



Heathen Confederation of Canada

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

The Heathen Confederation of Canada - La Confédération des païens neo-germaniques du Canada

(the "Corporation")

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

1. Definitions

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;

"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;

"HCC" means **The Heathen Confederation of Canada - La confédération des païens neo-germaniques du Canada** in English documents while CPNGC is used in French documents and for the purposes of the Act means the Corporation;

"Heathen" means a Modern Germanic Heathen as defined in article 15 b.;

"Heathenry" is the religious practice of Heathens;

"meeting of members" includes an annual 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 an annual meeting of members;

"National Council" means the board of executives of the HCC;

"National Councilor" means a member of the board as defined by the Act;

"National Representative" means the president of the HCC;

"Vice-National Representative" means vice-president as defined by the Act;

"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 HCC that meets the requirements of section 163 (Member 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. Purpose

the HCC is to provide the best representation of inclusive Heathenry in Canada at the national level and abroad to other Heathens and non-Heathens alike.

The HCC endeavours to fulfil its purpose by representing its membership at the national, and regional levels in Canada by:

- a. Building bridges of understanding between the HCC and other cultural and religious groups, whether they identify as Heathens or not;

- b. Engaging with academics of various fields of interest for the furtherance of Heathenry in Canada;
- c. Representing a Heathenry in Canada which is inclusive, respectful and intelligent;
- d. Engaging with HCC members to capture representational data and use that data to further the understanding of Heathenry in Canada;
- e. Engaging with the media and government officials where it is felt a clear statement or position must be taken by the HCC for the good of Heathenry in Canada and the HCC;
- f. Assist authorities in cases of lawless or criminal activities perpetuated by Heathens in Canada where such lawlessness or criminal activity misrepresents Heathenry in Canada or perpetuates hate towards others;
- g. Engage with all levels of government on regulations and legislation which is relevant to minority religious groups;

4. Contrary to Purpose

These positions are contrary to the purpose of the HCC:

- a. Mediate between various Heathen groups;
- b. Train clergy;
- c. Proselytize;
- d. Take theological positions.

5. Non-profit

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

6. Corporate Seal and Logo

The HCC may have a corporate seal and/or logo in the form approved from time to time by the National Council. If a corporate seal and/or logo is approved by the National Council, the secretary of the HCC shall be the custodian of the corporate seal while the logo may be used by the HCC in a manner directed and approved by the National Council. (see logo Annex 3)

7. Statements

- a. **Vision:** An inclusive Heathen voice from sea to sea.
- b. **Inclusivity:** Whereas the *Canadian charter of Rights and Freedoms Section 15. (1)* states: “Every individual is equal before and under the law and has the right to the equal protection and equal benefit of the law without discrimination and, in particular, without discrimination based on race, national or ethnic origin, colour, religion, sex, age or mental or physical disability.”

And whereas section 3 of the *Human Rights Act* prohibits discrimination based upon “race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, disability and conviction for an offence for which a pardon has been granted or in respect of which a record suspension has been ordered”

The Heathen Confederation of Canada asserts that a healthy Modern Germanic Heathenry is one which is inclusive to persons of all diversity who identify as Modern Germanic Heathens and any word or act to the contrary is antithetical to a wholesome, inclusive and productive Modern Germanic Heathenry whether such Heathenry is expressed at home or abroad.

- c. **Truth and Reconciliation:** The HCC affirms that Heathenry in Canada has a responsibility to recognize, support and learn from Indigenous peoples in Canada and that a wholesome Heathenry, as promoted by the HCC is engaged in efforts of Truth and Reconciliation.

8. Official Languages

English and French shall be the official languages of the HCC and all members have a right to express themselves and receive services in the official language of their choice.

9. Plain Language

Although each Heathen is free, through the practice of their own religious and cultural Heathen expression and in-group structures to take on certain leadership styles of address, honourifics

or other specific terminology, the HCC for the purposes of clarity will not officially use nor recognize such styles of address, honourifics or terms. Where other organizations outside the HCC use such, the plain language functional roles of that leader as determined by the laws of their jurisdiction will prevail.

10. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the HCC may be signed by any two (2) of its officers or National Councilors. In addition, the National Council 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 to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the HCC to be a true copy thereof.

11. Financial Year End

The financial year end of the HCC shall be determined by the National Council.

12. Banking Arrangements

The banking business of the HCC shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the National Council 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 HCC and/or other persons as the National Council may by resolution from time to time designate, direct or authorize.

