

**Bylaws  
of  
Seeds of Love and Hope International Society**

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**Draft #1**

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## PART 1 – DEFINITIONS AND INTERPRETATION

### Definitions

1.1 In these bylaws:

- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) “Board” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) “Board meeting” means a meeting of the directors of the Society;
- (d) “Board resolution” means:
  - (i) a resolution passed at a Board meeting by **not less than a simple majority** of the votes cast by those directors entitled to vote at such a meeting;
  - (ii) a resolution that has been submitted to all of the directors and consented to in writing by **not less than majority/75%/other** of the directors who would have been entitled to vote on it in person at a Board meeting; or
  - (iii) a resolution passed by mail, email, or other means of communication by a simple majority of the votes cast by the directors in accordance with these bylaws and the Societies Act.
- (e) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
- (f) “chair” means the person appointed to preside over a meeting, committee, or the Board in accordance with these bylaws;
- (g) “constitution” means the constitution of the Society as filed in the office of the Registrar;
- (h) “directors” means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
- (i) “general meeting” means a meeting of the members of the Society;
- (j) “Income Tax Act” means the *Income Tax Act* of Canada, as amended from time to time;
- (k) “members” means those persons who have become members in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;
- (l) “ordinary resolution” means:
  - (i) a resolution passed at a general meeting by **a simple majority** of the votes cast by those members entitled to vote at such meeting;
  - (ii) a resolution that has been submitted to all of the members and consented to in writing by not less than **two-thirds (2/3)** of the members who would have been entitled to vote on it in person at a general meeting; or
  - (iii) a resolution passed by mail, email, or other means of communication by a simple majority of the votes cast by the members in accordance with these bylaws and the Societies Act;
- (m) “President” means a person elected to the office of President in accordance with these bylaws;

**Commented [A1]:** This voting threshold can be altered, although for most Societies we recommend leaving a simple majority voting threshold.

**Commented [A2]:** This voting threshold can be altered to also be a simple majority or a 2/3 majority. Any threshold is acceptable.

**Commented [A3]:** This is specified by the Act and cannot be changed in the bylaws.

**Commented [A4]:** This is specified in the Act and cannot be changed in the bylaws.

- (n) “registered address” of a member or director means the address of that person as recorded in the register of members or the register of directors;
- (o) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (p) “Regulations” means the regulations under the Societies Act;
- (q) “Secretary” means a person elected to the office of Secretary in accordance with these bylaws;
- (r) “Societies Act” means the *Societies Act* of British Columbia as amended from time to time;
- (s) “Society” means the British Columbia society known as **Seeds of Love and Hope International Society**;
- (t) “special resolution” means:
  - (i) a resolution passed at a general meeting by a majority of not less than **two-thirds (2/3) / higher #** of the votes cast by those members entitled to vote at such a meeting;
  - (ii) a resolution that has been submitted to all members and consented to in writing by **every member** who would have been entitled to vote in person at a general meeting; or
  - (iii) a resolution passed by **mail, email, or other means** of communication by a majority of not less than two-thirds (2/3) of the votes cast by the members in accordance with these bylaws and the Societies Act;
- (u) “Treasurer” means a person elected to the office of Treasurer in accordance with these bylaws; and
- (v) “Vice-President” means a person elected to the office of Vice-President in accordance with these bylaws.

**Commented [A5]:** The new Act requires that the threshold for special resolutions be at least 2/3. We have not retained the 75% threshold from your current bylaws, however the Society may choose to use the 75% threshold instead.

**Commented [A6]:** This is specified in the Act and cannot be changed by the bylaws.

#### Definitions in Act apply

**1.2** Except where they conflict with the definitions contained in these bylaws, the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws and the constitution.

#### Plural and gender-specific words

**1.3** Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

#### Conflict with Act or regulations

**1.4** If there is a conflict between these bylaws and the Societies Act or the Regulations, the Societies Act or the Regulations, as the case may be, prevail.

#### Headings

**1.5** Headings used in these bylaws are for convenience of reference only and shall not affect the construction or interpretation thereof.

