.1 Accredited Delegates, having the right to debate and vote in respect of matters or resolutions brought before the District Conference, shall be the following:
 - 5.1.1 Each C&MA Church may be represented at District Conference by two lay delegates appointed by the Board of Elders of such C&MA Church. If the active

membership of such church is 150 or more, another lay delegate may be appointed for each additional 100 members, or fraction thereof; and

5.1.2 Each Official Worker;

5.1.3 A C&MA Ministry may be represented at District Conference by one lay delegate who may be appointed by the District Superintendent after consultation with the Advisory Committee of such C&MA Ministry;

5.1.4 Each member of the Board of Directors of the Denomination residing in the District;

5.1.5 Each officer and member of DEXCOM;

5.1.6 Each active District International Worker of the Denomination, on home assignment residing in the District;

5.1.7 Any representative to the District Conference appointed by the Denomination;

5.1.8 A representative appointed by Ambrose University College;

5.1.9 Each Official Worker, licensed by the president of the Denomination, residing in the District.

5.2 Corresponding Delegates, being members of the Denomination visiting District Conference as a guest may be admitted as Corresponding Delegates upon recommendation of the Committee on Credentials for the District. Corresponding Delegates shall not have any right to debate or vote in respect of matters or resolutions brought before the District Conference.

Section 6 – District Executive Committee

DEXCOM is responsible to work with the District Superintendent to establish the mission of the District and to ensure that it is fulfilled. This committee shall consist of the duly elected officers of the District, and such other members as shall be elected at the District Conference. Where possible, such members shall represent the various regions of the District. This committee shall consist of not less than eight (8) or more than fifteen (15) members, with the actual number to be determined from time to time by resolution at the District Conference. DEXCOM may appoint a sub-committee to act as liaison with the District Superintendent between meetings of DEXCOM and report to DEXCOM. The members of DEXCOM shall serve without remuneration.

Section 7 – Officers

There shall be no directors of the District, elected, appointed, or otherwise, and there shall be no separate Board of Directors for the District. The officers of the District shall consist of the District Superintendent, the Secretary, the Treasurer and the Vice-Chairperson.

7.1 District Superintendent:

The District Superintendent shall be the recognized head of the entire work of the District and a member ex-officio of all District Committees. The District Superintendent shall be remunerated with an annual salary, as determined from time to time, and shall serve and be elected in accordance with the provisions herein.

7.2 Secretary:

The District Secretary shall be responsible for the Minutes of the District Conference and the Minutes of all meetings of DEXCOM, and shall perform all other duties pertaining to his office or assigned by DEXCOM. The District Secretary shall serve without remuneration and shall be elected at the biennial District Conference for a two (2) year term. There shall be no restriction on the number of terms, consecutive or otherwise, for which the District Secretary may serve.

7.3 Treasurer:

The District Treasurer shall supervise the receipt and disbursements of all funds intended for expenditure for District purposes, as directed by DEXCOM and present an externally reviewed financial statement to the District Conference. The District Treasurer shall serve without remuneration and shall be elected at the biennial District Conference for a two (2) year term. There shall be no restriction on the number of terms, consecutive or otherwise, for which the Treasurer may serve.

7.4 Vice-Chairperson

The District Vice-Chairperson shall be responsible for the responsibilities of the Chairperson in the absence of the Chairperson for any reason or as delegated or appointed by the Chairperson at the discretion of the Chairperson at any time or from time to time. The Vice-Chairperson shall be elected at the biennial District Conference for a two (2) year term. There shall be no restriction on the number of terms, consecutive or otherwise, for which the Vice Chairperson may serve.

Section 8 – Elections/Appointments

8.1 District Superintendent:

The District Superintendent shall be elected by District Conference. His term of office shall be four years, beginning August 1, following his election. A formal evaluation of his ministry shall be conducted by the President of the Denomination, or his appointee, on a biennial basis, in conjunction with DEXCOM. A written report of the formal evaluation and the criteria used, shall be submitted to DEXCOM and when appropriate and upon request to the Committee on Nominations for the District Conference.

