

BY-LAW NO. 1

A by-law relating generally to
the transaction of the business and affairs of
the Lutheran Church - Canada, the Alberta - British Columbia District Corporation
(the “**Corporation**” or the “**District**”)

NAME

1. The name of the Corporation shall be **Lutheran Church - Canada, the Alberta - British Columbia District**.

RELATIONSHIP TO THE SYNOD

2. The Corporation was incorporated pursuant to a private act of the Legislative Assembly of Alberta entitled the *Lutheran Church - Canada, the Alberta - British Columbia District Corporation Act* and has a historical relationship with Lutheran Church - Canada (“**LCC**”).
3. Pursuant to constitutional amendments passed at the LCC convention in October, 2017, LCC has discontinued its district-based structure and has ceased its ecclesiastical partnership with the District.
4. As the Corporation is required to continue to exist in order to wind up its operations as and when necessary, the board of directors of the Corporation (the “**Board**”) has deemed it necessary to amend and restate its bylaws.

MEMBERSHIP

5. Membership. Members of the Corporation shall be all congregations (and rostered clergy and deacons) that were members of LCC in the Provinces of Alberta and British Columbia as of the date of the last District Convention, May 22, 2015 (the “**Member Congregations**”).

Membership in the District is voluntary. A Member Congregation’s status as a member of the District may be terminated by such Member Congregation delivering a notice in writing to the Board stating that the Voters Assembly of the congregation wishes to terminate such Member Congregation’s membership in the District. Such written notice must be signed by two authorized signatories of such Member Congregation. Individual members (rostered clergy and deacons) may terminate their membership by delivering a notice to that effect in writing to the board.

Member Congregations may be requested to make voluntary payments to offset costs incurred by the Corporation as it winds up its operations, as referenced in paragraph 4 of these by-laws.

RULES OF ORDER

6. The parliamentary authority of the Corporation shall be Roberts’ Rules of Order Newly Revised, 11th Edition.

OFFICERS AND BOARD OF DIRECTORS

7. Elections and Appointments. The election of directors may take place at a general meeting of Member Congregations or may be done in such other manner as may be determined by the Chairman in consultation with the Board. The Board may, between general meetings of Member Congregations and at its sole discretion, appoint one or more additional directors of the

Corporation to serve until the next general meeting of Member Congregations, provided that the additional number of directors so appointed shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last general meeting of Member Congregations of the Corporation.

8. Ineligibility for Service. No individuals who are named as plaintiffs in the Representative Actions (as such term is defined in the Sixth Amended Plan of Compromise and Arrangement of Lutheran Church - Canada, the Alberta - British Columbia District) nor any individuals whose interests are aligned therewith or any appointees, nominees or designees thereof may serve as officers or directors.
9. Offices. The directors elected or appointed pursuant to section 7 shall designate, in their sole discretion, which of such directors shall fill the following offices:
 - (a) Chairman;
 - (b) Treasurer; and
 - (c) Secretary.
10. Duties and Powers of the Board. The Board shall represent the Corporation and shall have the power to conduct and transact all business in order to carry out the purposes of the Corporation, or which may appear to be expedient in the interest of the Corporation. This includes, but is not limited to:
 - (a) ensuring the continuation of insurance coverage for all former and current directors of the Corporation;
 - (b) managing the assets of the Corporation and ensuring all necessary accounting and annual financial reporting is completed;
 - (c) advising legal representatives regarding the Representative Actions (as such term is defined in the Sixth Amended Plan of Compromise and Arrangement of Lutheran Church - Canada, the Alberta - British Columbia District) and any other legal matters that may arise;
 - (d) communicating with the Member Congregations on an ongoing basis, as and when required, using whatever means of communication is most appropriate;
 - (e) managing bequests and other gifts;
 - (f) organizing and holding general and special meetings of Member Congregations as required; and
 - (g) overseeing the winding up and/or dissolution of the Corporation if and at such time as is advisable.

In addition to the above, the Board will undertake any and all actions necessary to effect the winding up of the Corporation if and at such time as is advisable, as referenced in paragraph 4 of these by-laws, in order to effect such winding up, but only insofar as is necessary to do so.

11. Board Responsibility. The Board shall be responsible to the Corporation for its actions and the work of its staff, work groups and committees.

