

**CONSTITUTION
OF
NELSON CHRISTIAN SCHOOL SOCIETY**

Name

1. The name of the Society is **NELSON CHRISTIAN SCHOOL SOCIETY**.

Purposes

2. The purposes of the Society are:
 - (a) to advance Christian education by establishing and operating Christian schools, and hiring and employing qualified Christian teachers and other staff members to direct, advise on and carry out Christian education based on the principle set forth in the bylaws;
 - (b) to advance religion by teaching and preaching the religious tenets, doctrines and observances associated with the Christian faith through missions, missionary work and evangelism;
 - (c) to relieve poverty by providing the basic necessities of life, inclusive of food, clean water, clothing, shelter, medicine and medical treatment and related support services and job skills training to persons living in poverty in Canada and throughout the world;
 - (d) to gift funds to qualified donees as defined in the *Income Tax Act*;
 - (e) to receive, acquire, hold, maintain, invest, administer, distribute and operate all types of property, directly or indirectly, through any form of ownership or to dispose of such property to other qualified donees as defined in the *Income Tax Act* in furtherance of the purposes of the Society; and
 - (f) to do all such things as are incidental and ancillary to the attainment of the charitable purposes of the Society.

**BYLAWS
OF
NELSON CHRISTIAN SCHOOL SOCIETY**

**PART 1 - FOUNDATIONAL STATEMENTS OF FAITH AND PRINCIPLES
AND INTERPRETATION**

1.1 Doctrinal Statement

A. The Bible

The Holy Scriptures, composed of the Old and New Testaments, are fully inspired by God, infallible and inerrant in the original writings and completely trustworthy in all areas in which they speak, the supreme and final authority in faith and practice. (II Tim. 3:16; II Pet. 1:20-21).

B. God the Father

Three persons eternally share the Divine Nature. The Bible refers to these persons as the Father, the Son, and the Holy Spirit. God is both self-existent and personal. (John 14:10, 26; 15:26)

C. Jesus Christ

Jesus Christ, the Son, is fully God and fully human. He lived a sinless life, died for the sins of humankind, was resurrected bodily on the third day, ascended into heaven and is coming again as King and Judge. Jesus Christ is the only provision that God has given for people to be reconciled to Him. Jesus' life on earth also serves as the model for the Christian life. (John 14:6; Acts 4: 12; 1 Tim 2:5)

D. Holy Spirit

The Holy Spirit is God. He indwells us at the moment we place our faith in Christ He empowers us to live an effective Christian life by affirming our salvation, encouraging and giving us the strength to live a life that is pleasing to God and personally fulfilling. The Holy Spirit also endows each believer with a unique spiritual ability to serve the church and the world. (John 14:16; Ephesians 1:19-20; 1Corinthians12)

E. Humanity

Human beings are created in the image of God. As such, we are unique among all of God's creation. Because of Adam's sin, we have all turned against God and this has resulted in spiritual death for all humankind. Humanity lives in a state of alienation and profound need, which can only be satisfied by reconciliation with God through Christ Without this reconciliation, all people stand under God's righteous judgment. God

continues to love us and reach out to us, even though we are hostile to Him. Believers in Jesus Christ receive a new nature that becomes the foundation for a process of transformation. (John 3:16; 2 Corinthians 5:17; Romans 3:23)

F. Salvation

Salvation is reconciliation with God through the atoning work of Jesus Christ. God offers us salvation by His grace alone and we receive it as a gift through personal faith in the finished work of Jesus Christ. This Righteous Gift of Redemption is received and cannot be earned. God freely offers salvation to all people, and our salvation is secure. (Ephesians 2:8,9; Romans 8:38,39; Ephesians 1:13; 2:4)