13. Borrowing Powers

If authorized by a by-law which is duly adopted by the National Council and confirmed by ordinary resolution of the members, the National Councilors of the HCC may from time to time:

- a. borrow money on the credit of the HCC;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the HCC; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the HCC, owned or subsequently acquired, to secure any debt obligation of the HCC.

Any such by-law may provide for the delegation of such powers by the National Council to such officers or National Councilors of the HCC to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the HCC on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the HCC.

14. Annual Financial Statements

The HCC shall send to the membership a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the HCC reproducing the information contained in the documents. Instead of sending the documents, the HCC may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The HCC is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

15. Membership Conditions

Subject to the articles, there shall be one (1) class of membership with one (1) type of member in the HCC, known as a “member”. The National Council may, by resolution, approve the admission of the members of the HCC. Members may also be admitted in such other manner as may be prescribed by the National Council by resolution. The following conditions of membership shall apply:

All Members

- a. Affirm through self-declaration that they are a Modern Germanic Heathen.
- b. Modern Germanic Heathen is defined for the purposes of the HCC as ***“anyone participating in and identifying with religious behaviours, values and beliefs which are modeled upon and associated with those of ancient Germanic Heathens and that these same behaviours, values and beliefs form their primary religious identity.”***

Note: This subsection cannot change

- c. Members must conform to the HCC by-laws at all times.
- d. Must be at least eighteen (18) years of age.
- e. Members must maintain their primary physical address in Canada for the duration of their membership.

- I. An allowance is made for an eighteen (18) month grace period should the member need to relocate out of Canada temporarily.
- II. A member may petition the National Representative directly for an extension of up to twenty-four (24) months at the discretion of the National Representative.
- III. The maximum allowable time by a member to reside outside of Canada meaning their primary physical address is outside of Canada is forty-two (42) months.

In-Groups

It is understood that through organic social processes members may form in-groups which are self-organized. For the purposes of the HCC and pursuant to article 9, these affiliations will be known as “in-groups” and do not hold special status within the HCC over the membership. However, it is recognized that strong and healthy in-groups provide a cultural richness to Heathenry in Canada which is integral to the religious expression and diversity of the membership.

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).

16. Transferring Membership

A membership may only be transferred to the HCC. 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.

17. Notice of Members Meeting

Notice of the time and place of a meeting of members as per the Act shall be given to each member entitled to vote at the meeting by the following means:

- a. in the case of a corporation that has more than 250 members, by publication
 - I. at least once in each of the three (3) weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the

municipalities in which the majority of the members of the corporation reside as shown by their addresses in the register of members, or

- II. at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- b. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 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 HCC to change the manner of giving notice to members entitled to vote at a meeting of members.

18. Members Calling a Members' Meeting

The National Council shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 10% of the voting rights. If the National Councilors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

19. 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 HCC has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and;
- b. permits the tallied votes to be presented to the HCC without it being possible for the HCC 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 HCC to change this method of voting by members not in attendance at a meeting of members.

20. Membership Dues

Members shall be notified in writing or electronically of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date the members in default shall automatically cease to be members of the HCC. Dues amount will be initially set by the first National Council and amended thereafter by special resolution at the Annual Members' Meeting.

21. Termination of Membership

A membership in the HCC is terminated when:

- a. the member dies or resigns;
- b. the member breaches membership conditions;
- c. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- d. the member's term of membership expires; or
- e. the HCC is liquidated and dissolved under the Act.

22. Effect of Termination of Membership

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

23. Discipline of Members

The National Council shall have authority to suspend or expel any member from the HCC for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the HCC;
- b. carrying out any conduct which may be detrimental to the HCC as determined by the National Council in its sole discretion;
- c. for any other reason that the National Council in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the HCC.

In the event that the National Council determines that a member should be expelled from membership in the HCC, the National Representative, or such other officer as may be

designated by the National Council, shall provide twenty (20) days notice of expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the National Representative, or such other officer as may be designated by the National Council, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the National Representative, the National Representative, or such other officer as may be designated by the National Council, may proceed to notify the member that the member is expelled from membership in the HCC. If written submissions are received in accordance with this section, the National Council will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The National Council's decision shall be final and binding on the member, without any further right of appeal.

24. Proposals Nominating National Councilors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of National Councilors if the proposal is signed or communicated by electronic means by not less than 10% of members entitled to vote at the meeting at which the proposal is to be presented.

25. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the 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.

26. Place of Annual Members' Meeting

Annual Members Meetings, subject to compliance with section 159 (Place of Members' Meetings) of the Act, shall be held at a place within Canada determined by the National Council.

- a. Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the regulations, if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the HCC makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

27. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the National Councilors and the public accountant of the HCC and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the HCC to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

28. Chair of Members' Meetings

In the event that the chair of the National Council, that is the National Representative and the vice-chair, that is the Vice-National Representative of the National Council, are absent or unwilling or unable to perform their duty as chair, the National Council will appoint a National Councilor to act as chair. If all National Councilors are unwilling or unable to perform their duty as chair, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

29. 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% of 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.

30. Voting 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. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

31. Participation by Electronic Means at Members' Meetings

If the HCC 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 HCC has made available for that purpose.

32. Members' Meeting Held Entirely by Electronic Means

If the National Council or members of the HCC call a meeting of members under the Act and if the by-laws so provide, those National Councilors or members, as the case may be, may determine that the meeting shall be held, in accordance with the regulations, if any, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

- a. The Annual Members' Meeting will be held in a physical place as per article 26, though quorum may be reached through electronic participation as per the by-laws and as defined by the Act.

33. Qualifications of National Councilors

The qualifications for being a National Councilor are

As defined by the Act

- a. must be at least 18 years of age;
- b. someone capable;
- c. a person who is an individual; and
- d. a person who does not have the status of a bankrupt;

Furthermore

- e. be a member;
- f. have a thorough knowledge of Heathenry; and
- g. be able to communicate such proficiently.

34. Removal of National Councilors for non-performance of duties

If a National Councilor finds themselves unwilling or unable to perform their duties, they may be removed by a majority vote of the National Council if they:

- a. Miss three consecutive meetings
- b. Fail to perform stated duties

c. Attends less than ½ the meetings in a 6 month period.

If a National Councilor has been removed, a member of the National Council may be appointed by the Council to serve in the position for the remainder of the term if they are willing. If they are unwilling the Council may appoint a member to serve in the position until the next election.

35. Number of National Councilors

The National Council shall consist of no less than three (3) National Councilors and no more than sixteen (16), at least two of whom are not officers or employees of the HCC or its affiliates.

- a. All efforts will be made to have equitable representation on the National Council from each region.

36. Term of Office of National Councilors

At the first election of National Councilors following the approval of this by-law, one-third (1/3) National Councilors shall be elected for a three (3) year term, one-third (1/3) National Councilors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected National Councilors shall be elected for three-year (3) terms.

37. Calling of Meetings of the National Council

Meetings of the National Council may be called by the National Representative, the Vice-National Representative or any two (2) National Councilors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any National Councilor or incorporator.

38. Notice of Meeting of the National Council

Notice of the time and place for the holding of a meeting of the National Council shall be given in the manner provided in the section on giving notice of meeting of National Councilors of this by-law to every National Councilor of the HCC not less than 90 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the executives 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 National Councilors 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.

39. Regular Meetings of the National Council

The National Council may appoint a day or days in any month or months for regular meetings of the National Council at a place and hour to be named. A copy of any resolution of the National Council fixing the place and time of such regular meetings of the National Council shall be sent to each National Councilor 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.

40. Voting at Meetings of the National Council

At all meetings of the National Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the National Representative, or the Vice-National Representative if the National Representative is absent or anyone fulfilling the role of chair pursuant to article 22 in addition to an original vote shall have a second or casting vote.

41. Committees of the National Council

The National Council may from time to time appoint any committee or other advisory person or body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the National Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the National Council may from time to time make. Any committee member may be removed by resolution of the National Council.

42. Regional Committees

There will be a permanent committee in each region for the purposes of advising the National Council on matters of regional importance.

- a. Regional committees will be comprised of three (3) members;
- b. Regional committee members will be normally drawn from National Councilors residing in that region;
- c. if there are less than three (3) National Councilors in that region the balance will be elected by the membership of that region at a members meeting held for that purpose through a simple majority.