12. Calling of and Notice of Meetings. Meetings of the Board will be held on such day and at such time and place as the Board may determine. Notice of meetings of the Board will be given to each director not less than 48 hours before the time when the meeting is to be held. Quorum for a meeting of the Board shall be a majority of the directors present in person or by electronic means, telephone or other communication facilities. Provided quorum is present, each newly elected Board may without notice hold its first meeting for the purposes of organization and the appointment of officers immediately following the meeting of Member Congregations at which such Board was elected.
13. Votes to Govern. At all meetings of the Board every question will be decided by a majority of the votes cast on the question; and in case of an equality of votes the chair of the meeting will not be entitled to a second or casting vote.
14. Electronic Participation. A director may participate in a meeting of directors or of a committee of directors by electronic means, telephone or other communication facilities that permit all persons participating to hear each other if all the directors of the corporation consent.
15. Resolutions in Writing. A resolution in writing, signed by all of the members of the Board entitled to vote thereon at a meeting of the Board or a committee of the Board is valid and shall be of the same force and effect as if passed by resolution at a meeting of the Board or a committee of the Board. A copy of every resolution passed pursuant to this subsection shall be kept with the Minutes of the Proceedings of the Board of committee of the Board.

MEETINGS OF MEMBER CONGREGATIONS

16. General Meetings. The Corporation shall hold a general meeting of Member Congregations no later than four (4) years after holding the last preceding general meeting immediately succeeding the regular convention of LCC, at such time and place within Canada as may be determined by the Board. As required, a general meeting of Member Congregations will be held in conjunction with the regular convention of LCC, as may be determined by the Board.
17. Special Meetings. The Board may call a special meeting of Member Congregations at its discretion. When calling a special meeting, the Board shall state the object and purpose of such special meeting in the notice of such meeting delivered to Member Congregations pursuant to section 18.
18. Notice of Meetings. Notice in writing of the time and place of a meeting of Member Congregations must be sent to each Member Congregation entitled to vote at the meeting and to each director of the Corporation. Such notice shall be sent no less than twenty-one (21) days before the meeting.
19. Delegates. The pastor of a voting congregation shall stand accredited and is entitled to vote at a general or special meeting of Member Congregations. In a congregation with a pastoral team ministry, only one of the pastors shall be designated as the voting pastoral delegate.
20. Lay Delegates. The lay delegate of a voting congregation shall stand accredited and is entitled to vote upon presenting the proper credentials, signed by two of the congregation's officers, to the Committee on Registration, Credentials and Attendance. The expenses of lay delegates are covered by the meeting fund which is funded by Member Congregation assessments.
21. Advisory Delegates. All non-voting pastors and all deacons are advisory delegates. They may speak at meetings but may not vote.
22. Delegate Expenses for Church Workers. With regard to meeting expenses and attendance:

- (a) the expenses of no more than one pastor and one deacon per congregation shall be paid out of the meeting fund;
 - (b) the expenses of a pastor or deacon on candidate status shall not be paid out of the meeting fund; and
 - (c) the expenses, excepting travel costs, of retired pastors and retired deacons shall be paid out of the meeting fund.
23. Delegates' Information. The names and addresses of all lay voting delegates and alternates shall be submitted to the Chairman at least ninety (90) days prior to the opening of the general meeting.
24. Quorum. At any meeting of Member Congregations, a quorum will be at least two Member Congregation delegates present in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and each entitled to vote at the meeting and holding or representing by proxy not less than 1/3 of the votes entitled to be cast at the meeting. Where the Corporation has only one Member Congregation, the delegate of such Member Congregation present in person or by proxy constitutes a meeting.
- All pastors and duly-elected delegates who are registered to vote must be present to vote, or have submitted a valid proxy vote.
25. Reports and Overtures. Reports, overtures and other materials intended for presentation to, and consideration by, a meeting of Member Congregations may be submitted by Member Congregations. Such reports, overtures and other materials must be submitted in duplicate to the Chairman no less than ninety (90) days prior to the meeting if they are to be distributed in advance of the meeting. All matters submitted within seven (7) days of the opening of the meeting shall be received only after review and recommendation by a special committee of three delegates appointed by the Chairman.
26. Meetings by Telephonic or Electronic Means. A meeting of Member Congregations may be held by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
27. Procedures at Meetings. The Board may determine the procedures to be followed at any meeting of Member Congregations. Subject to the foregoing, the Chairman may determine the procedures of the meeting in all respects.
28. Member congregations shall have the exclusive right to amend these bylaws at a duly-called general or special meeting. A majority of two-thirds of the votes cast shall be required to amend these bylaws.