## **PART 2 – MEMBERSHIP**

### **Membership at adoption of bylaws**

**2.1** The members of the Society are the directors at the date these bylaws are adopted and those persons who subsequently become members, in accordance with these bylaws, and who, in either case, have not ceased to be members as provided for in these bylaws. Members who are not directors shall cease to be members as at the time these bylaws are appointed.

### **Members**

**2.2** A person shall become a member upon becoming a director member and shall cease to be a director up on ceasing to be a member.

### **Age of members**

**2.3** An individual under the age of 19 years may not be admitted as a member of the Society.

### **Membership dues and fees**

**2.4** The Society shall not charge membership dues.

### **Termination of membership**

**2.5** A person shall cease to be a member of the Society:

- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary or to the address of the Society and the effective date of the resignation stated therein;
- (b) on his or her death; or
- (c) on ceasing to be a director.

### **Member not in good standing**

**2.6** All members are deemed to be in good standing.

### **Rights on termination of membership**

**2.7** Any member who ceases to be a member of the Society forfeits all rights, claims, privileges and interests arising from membership in the Society.

### **Membership not transferable**

**2.8** The membership of a person in the Society is not transferable.

### **Statement of Faith**

**2.9** The Society adopts the following Statement of Faith:

#### **The Bible**

We believe the Bible to be the complete Word of God; that the sixty-six books of the Old and New Testament in the original manuscripts, were written under the inspiration of the Holy Spirit, and were entirely free from error. Further, we believe that the Bible is the final authority in all matters of faith and practice.

(2 Timothy 3:16-17; 2 Peter 1:19-21)

#### **The Trinity**

We believe in one God, eternally existing in three persons, Father, Son, and Holy Spirit. Each person is fully God, sharing the same nature and attributes.

(Genesis 1:26; Deuteronomy 6:4; Matthew 3:16-17, 28:19)

#### **God The Father**

We believe in God the Father, an infinite, personal Spirit, perfect in holiness, wisdom, power, and love. We believe He concerns Himself mercifully in the affairs of men, hears and answers prayer, and saves from sin and death all who come to Him through Jesus Christ.

(John 16:23-27, Galatians 4:4-6, Ephesians 1:3, 17-23)

#### **God The Son**

We believe that Jesus Christ is eternal Son. He is true God and true man, conceived by the Holy Spirit, and born of the virgin Mary. We believe in His sinless life, in His death on the cross as our Substitute, in His bodily resurrection, in His ascension into Heaven, in His intercession on behalf of His people, and in His personal return.

(Matthew 1:18,23; Luke 24:1-8; John 1:1,14; Acts 1:11; 2 Corinthians 5:19-21; Phil. 2:5-11; Hebrews 4:14-16; 7:24-25; 1 John 2:1; Revelation 19:11-20)

#### **God The Holy Spirit**

We believe the Holy Spirit is a person, and is fully God. He convicts of sin, convinces of righteousness and of judgment, turns the lost soul toward God, indwells every believer, and guides, empowers, and gifts believers for the work of ministry.

(Matthew 28:19; John 3:5, 16:7-15; Acts 1:8; 1 Corinthians 6:11,19, 12:4-13; Ephesians 3:16, 4:11-16)

#### **Satan**

We believe that Satan exists as an evil personality, as the originator of sin, and as the arch-enemy of God and man.

(Ephesians 6:10-12; 1 Peter 5:8)

#### **Man**

We believe that man, both male and female, were divinely created in the image of God; that man sinned, becoming guilty before God; is a sinner by nature and choice, and thereby incurred physical and spiritual death.

(Genesis 1:26-27, 2:7-3:19; Romans 3:23, 5:12-21, 6:23)

#### **Salvation**

We believe that salvation is by grace through faith in Jesus Christ. It is based on the sovereign grace of God, and was purchased for us by Christ on the cross. We can be declared righteous only by faith in the all-sufficient sacrifice and resurrection of the Lord Jesus Christ. Those whom God has specially called to Himself shall be divinely preserved and finally perfected in the image of the Lord.

(John 1:12, 3:3-7, 5:24; Romans 8:31-39; Ephesians 1:11-14, 2:8-10; 1 Timothy 2:5, 1 Peter 1:3-5)

#### **Future Things**

We believe in the personal, bodily and glorious return of the Lord Jesus Christ; in the bodily resurrection of the just and unjust; in the eternal blessedness of the redeemed, and in the judgment and conscious eternal punishment of the wicked.