The Committee on Nominations shall follow the policy on Process for Electing a District Superintendent contained in the Manual of the C&MA in Canada.

In the event that the necessary majority cannot be achieved at District Conference, the Board of Directors of the Denomination shall appoint a District Superintendent for a four (4) year term.

In the event that the office of the District Superintendent becomes vacant between elections for any reason, the President of the Denomination shall appoint a replacement to perform the duties of the District Superintendent until a successor can be either appointed by the Board of Directors of the Denomination or elected at the District Conference, as the case may be.

8.2 DEXCOM:

Members of DEXCOM shall be elected at each District Conference for a two (2) year term. Election of the requisite number of members shall be determined by the nominees receiving, respectively, the greatest number of votes in favour of their appointment. Nominations of all candidates for election may be made by both the Committee on Nominations for the District and on the written submission by at least two members of the District, which written submission must be received by the District Secretary at least 21 days before the first day of the District Conference.

The District Superintendent, District Secretary, District Treasurer and District Vice-Chairperson shall be the Chairperson, Secretary, Treasurer and Vice-Chairperson, respectively, of DEXCOM.

8.3 Licensing/Ordaining Council:

There shall be constituted and maintained Licensing and Ordaining Councils for the District. The members of such Councils shall be elected or appointed by DEXCOM. These councils shall examine candidates and make recommendation to the District Superintendent for approval and issuing of licensing credentials and ordination status. All licenses so recommended and approved shall be issued by the District Superintendent.

The Ordaining Council shall examine and ordain qualified candidates for Christian ministry.

8.4 Other District Committees or Personnel:

Other District committees or personnel shall be elected or appointed in such manner as may be determined from time to time by DEXCOM.

8.5 Replacement of Officers or DEXCOM Members:

Any Officer of the District, other than the District Superintendent, shall be subject to removal by resolution of DEXCOM at any time, with or without cause.

An Officer of the District or member of DEXCOM ceases to hold office when they die, resign, cease to hold permanent residence within the geographical boundaries of the District or are removed from office. A resignation becomes effective at the time a written resignation is sent to the District, or at the time specified in the resignation, whichever is later.

The District Superintendent or any member of DEXCOM may be removed from office prior to the expiration of his/her term of office by the members of the District by an ordinary resolution at a special meeting called for the purpose. The members may, by a majority of votes cast at the meeting, elect any person to replace a member of DEXCOM so removed from office for the remainder of his/her term.

In the event that any member of DEXCOM other than the District Superintendent no longer holds office for any reason, DEXCOM may appoint a replacement until a successor can be elected at the next District Conference. In the event that any officer of the District other than the District Superintendent no longer holds office for any reason, DEXCOM may appoint a replacement until a successor can be elected at the next District Conference. The District Superintendent shall be replaced only in accordance with Section 8.1 thereof.

Section 9 – Property

The District may acquire, own, dispose of, improve, encumber, and convey property, real and personal, for District purposes, in conformity with the laws of the Province where the property is situated. Such property may be sold, conveyed, exchanged, or encumbered by the Trustees, or by any two of the following: District Officers or the Director of Finance under the authority of DEXCOM, in conformity with the laws of the Province where the property is situated. Where trustees are required, they are to be elected or appointed by DEXCOM.

The District Conference may, by resolution, direct DEXCOM to acquire, own, dispose of, improve, encumber, and convey property, real and personal, on behalf of the District.

DEXCOM may by resolution empower or authorize any two of its Officers to release a reversionary or other contingent interest in the real property of a local church in the event of sale of real property, or to subordinate such interest to a loan.

Should the District be dissolved or wound-up under appropriate legislation, or cease to be subject to the purposes, usages, doctrines, and teachings adopted by the Denomination, then all property, appurtenances and effects then owned or held by the District shall revert to, or inure to, the benefit of and become the property of the Denomination.