G. The Church

The church is composed of all those throughout history who place saving faith in Jesus Christ. The church is not an institution, but a people. God wants all Christians to live out their spiritual lives in a corporate context. This context of Christian love relationships is a crucial feature of our witness for Christ as it reflects God's character to the world. The church is God's chosen instrument through which the message of salvation is spread to all people. Our mission is to preach the good news and disciple believers locally and worldwide. (John 13:34, 35; 1Corinthians12:12-26; Matthew 28:19)

H. Satan

Satan is the personal, spiritual adversary of God and God's followers. Satan actively opposes the work of the church and the spiritual vitality of Christians. Satan is doomed to final defeat and judgment when Christ returns. (Ephesians 6: 12; Revelation 20)

I. Second Coming, the Afterlife and Final Judgment

This age will conclude with the personal, bodily return of Christ. At that time, He will complete God's plan to re-establish His just and righteous rule over all humanity. God will then assign all people their eternal destinies. Those who have responded to Jesus Christ with saving faith will receive the eternal life they have already been promised (John 5:24), while those who have not will be eternally separated from God. Therefore, because eternal issues are at stake, there is an urgency to communicate the gospel. (Matthew 24:29-31; Revelation 20 Matthew 25:46; 2 Thessalonians 1:5-10)

As a matter of firm policy, it is mandatory that all board members subscribe to the above statement of faith in a manner and method prescribed by the board of directors, either by written statement or by oral testimony before the board. This Doctrinal Statement was previously unalterable.

1.2 **Education Policy**

The Christian School Society is committed to the principles set out in Article 3 and to the following:

- (a) That God is the source of all truth and that this is the unifying principle in the instruction and education of children in the home and school during their educational experience.
- (b) That parents should have the option of choosing a quality Christian based education which instills in their children the vision and practice of excellence in academic studies, moral character, and service to others; and that meets or exceeds educational standards established by the government of the Province of British Columbia, Ministry of Education.
- (c) That the schools provide opportunities for its students to develop academically, spiritually, physically, emotionally, morally, and socially according to Biblical values.

This Education Policy was previously unalterable.

1.3 **Principles and Goals of Christian Education**

We believe that the ultimate responsibility for education rests primarily with parents and that the school is to serve as an extension of the home where, in a formal non-denominational environment, children learn that every academic truth in every academic area is a revelation of God. Therefore, subject areas are to be taught in the context of Colossians 1: 16-17, "For by Him (Jesus Christ) all things were created ... whether thrones or dominions or rulers or authorities - all things have been created by him and for him. And he is before all things, and in Him all things hold together."

By employing teachers who hold teaching credentials recognized by the British Columbia Ministry of Education, who accept the Bible alone as the sole rule of faith and practice, who profess a born again spiritual experience, who are committed to the application of Biblical principles, and who serve as Christian role models, students are assisted in developing strong Christian character marked by kindness and compassion, a healthy respect for themselves and the rights of others, and a preparedness to make a positive contribution in the home, the workplace, the church and the community at large.

These Principles and Goals of Christian Education were previously unalterable.

1.4 In these bylaws and the constitution of the Society, unless the context otherwise requires:

- (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 resolution” means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- (d) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
- (e) “constitution” means the constitution of the Society as filed in the office of the Registrar;
- (f) “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;
- (g) “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;
- (h) “Membership Year” means the year commencing on July 1 and ending on the next-following June 30;
- (i) “ordinary resolution” means:
 - (i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society;
- (j) “President” means a person elected to the office of President in accordance with these bylaws;
- (k) “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;

- (l) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (m) “Secretary” means a person elected to the office of Secretary in accordance with these bylaws;
- (n) “Societies Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time;
- (o) “Society” means **NELSON CHRISTIAN SCHOOL SOCIETY**;
- (p) “special resolution” means:
 - (i) a resolution passed at a general meeting of the Society by a majority of not less than two-thirds of the votes cast by those members entitled to vote at such meeting; or
 - (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society; or
- (q) “Superintendent” means a person appointed to the office of Superintendent in accordance with these bylaws;
- (r) “Treasurer” means a person elected to the office of Treasurer in accordance with these bylaws; and
- (s) “Vice-President” means a person elected to the office of Vice-President in accordance with these bylaws.