(John 5:29; 1 Corinthians 3:11-15, 15:51-58; 2 Corinthians 5:6-10; 1 Thessalonians 4:13-18; 2 John 8; Revelation 19:20)

#### **The Local Church**

We believe that the church is the spiritual body of which Christ is the Head. The true church is composed of all persons who through saving faith in Jesus Christ have been transformed by the Holy Spirit. This body expresses itself in local assemblies whose members have been baptized upon credible confession of Jesus Christ, and have associated themselves for the purpose of worship, discipleship, fellowship, evangelism, and service. The ordinances of the local church are believers baptism by immersion, and the Lords supper. The local church is an independent body which voluntarily associates with other churches for the purpose of furthering the Kingdom of God.

(Matthew 28:19-20; Acts 1:8, 2:41-47; Romans 6:1-11; Ephesians 5:21; Colossians 1:15-18; Hebrews 10:24-25; 1 Corinthians 11:23-31)

#### **The Church and State**

We believe that civil government is appointed by God for the interests and good order of society. Each individual should fulfill their responsibilities as good citizens and should obey the laws of the land except in matter contrary to the Bibles clear teaching. The Church and State are distinct and separate each serving God's purposes.

(Matthew 22:21; Romans 13:1; 1 Timothy 2:1-6)

#### **Christian Conduct**

We believe that the supreme task of every believer is to glorify God in their life. The believer should live blamelessly before the world, be a faithful steward of their possessions, and seek to realize for themselves the full stature of maturity in Christ.

(1 Corinthians 10:31; Colossians 1:28; 1 Timothy 6:6-9; 1 Peter 1:14-15)

#### **Creation**

We believe that in the beginning God created the heavens and the earth. By God's command the universe came into existence. All of God's creation was pronounced by God to be good and was created to glorify God. God is the giver of all life. God upholds and sustains His creation.

(Genesis 1:1; Exodus 20:11; Nehemiah 9:6; Colossians 1:16; Hebrews 11:3)

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** General meetings, including annual general meetings, shall be held at such time and place, in accordance with the Societies Act, as the Board shall decide.

### **Requisition of general meeting**

**3.2** The Board shall convene a general meeting if so requested by 10% of the members of the Society.

### **Requirements of the requisition**

**3.3** A requisition for a general meeting by the members must state the purpose of the general meeting, be signed by the requisitionists, and be delivered or sent by registered mail to the Society.

### **Annual general meeting**

**3.4** An annual general meeting shall be held at least once in every calendar year.

### **Chair of general meeting**

**3.5** The President, the Vice-President or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.

### **Alternate chair of general meeting**

**3.6** If at a general meeting:

- (a) there is no President, Vice-President or other director present within 15 minutes after the time appointed for holding the meeting; or
- (b) the President and all other directors present are unwilling to act as chair,

the members present shall choose one of their number to be chair.

### **Virtual meetings allowed**

**3.7** A general meeting may also be held, or any member may participate in a general meeting, by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons so participating shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

### **Quorum required**

**3.8** No business, other than the election of a person as chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

### **Quorum for general meetings**

**3.9** The quorum for the transaction of business at a general meeting is three (3) members or 20% of the members, whichever is greater.

### **Lack of quorum at commencement of meeting**

**3.10** If, within 30 minutes from the time scheduled for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

**If quorum ceases to be present**

**3.11** If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**Adjournments by chair**

**3.12** The chair of a general meeting may, or, if so directed by the voting members at the meeting, shall, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

**PART 4 – NOTICE OF GENERAL MEETINGS**

**Entitlement to notice**

- 4.1** Notice of a general meeting shall be given only to:
- (a) every member shown on the register of members on the day notice is given; and
  - (b) the auditor, if an auditor is appointed under these bylaws.

**Length of notice**

**4.2** The Society shall give **not less than seven (7) days' written notice** of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

**Content of notice**

**4.3** Notice of a general meeting shall specify the place, the day and the hour of the meeting.

**Notice of special resolutions**

**4.4** A notice of a general meeting **must include the text of any special resolution** to be submitted to the meeting.