INDEMNIFICATION

29. Indemnification of Directors and Officers. The Corporation will indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, and his or her heirs and legal representatives to the extent permitted by law.
30. Right of Indemnity not Exclusive. The provisions for indemnification contained in the by-laws of the Corporation will not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of Member Congregations or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity,

and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of that person's heirs and legal representatives.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

31. Fundraising Restrictions. The District shall not be able to raise or administer funds through any type of investment vehicle, such as those previously established as Church Extension Fund (CEF) and District Investment Limited (DIL). Notwithstanding the foregoing, the District shall be entitled to continue to own property in its name, sell its property, mortgage or grant security to an arm's length party over its property and otherwise deal with its property in the normal course of its business and, for greater clarity but without limiting the generality of the foregoing, the District shall be entitled to borrow funds from banks and other entities in the business of lending money on a secured or unsecured basis.
32. Banking Arrangements. The banking business of the Corporation, or any part thereof, will be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, will be transacted on the Corporation's behalf by one or more officers or other persons as the Board may designate, direct or authorize from time to time and to the extent provided thereby.
33. Execution of Instruments. Contracts, documents or instruments in writing requiring execution by the Corporation will be signed by hand by any officer or director (whether under the corporate seal of the Corporation, if any, or otherwise) and all contracts, documents or instruments in writing so signed will be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution:
 - (a) to appoint any officer or any other person on behalf of the Corporation to sign by hand (whether under the corporate seal of the Corporation, if any, or otherwise) and deliver either contracts, documents or instruments in writing generally or to sign either by hand or by facsimile or mechanical signature or otherwise (whether under the corporate seal of the Corporation, if any, or otherwise) and deliver specific contracts, documents or instruments in writing, and
 - (b) to delegate to any two officers of the Corporation the powers to designate, direct or authorize from time to time in writing one or more officers or other persons on the Corporation's behalf to sign either by hand or by facsimile or mechanical signature or otherwise (whether under the corporate seal of the Corporation, if any, or otherwise) and deliver contracts, documents or instruments in writing of such type and on such terms and conditions as such two officers see fit.

Contracts, documents or instruments in writing that are to be signed by hand may be signed electronically (as permitted by law). The term "contracts, documents or instruments in writing" as used in this by-law includes without limitation deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds (including specifically but without limitation transfers and assignments of shares, warrants, bonds, debentures or other securities), proxies for shares or other securities and all paper writings.

AUDITS

34. The books, accounts and records of the Corporation shall be audited by a duly qualified accountant or by delegates of Member Congregations elected for that purpose at a meeting of Member Congregations. A complete and proper statement of the standing of the books for the previous financial periods shall be submitted by such auditors at each general meeting of Member

Congregations. A complete and proper statement of the standing of the books for the previous financial periods shall be submitted annually at a meeting of the Board.

CUSTODY OF CORPORATE SEAL

35. The Corporation shall have a corporate seal which shall be kept with the Chairman of the Corporation. The corporate seal may be affixed to official documents of the Corporation.

ACTIVITIES NOT FOR PROFIT

36. The activities of the Corporation shall be carried on without purpose of gain for its Member Congregations and any profits or other accretions to the Corporation shall be used in promoting its objectives.

MISCELLANEOUS

37. Invalidity of any Provisions of this By-Law. The invalidity or unenforceability of any provision of this by-law will not affect the validity or enforceability of the remaining provisions of this by-law.

38. Omissions and Errors. The accidental omission to give any notice to any Member Congregation, director, officer or auditor or the non-receipt of any notice by any Member Congregation, director, officer or auditor or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice related or otherwise founded on the notice.

INTERPRETATION

39. Interpretation. In this by-law and all other by-laws of the Corporation words importing the singular number only include the plural and vice versa; words importing any gender include all genders; words importing persons include individuals, corporations, limited and unlimited liability companies, general and limited partnerships, associations, trusts, unincorporated organizations, joint ventures and governmental authorities.

RESOLVED that the foregoing By-law No. 1 is made a by-law of the Corporation.

The undersigned, being all the directors of the Corporation, sign the foregoing resolution.

DATED as of October ____, 2018.

Roland Kubke

Aaron Ball

William Fraser