1.5 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.

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

PART 2 - MEMBERSHIP

2.1 The members of the Society are the members in good standing as at the date these bylaws become effective, 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.

2.2 The directors shall possess the sole power to admit members to the Society. An applicant for membership shall be admitted to membership in the Society by the affirmative vote of

a majority of those directors who are present at a meeting of directors at which a quorum is present and acting throughout. An application for membership or renewal shall include the payment of membership dues, which payment shall be returned forthwith if the person is not admitted as a member.

- 2.3 Each applicant seeking to become a member of the Society shall prior to September 30 in the Membership Year:
- (a) complete such application procedures as may be prescribed by the Society;
 - (b) signify agreement with and endorsement of the basis and principles of the Society set out in the constitution and bylaws of the Society, including the Foundational Statements of Faith and Principles set out in sections 1.1, 1.2 and 1.3 of these bylaws; and
 - (c) satisfy such other requirements as determined by the directors from time to time.
- 2.4 Membership in the Society shall be limited to persons who are 18 or older and who are committed to furthering the purposes, basis and principles of the Society set out in its Constitution. Membership shall be limited to one membership per household.
- 2.5 Upon acceptance as a member or on renewal of membership, a person's membership shall continue to the end of the Membership Year to which the acceptance or renewal applies, unless sooner ceasing.
- 2.6 The amount of the membership dues for each fiscal year or part thereof or other fees payable by the members shall be determined by the directors from time to time, except that no membership fee shall be charged to members who are employed by the Society.
- 2.7 A member who continues to be eligible may renew his or her membership prior to its expiry in such manner as may be determined by the Board from time to time. All renewals are subject to acceptance by the Board.
- 2.8 A person shall cease to be a member of the Society:
- (a) on June 30 of the Membership Year, unless renewed for the following Membership Year;
 - (b) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;
 - (c) on his or her death;
 - (d) on being expelled pursuant to section 2.9;

- (e) on having been a member not in good standing for 90 days; or
 - (f) on having not paid the annual membership dues on or before September 30 in the Membership Year to which the membership dues apply.
- 2.9 The Board may expel, suspend or otherwise discipline any member for:
- (a) non-payment of dues or other fees payable pursuant to section 2.7; or
 - (b) conduct, which in the discretion of the Board, is:
 - (i) improper or unbecoming for a member of the Society;
 - (ii) likely to endanger the interests, purposes or reputation of the Society;
 - (iii) in violation of the basis and principles set out in the constitution of the Society; or
 - (iv) is in breach of these bylaws.
- 2.10 The Board may not expel, suspend or otherwise discipline any member until the member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard by the directors before the proposed expulsion, suspension or other disciplinary measures are put to a vote.
- 2.11 All members are in good standing except a member who:
- (a) has failed to pay his or her current annual membership dues or any other subscription or debt due and owing by him or her to the Society including, without limitation, tuition payments, and he or she is not in good standing so long as the debt remains unpaid; or
 - (b) is under suspension or discipline pursuant to section 2.9.
- 2.12 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.13 The membership of a person in the Society is not transferable.

PART 3 - MEETINGS OF MEMBERS

- 3.1 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Board shall decide.

- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Board may, whenever it thinks fit, or shall, if so requested by 10% of the voting members of the Society, convene an extraordinary general meeting.
- 3.4 The Society shall give not less than 14 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.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.6 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.
- 3.7 An annual general meeting shall be held at least once in every calendar year and no more than six months after the Society's fiscal year-end.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.3 A quorum at a general meeting is 10 members in good standing.
- 4.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members in good standing who are present shall constitute a quorum.
- 4.5 The President shall, subject to the President appointing another person, chair all general meetings; but if at any general meeting the President, or such alternate person appointed by the President, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.