**Commented [A7]:** This is a new requirement under the new Act.

**Method of notice**

**4.5** A notice may be given to a member either personally or by mail or by email or by facsimile to the member at the member's registered address or the member's email address or facsimile number, as recorded in the Society's records.

**Time notice deemed given**

**4.6** A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the



notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

**Accidental omission of notice**

- 4.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.

**Notice of continuation of adjourned general meeting**

- 4.8 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for more than 14 days, notice of the continuation of the adjourned meeting shall be given.

**PART 5 – VOTING PROCEDURES AT GENERAL MEETINGS**

**One vote per member**

- 5.1 A member present at a general meeting is entitled to one vote.

**Chair may vote**

- 5.2 The chair of a general meeting may vote but, if he or she does so and the result is a tie, the chair shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

**Resolutions must be seconded**

- 5.3 All resolutions proposed at a general meeting must be seconded.

**Chair may propose resolutions**

- 5.4 The chair of a meeting may move or propose a resolution.

**Ordinary resolutions unless specified**

- 5.5 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution.

**Announcement of result**

- 5.6 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**Permitted methods of voting**

- 5.7 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a confidential ballot or a confidential ballot is directed by the chair of the meeting, voting must be by ballot.

**Proxy voting not permitted**

- 5.8 Voting by proxy is not permitted.

**Written ordinary resolutions**

- 5.9 A resolution in writing which is identified as an ordinary resolution and that has been submitted to all voting members and signed by a minimum of two-thirds (2/3) of the voting

members who would have been entitled to vote on it in person at a general meeting is as valid and effectual as an ordinary resolution passed at a general meeting duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **Written special resolution**

**5.10** A resolution in writing which is identified as a special resolution and that has been signed by all voting members who would have been entitled to vote on it in person at a general meeting is as valid and effectual as a special resolution passed at a general meeting duly called and constituted and shall be deemed to be a special resolution in writing. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **Resolution by electronic communications**

**5.11** Where a resolution is to be determined by electronic communication, the Secretary must inform all voting members at least seven (7) days prior to the date that all ballots are due of the process for electronic voting and the time period during which voting may take place. The matter or matters to be voted on must be clearly articulated within the voting process. Only those votes made in compliance with the stated process and received by the designated time will be counted.

## **PART 6 – THE BOARD**

#### **Purpose of Board**

**6.1** The property and affairs of the Society shall be managed by the Board.

#### **Authority of Board**

**6.2** The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, and subject to the provisions of:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meetings.

#### **Single director may not act**

**6.3** One director does not have the authority to make decisions or act on behalf of the Society unless that authority has been given to that Director by the whole Board by way of a Directors Resolution.

#### **Right to membership and association**

**6.4** The Society, at the Board's discretion, shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

#### **Affirmation of Board's prior acts**

6.5 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

#### **Hiring employees**

6.6 The Board may, at its discretion, select and employ volunteers and employees for a fixed or indefinite term, and set the terms of their duties, responsibilities and employment.

### **PART 7 – DIRECTORS**

#### **Number of directors on Board**

7.1 The Society must have no fewer than five (5) and no more than eleven (11) directors.

#### **Proceedings valid when inadequate directors**

7.2 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.

#### **Residency and arm's length requirement**

7.3 A majority of the directors must reside in Canada and be at arm's length from one another.

#### **Qualifications**

7.4 Each director must:

- (a) agree with and believe in the Statement of Faith as outlined at section 2.9;
- (b) be an active member of a Christian church; and
- (c) not be an ineligible individual as defined in the Income Tax Act.

#### **Duties of Directors**

7.5 Every Director will:

- (a) further and not hinder the purposes, aims and objects of the Society;
- (b) act honestly and in good faith with a view to the best interests of the society;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with the Societies Act;
- (e) uphold the constitution and comply with these bylaws, the Regulations and the policies of the Society in effect from time to time;
- (f) abide by such codes of conduct and ethics adopted by the Society;
- (g) uphold the Statement of Faith as outlined at section 2.9;
- (h) support the Society financially through regular giving;
- (i) attend at least two general meetings per year (they are encouraged to attend all meetings);

**Commented [A8]:** This section is optional, but often helpful in clearly stating the duties of directors that are otherwise imposed by legislation or common law, although it is not required to state these duties in the bylaws since they apply anyways.