Section 10 – Exercise of Borrowing Powers

For the purpose of carrying out the objects of the District, DEXCOM is authorized for and on behalf of the District to borrow or raise or secure the payment of money in any manner it deems fit, and in particular by the issue of mortgages, debentures and other security agreements encumbering any real property and personal property owned by the District. In the case that the District wishes to issue debentures, such debentures shall be issued by Special Resolution of the members pursuant to the provisions of the *Societies Act*, Revised Statutes of Alberta 2000 Chapter S-14, as amended from time to time.

For the purpose of carrying out the objects of the District, DEXCOM is authorized for and on behalf of the District to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

For the purpose of carrying out the objects of the District, DEXCOM is authorized for and on behalf of the District to give financial assistance to or to guarantee loans made to C&MA Churches, C&MA Ministries, camps, subsidiaries and similar undertakings.

Section 11 – Local Churches

A local church shall consist of Christians in any locality, duly organized according to the

Local Church Constitution approved from time to time for a C&MA church, or churches which, although they have not adopted the official Denomination Constitution have been considered a C&MA church prior to Council, 1975. The spiritual ministry of the church shall be under the care of a pastor who shall be appointed by the District Superintendent in conjunction with the Board of Elders of the local church.

Section 12 – Auxiliary Ministries

Proposals for establishment and operation of all schools, retirement centers, conference grounds and camps, and furlough residences and any other ministries within the District shall first be recommended by DEXCOM and then referred to the Board of Directors of the Denomination for their consideration and action.

Section 13 – Cooperating Societies and Churches

Societies and churches which are not members of the District, but which desire to cooperate in various degrees of fellowship with the Denomination, may be classified as follows:

- 13.1 Societies making the Denomination the channel of their International Worker offerings and operations.
- 13.2 Churches desiring to make the Denomination the channel of their International Worker offerings and operations, and permitting the District staff member to participate in planning for an annual International Worker convention.

Such societies and churches as described in Sections 13.1 and 13.2 above shall have the privilege of sending one corresponding delegate to the District Conference, without power to vote or take part in debate. When the pastor is recognized officially by the District as an accredited or licensed worker of the Denomination, they shall then become a member of the District and have full voting privileges at District Conference.

Section 14 – Audit of Accounts

All District Accounts and Financial Statements shall be audited annually by a recognized firm of Chartered Accountants or by at least two members of the District appointed by DEXCOM for that purpose and a complete and proper statement of the standing of the books for the previous year shall be presented at the Annual General Meeting of the District. The fiscal year end of the District shall be June 30th. DEXCOM may also order an audit to be conducted at any time.

Section 15 – District Seal and Execution of Instruments

The official seal of the District shall be in the custody of the District Superintendent.

Contracts, documents, or any other written instruments requiring execution by the District shall be signed by any two of the following: District Officers or the Director of Finance. DEXCOM shall, however, have power from time to time by resolution to appoint any other member or members on behalf of the District to execute such documents. The Seal of the District may, when required, be affixed to any documents signed as aforesaid or by any member appointed by resolution as provided above.

Section 16 – Minutes and Records

The official records, documents and files of all District Officers and Committees shall be the property of the District. When District Officers retire from office they must place all their records, documents and files at the disposal of DEXCOM. DEXCOM may order the return of such documents and files at any time. Upon request, the District shall make available for review by members during normal business hours at the District Office the financial records and minutes of the meetings of DEXCOM.

Section 17 – Amendments

These By-laws may be rescinded or amended by Special Resolution of the members at District Conference by a three-fourths vote of the members, who, if entitled to do so, vote in person or by Accredited Delegates, in any session following that in which due notice of the proposed special resolution has been given in accordance with the provisions of the *Societies Act*, Revised Statutes of Alberta 2000 Chapter S.A. 1980, C. S-18-14, as amended from time to time.

ADOPTED AND AMENDED - DISTRICT CONFERENCE 2017