43. Areas of Representation

There shall be two (2) areas of representation which are based on a subdivision of geographical territory within Canada where the HCC performs its work. (see Annex 2)

Country

- a. Canada shall be the country where the HCC performs its work which is termed as at the “national level”;

Region

- b. Canada is further subdivided into five (5) regions of representation which are:
 - I. Pacific Region (British Columbia and Yukon Territory)
 - II. North & Prairies Region (Alberta, Saskatchewan, Manitoba, Northwest Territories and Nunavut)
 - III. Ontario Region (Ontario)
 - IV. Québec Region (Québec)
 - V. Maritimes Region (New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador)

44. Appointment of Officers

The National Council may designate the offices of the HCC, 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 HCC. A National Councilor may be appointed to any office of the HCC. An officer must be, a National Councilor. Two or more offices may be held by the same person.

45. Officers of the HCC

Unless otherwise specified by the National Council (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the HCC, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. National Representative – shall be elected by the membership and will be the chief executive officer of the HCC and shall be responsible for implementing the strategic plans and policies of the HCC. The National Representative shall,

subject to the authority of the National Council, have general supervision of the affairs of the HCC. Furthermore, these duties will apply:

- I. Be the spokesperson of the HCC;
 - II. Engage in a working relationship with leaders of other large Heathen organizations on common causes;
 - III. Represent the membership and purpose the HCC;
 - IV. Advise government policy makers or their representatives on matters of concern to Heathenry if called to do so. If further expertise is necessary, this work may be delegated.
- b. Vice-National Representative – shall be elected by the membership and will perform all the duties and responsibilities of the National Representative in their absence or if unable or refusing to act. If the Vice-National Representative is absent or if unable or refusing to act then the National Council shall appoint a National Councilor to act on their behalf. The Vice-National Representative shall have such other duties and powers as the National Council may specify.
- c. Chair of the National Council – The chair of the National Council shall be the National Representative, or in their absence or if unable or refusing to act then the Vice-National Representative will chair. If either are absent or if unable or refusing to act a National Councilor is to be appointed. The chair of the National Council shall preside at all meetings of the National Council and of the members. The chair shall have such other duties and powers as the National Council may specify.
- d. Secretary – shall be appointed by the National Council, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board, unless otherwise specified by the National Council where a scribe may be appointed from the membership who will provide their minutes to the secretary. The secretary shall enter or cause to be entered in the HCC'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, National Councilors, the public accountant and members of committees; the secretary

shall be the custodian of all books, papers, records, membership rolls, documents and other instruments belonging to the HCC.

e. Treasurer – shall have such powers and duties as the board may specify.

46. Return of Officer tools, implements or items upon leaving office

All tools, implements or items which have been entrusted to the Officer for the performance of their duties and belonging to the HCC shall be returned to the HCC and the National Council upon leaving office by whichever means such a departure has taken place.

47. Oath of the National Council, Advisors and Representatives

The oath will be solemnly affirmed and signed before no less than three (3) witnessing HCC members upon accepting to fulfill their duties to the HCC:

“I, *name*, solemnly affirm that I will honourably, faithfully and honestly fulfill the duties that devolve on me by reason of me being a (*National Councillor, Advisor or Representative*) of the Heathen Confederation of Canada at my level of representation and that I will at all times adhere to the constitution and by-laws of the Heathen Confederation of Canada as such are conditions of my membership.”

48. Officer Vacancies

In the absence of a written agreement to the contrary, the National Council may remove, with cause, any officer of the HCC. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a National Councilor or
- d. such officer's death.
- e. Such officer's removal through a special meeting of the members which has been called for such a purpose and a resolution for the removal of the officer has been motioned and passed with a vote of present voting members where an eighty percent (80%) margin will suffice for that purpose.

If the office of any officer of the HCC shall be or become vacant, the National Councilors may, by resolution, appoint a person to fill such vacancy. The National Council shall endeavour to make all reasonable effort to appoint National Councilors in such cases that there is a proportional representation of National Councilors from each region. As per the Act, no more than one third (1/3) of National Councilors may be appointed up to the next annual members' meeting.

49. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the National Council, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, National Councilor, officer or member of a committee of the National Council or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the HCC or in the case of notice to a National Councilor to the latest address as shown in the last notice that was sent by the HCC in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, National Councilor, officer, public accountant or member of a committee of the National Council in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any National Councilor or officer of the HCC to any notice or other document to be given by the HCC may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

50. Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

51. Omissions and Errors

The accidental omission to give any notice to any member, National Councilor, officer, member of a committee of the National Council or public accountant, or the non-receipt of any notice by any such person where the HCC 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.