- (j) encourage their network of friends, relatives, and associates to be involved in the society;  
and
- (k) be responsive, respectful and hold accountable the other directors of the society.

#### **Election or appointment of directors**

**7.6** At each annual general meeting, the members entitled to vote for the election or appointment of directors must elect or appoint the directors of the Board.

#### **Ballot voting procedure**

**7.7** The name of each duly nominated candidate shall appear individually on the voting ballot and the candidates that receive the most votes shall be deemed to be elected.

#### **Cannot vote for more directors than positions**

**7.8** No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

#### **Term of office**

**7.9** Directors are normally elected for **two-year (2) terms**. Directors normally take office commencing at the close of the meeting at which they were elected, designated, or appointed and their term of office expires at the close of the second following annual general meeting after designation, election or appointment.

#### **If no or too few directors**

**7.10** If no successor directors are elected or the number of directors of the Society would fall below five (5), the persons previously elected as directors shall continue to hold office until such time as successor directors are elected.

#### **Consecutive terms**

**7.11** Directors may be elected for consecutive terms.

#### **Termination of office**

**7.12** A person shall cease to be a director of the Society:

- (a) on expiry of their term of office;
- (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
- (c) on his or her death or incapacity;
- (d) on ceasing to be a member of the Society; or
- (e) on being removed or suspended per section 7.13.

#### **Directors' removal or suspension of director**

**7.13** A director may be removed or suspended before the expiration of his or her term of office **by a resolution passed by two-thirds (2/3)** of the remaining directors where the remaining directors reasonably believe the director has committed a criminal, civil, or regulatory offense, has breached his or her fiduciary duty to the Society, or has otherwise acted inappropriately, but no director shall

be removed or suspended until he or she has been given notice of the proposed action and has had an opportunity to be heard at the meeting or submit a written response to the Board.

**Directors may fill casual vacancy**

**7.14** If a director ceases to hold office during his or her term for any reason, the remaining directors may, at any time, appoint a person as a director to fill the vacancy that arises on the Board as a result.

**Term of appointment of director filling casual vacancy**

**7.15** A director appointed by the Board to fill a vacancy per section 7.14 ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

**Director compensation**

**7.16** No director shall directly or indirectly receive any compensation or profit from his or her position as a director or from any business or affairs with the Society, provided that a director may be paid reasonable expenses incurred in the performance of his or her duties.

**Director may be employed**

**7.17** A director may be engaged by the Society as an employee or contractor and may be remunerated for acting in his or her capacity as an employee or contractor, provided that a majority of directors are not entitled to remuneration as employees or contractors of the Society.

**PART 8 – OFFICERS**

**Election of officers**

**8.1** The Board shall elect from among the directors an individual in the following Board positions at the first Board meeting held after an annual general meeting:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

**Joint Offices**

**8.2** A director, other than the President, may hold more than one position, and more than one person may hold the same position.

**Term of office**

**8.3** Once elected, officers shall hold their positions as officers of the Board of the Society until the close of the first Board meeting held after the next following annual general meeting. Officers may serve consecutive terms, provided that the President may serve a maximum of five (5) years before taking a least one (1) year off.

**Termination of officer**

**8.4** A person shall cease to be an officer of the Society:  
(a) on expiry of their term of office;

**Commented [A9]:** The names of the officers may be changed, however the use of President or some other name instead of Chair is useful when trying to distinguish between the chairperson of a meeting and the Chair of the Society.

**Commented [A10]:** This allows the Board to configure the officers in a variety of ways. For example, the Board can elect a Secretary-Treasurer, or allow multiple people to act as the Secretary, each with different Secretary duties or with the same duties.

- (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
- (c) on his or her death or incapacity;
- (d) on ceasing to be a director of the Society; or
- (e) on being removed by a resolution passed at a duly constituted Board meeting by a two-thirds (2/3) majority vote.

**Filling a vacancy in office**

**8.5** The Board shall fill any vacancy occurring in the office of an officer for the unexpired term.

**Role of President**

**8.6** The President is chair of the Board and is responsible for supervising the other directors in the execution of their duties.

