

**PINAWA CHRISTIAN FELLOWSHIP, INC.
BY-LAW NO. 1**

A By-law Relating To Matters Requiring Prior Congregational Approval

1. Preamble

This By-law is to be read in conjunction with the Articles that are found in the Minute Book of the Corporation. Where a matter is not specifically noted in this By-law or By-law No. 2, it will be governed by the provisions of the Articles or the Act.

2. Definitions

Definitions of terms in this By-law:

Term	Definition
Act	The <i>Corporations Act</i> (Manitoba), C.C.S.M. c.C225, as amended from time to time and any act that may be substituted therefore, including the regulations under the Act, as amended from time to time
Articles	The Articles of the Corporation as found in the Minute Book of the Corporation and as may be from time to time amended or restated
By-law	This By-law No. 1, By-law No. 2 and all other by-laws of the Corporation from time to time in force and effect
Congregation	The collective of individual Members
Corporation	Pinawa Christian Fellowship, Inc.
Congregational Meeting	A meeting open to all Members of the congregation and includes annual and special meetings of the congregation
Members of the Corporation	Professing Members and Friends
Quorum for a Congregational Meeting	A minimum of twenty-five (25%) percent of the congregation or twenty-five (25) Members, whichever is less
Proper Notice	Notice of the time and place of all Congregational Meetings must be confirmed from the pulpit at two consecutive Sunday Worship Services, one week apart, with the second notice given a minimum of 7 calendar days in advance of a Meeting

3. Affiliation

The Pinawa Christian Fellowship is a congregation of members of various denominations and is recognized by:

- The Anglican Church of Canada
- Mennonite Church Manitoba
- The Presbyterian Church in Canada
- The United Church of Canada

The principal mission effort of the congregation will be directed to and through the denominations with which the congregation is associated. Funds for this effort will be allocated within the annual budget and will be taken from general revenue.

4. Membership

Membership is obtained by profession of Christian faith in agreement with the spirit of the Church's historical confessions, namely the Apostles' or the Nicene Creed, or by transfer from another Christian congregation. Members are encouraged to retain their denominational identities.

Friends are those Members of the Corporation who have chosen to not profess their faith but share in our life and worship.

5. Governance

The polity of the PCF is congregational with final authority invested in Members of the congregation when they are gathered in a properly constituted meeting. Each Member present has one vote. Members may participate in meetings of the Congregation, General Committee meetings, or sub-committees, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

The congregation is represented by, and invests power in, a General Committee consisting of one representative from each denomination that recognizes the Corporation, the Minister, and members elected by the congregation up to a total of twenty (20) members. Each person elected to the General Committee by the congregation becomes a director of the Corporation and serves for a term of one year.

The Senior Convenor, as chairperson of the meeting, does not have a vote at General Committee meetings, except in the case of a tie. All other members of the General Committee have a vote.

6. Ministry

The Minister called to serve the congregation must be accredited by one of the denominations extending official recognition to the Corporation.

- The assistance of these denominations will be sought when selecting a Minister.
- The Minister shall be called at a Congregational Meeting as provided herein.

In consultation with the Minister's denomination, decisions about the dismissal, layoff, termination, replacement or call of the Minister of the congregation will be made at a properly called Congregational Meeting where quorum is present. Exceptions to this condition are a temporary layoff or suspension in the case of an emergency or during a period of investigation of an emergency perceived by the Directors acting reasonably.

7. Approvals

No action will be taken by or on behalf of the congregation, with respect to any of the following without a decision made at a properly called Congregational Meeting where quorum is present.

Matters Requiring A Resolution Passed By A Majority of Members:

- The operating budget for each fiscal year.
- Any single purchase, sale, commitment, lease, loan or expenditure not already approved in the current fiscal year's budget, which would result in a capital expenditure of the Corporation at an amount more than \$5,000.00.

Matters Requiring A Resolution Passed By 2/3 Of Members:

- Amendment to the definition of membership in the Corporation.
- Amendment to the principles of the polity of the congregation.
- Amendment to the required makeup or constitution of the General Committee.
- Dismissal, layoff, termination, replacement or call of a Minister.
- Amendment of the By-laws, Articles of Incorporation or Mission Statement.

8. Process for Dissolution of the Pinawa Christian Fellowship Corporation

In the event that the continued operation of the Corporation in its present form ceases to be a viable option, the Corporation will be dissolved after honouring and discharging the following responsibilities and commitments at the time of dissolution:

- All financial responsibilities related to the operation of the Corporation including employees/contractors of the Corporation.
- All financial commitments to the parent denominations.
- All commitments relevant to corporation dissolution that have been agreed in directed-use endowments donations.

Any funds remaining after these responsibilities have been discharged will be transferred to one or more charitable organizations recognized by Canada Revenue Agency as a qualified donee, whose goals are consistent with the mission of the

Corporation.

Those one or more charitable organizations will be recommended by any or all members of the General or Committees and be part of the motion to dissolve the Corporation that is placed before the congregation for approval at a duly constituted Congregational Meeting.