52. Mediation and Arbitration

Disputes or controversies among members, National Councilors, officers, committee members, or volunteers of the HCC are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

53. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, National Councilors, officers, committee members or volunteers of the HCC arising out of or related to the articles or by-laws, or out of any aspect of the operations of the HCC is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, National Councilors, officers, committee members, employees or volunteers of the HCC as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- o The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the National Council of the HCC) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- o The number of mediators may be reduced from three to one or two upon agreement of the parties.

- o If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the HCC is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

54. Military Members (Foreign posting)

Military members and/or their immediate family who reside with them; If temporarily posted to a foreign country for longer than (42) months may ask for special consideration from the National Council to extend their membership.

This article also applies to any public servant or corporate employee who is posted or relocated outside of Canada as a job requirement.

55. Corporate Directorship

The Board of Directors of the HCC will be composed of members in good standing appointed by the National Council on a five (5) year term and will act at the direction of the National Council for all matters relating to the corporation's financial and corporate compliance.

- a. A Director may also be a National Councillor, though they must abstain from any votes which may cause a conflict of interest.
- b. A Director may be removed from their position by a 2/3 vote of the National Council and must comply with that decision at the discretion of the National Council.
- c. There will be no less than three (3) directors and no more than sixteen (16) at any time.
- d. For greater certainty, the corporation's financial and corporate compliance means:
 - i. Ensuring that all required documents are properly filed and submitted to Corporations Canada so as to remain compliant.

- ii. Ensuring that all financial documents, including banking instruments are properly filed and maintained with the appropriate financial and government institutions.

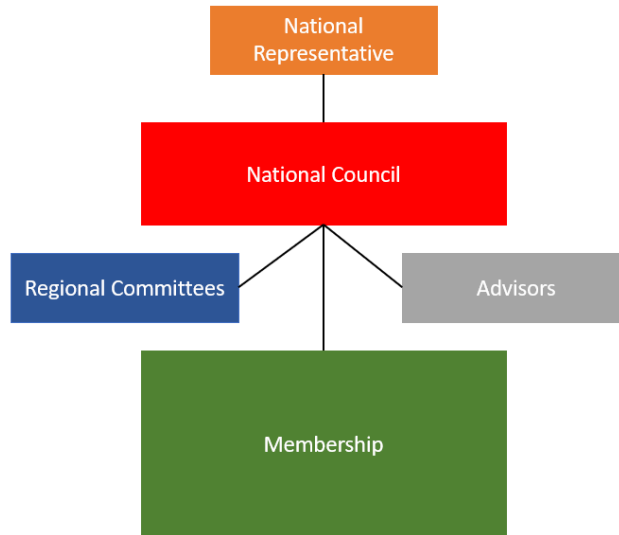
56. By-laws and Effective Date

The National Council may not make, amend or repeal any by-laws that regulate the activities or affairs of the HCC without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

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.

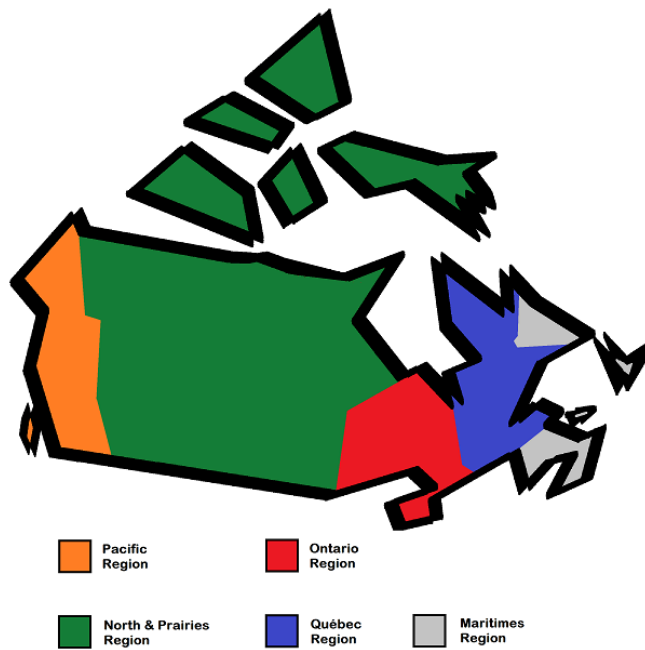
Annex 1

Organization structure of the HCC:



Annex 2

Regional structure of the HCC:



Annex 3

Logo of the HCC:

English:



Heathen Confederation
of Canada

French:



Confédération
des païens néo-germaniques
du Canada