**Role of Vice-President**

**8.7** The Vice-President is the Vice-Chair of the Board and, in the absence of the President, is responsible for carrying out all duties of the President and shall have such other duties and powers as the Board may specify.

**Role of Secretary**

**8.8** The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Societies Act;
- (d) conducting the correspondence of the Board;
- (e) custody of the common seal of the Society, if any; and
- (f) filing the annual report of the Society and making any other filings with the Registrar under the Societies Act.

**Absence of Secretary from meeting**

**8.9** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

**Role of Treasurer**

**8.10** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings as necessary to comply with the Societies Act and the Income Tax Act.

## **PART 9 – BOARD MEETINGS**

### **Calling of Board meetings**

9.1 A Board meeting may be called by the President or by any two (2) other directors.

### **Notice of Board meetings**

9.2 A Board meeting may be held at any time and place determined by the Board, provided that two (2) days' written notice of such meeting shall be given to each director. However, no formal notice shall be necessary if all directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a Board meeting shall be required when the meeting is regularly scheduled.

### **Time notice deemed given**

9.3 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

### **Proceedings valid despite omission to give notice**

9.4 The accidental omission to give notice of a Board meeting to a director, or the nonreceipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Board meeting after director appointment**

9.5 For the purposes of the first Board meeting held immediately following the election of a director or directors at a general meeting, or for a Board meeting at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

### **Conduct of directors' meetings**

9.6 The directors may regulate their meetings and proceedings as they think fit.

### **Virtual meetings allowed**

9.7 A Board meeting may also be held, or any Director may participate in a Board meeting, by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons so participating shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

### **Quorum of directors**

9.8 The quorum for the transaction of business at a Board meeting is a majority of the directors in office at the time when the meeting convenes.

### **Chair**

9.9 The President shall be chair at all Board meetings, but if at any Board meeting the President is not present within 15 minutes after the time appointed for the meeting, the Vice-President shall act as chair; but if neither is present the directors present may choose one of their number as chair of that meeting.

**Alternate chair**

**9.10** If the person presiding as chair of a Board meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate chair of such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.

**Resolutions moved and seconded**

**9.11** Resolutions proposed at a Board meeting must be seconded and the chair of the meeting may move or propose a resolution.

**Chair may vote**

**9.12** The chair of a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

**Method of voting**

**9.13** Voting may be by any method determined by the Board from time to time, so long as the method adequately discloses the intention of the Directors.

**Written resolution**

**9.14** A Board resolution in writing is as valid and effectual as if it had been passed at a Board meeting duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

**PART 10 – COMMITTEES****Delegation**

**10.1** The Board may, at its discretion, delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors.

**Standing and special committees**

**10.2** The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required.

**Proceedings of committees**

**10.3** The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board and by any rules that may from time to time be imposed on it by the Board.

**Committee reports**

**10.4** A committee shall report every act or thing done in exercise of its powers at the next Board meeting held after the action or thing has been done, or at such other time or times as the Board may decide.



#### Limited power of committees

10.5 A committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution.

#### Term of special committees

10.6 Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only and upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

### PART 11 – ACCESS TO RECORDS

#### Copy of constitution and bylaws provided

11.1 On being admitted to membership, each member is entitled to, and upon request the Society shall provide, a copy of the constitution and bylaws of the Society.

#### Inspection of records by directors

11.2 A director may, without charge, inspect any record required by the Societies Act to be kept by the Society.

#### Public access to records

11.3 A person, other than a member or director of the Society, may not inspect or receive a copy of a record of the Society.

### PART 12 – FINANCIAL

#### Fiscal Year

12.1 The fiscal year of the Society shall begin on the 1<sup>st</sup> day of January, and shall end on the 31<sup>st</sup> day of December.

#### Borrowing and raising capital

12.2 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees.

### PART 13 – SEAL AND EXECUTION OF INSTRUMENTS

#### Seal

13.1 The Board may provide a common seal for the Society, with the Society's name in legible characters on the seal, and it shall have power from time to time to destroy a seal and substitute a new seal in its place.

#### Use of common seal

13.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

**Commented [A11]:** The new Act allows for much broader access to a society's records than the old Act. The provisions in this part restrict that access as much as possible but the Society must still provide access to certain records to certain people. Any greater restriction than what is here is not allowed by the Act.

**Commented [A12]:** This is a new requirement in the new Act.

### Signing authority

**13.3** Contracts not under seal and in the ordinary course of the Society's operations may be entered into on behalf of the Society by the Board or by any person authorized by the Board. The Board may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed. In the absence of express authorization by the Board, an instrument, contract or obligation may be signed by:

- (a) the President and one other director;
- (b) in the absence of the President, the Vice-President and one other director;
- (c) in the absence of the President and Vice-President, any two directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

### Cheques

**13.4** The Board may, from time to time by Board resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

### Dual signatures required

**13.5** All cheques of the Society shall require two signatures.

**Commented [A13]:** This is only a suggestion. Please let us know if the Society uses or would like to use a different hierarchy or combination of people designated to sign contracts, or if only one signature is required.

## PART 14 – AUDITOR

### Auditor is optional

**14.1** This Part applies only where the Society is required or has resolved to have an auditor.

### Member appointment

**14.2** At each annual general meeting, the Society may appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act.

### Board appointment

**14.3** The Board may appoint the first auditor if the Society does not appoint one at an annual general meeting, and the Board may appoint an auditor to fill any vacancy occurring in the office of auditor.

### Removal

**14.4** An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.

### Notice of Appointment

**14.5** An auditor shall be promptly informed in writing of appointment or removal.

### Prohibition

**14.6** No director, member or employee of the Society shall be auditor.

### Meetings

**14.7** The auditor, if any, may attend general meetings.

## PART 15 – INDEMNITIES

### General indemnity

**15.1** Subject to the provisions of the Societies Act, every director or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses whatsoever which such director or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default provided that:
  - i. the director or officer acted honestly and in good faith with a view to the best interests of the Society; and
  - ii. in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.

### Directors' and officers' insurance

**15.2** The Society shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

## PART 16 – DISPUTE RESOLUTION

### Biblical requirement of dispute resolution

**16.1** The Society accepts the Holy Bible as the inspired Word of God and believes that God desires that the Society and the members and directors of the Society resolve all disputes and that they be reconciled in their relationship in accordance with the principles stated in 1 Corinthians 6:1-8, Matthew 5:23-24, Matthew 18:15-20 and other pertinent portions of the Holy Bible.

### Dispute resolution

**16.2** All disputes arising in the Society, including but not limited to all disputes arising out of these Bylaws or in respect of any legal relationship associated with it or from it, shall be resolved in the following manner:

- (a) the parties to the dispute shall meet within fourteen (14) days of the dispute arising and attempt to resolve it in a spirit of mutual respect and cooperation; and
- (b) if the dispute is not satisfactorily resolved under section 16.2(a) above, the parties, within thirty (30) days of completion of that step, shall submit the dispute to mediation and/or arbitration in accordance with the rules and procedures of the British Columbia International Commercial Arbitration Centre.

**Decision final and binding**

16.3 The outcome of any mediation or arbitration held in accordance with section 16.2 shall be final and binding on all parties.

**Location**

16.4 The place of mediation and arbitration shall be mutually agreed by the Society and the parties to the dispute. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be **Maple Ridge, British Columbia**.

**Cost**

16.5 All parties to the dispute shall share the fee of any mediator and arbitrator equally.

**Option for injunction**

16.6 The Society and the parties to a dispute shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, any party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

**PART 17 – MISCELLANEOUS****Alteration of bylaws**

17.1 These bylaws shall not be altered or added to except by special resolution.

**Non-profit purposes**

17.2 The Society is constituted exclusively for non-profit purposes and must not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of the Society without receiving full and valuable consideration, and any profits or other accretions to the Society shall be used in promoting the purposes of the Society.

**Dissolution**

17.3 In the event of dissolution or winding up of the Society, all its remaining assets, after payment of liabilities, shall be distributed to such **Christian charities**, registered under the provisions of the *Income Tax Act*, or such qualified donees allowed under the *Income Tax Act*, having purposes similar to the Society, as shall be designated by the members at a general meeting by two-thirds or a greater number of the members of the Society.

Dated effective the 14<sup>th</sup> day of June, 2018.