- 4.6 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of the majority of the members present at such meeting, he or she may preside as chair.
- 4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.8 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.9 Resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
- 4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member in good standing present at a meeting of members is entitled to one vote.
- 4.12 The person chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.13 Voting shall be by secret ballot unless determined by the members at the commencement of the general meeting.
- 4.14 Voting by proxy is not permitted.
- 4.15 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting members and signed by a minimum of two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an 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.
- 4.16 A resolution in writing which is identified as a special resolution and has been signed by all the voting members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. 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.

PART 5 - DIRECTORS

- 5.1 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, but subject, nevertheless, 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 meeting.
- 5.2 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.
- 5.3 The property and affairs of the Society shall be managed by the Board.
- 5.4 The number of directors shall be such number, not being less than five or greater than nine, as may be determined from time to time by the directors.
- 5.5 Directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.6 Elections for directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be three years; however, the members may by resolution determine that some or all vacant elected directors' positions shall have a term of less than three years, the length of such term to be determined by the members at their discretion.
- 5.7 Elected directors may be elected for up to six consecutive years, by any combination of terms. A director who has served as a director for six consecutive years may not be re-elected for at least one year following the expiry of his or her latest term.
- 5.8 Notwithstanding section 5.9, an elected director who has served as a director for six consecutive years may be re-elected for a further term of one year if the Board determines that there is no qualified candidate to fill the vacancy left by such director.
- 5.9 The Board shall provide the members with a slate of qualified candidates for election as directors. Nominations from the floor shall be permitted for the office of director.

- 5.10 A person may stand for election as a director only if the person, in addition to the qualifications set out in the *Societies Act*, meets the following qualifications:
- (a) the person is a member of the Society;
 - (b) the person is not an employee of the Society; and
 - (c) the person wholeheartedly accepts, adopts, and subscribes in writing to all of the principles set out in the constitution and bylaws of the Society, including the Foundational Statements of Faith and Principles set out in sections 1.1, 1.2 and 1.3 of these bylaws.
- 5.11 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.12 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.
- 5.13 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of directors would fall below five, the person previously elected as director shall continue to hold office until such time as successors directors are elected.
- 5.14 The members may by special resolution remove a director before the expiration of his or her term of office, but may not elect a successor to complete the term of office. No director shall be removed until he or she has been given notice of the proposed action and an opportunity to be heard by the members at the general meeting.
- 5.15 The Board may by Board resolution remove a director before the expiration of his or her term of office. No director shall be removed until he or she has been given notice of the proposed action and an opportunity to be heard by the directors at a meeting of the Board.
- 5.16 If a director ceases to hold office during his or her term for any reason, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.17 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.18 A person shall cease to be a director 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 of the Society or to the address of the Society and the effective date of resignation stated therein;
 - (b) on his or her death;
 - (c) on ceasing to meet the qualifications of a director;
 - (d) on missing three consecutive meetings of the Board without valid reason, as determined in the discretion of the Board;
 - (e) on being removed by a special resolution; or
 - (f) on being removed by a Board resolution.
- 5.19 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such from any business or affairs with the Society; provided that a director may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.
- 5.20 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.21 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits with the objective of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits.
- 5.22 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its discretion are prudent. Subject to the provisions of the Societies Act, a director shall not be liable for any loss which may result from any such investment.

PART 6 - PROCEEDINGS OF THE BOARD

- 6.1 The Board shall meet at least quarterly. A meeting of the Board may be held at any time and place determined by the Board, provided that five days' notice of such meeting shall be sent in writing 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 meeting of the Board shall be required, when the meeting is regularly scheduled.

- 6.2 The Board may from time to time fix the quorum necessary to transact business, and, unless so fixed, five directors, which shall include a majority of the directors who are not employed by the Society, shall constitute quorum.
- 6.3 The President shall chair all meetings of the Board, 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 chairman; but if neither is present the directors present may choose one of their number to chair that meeting.
- 6.4 If the person presiding as chair of the meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair 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.
- 6.5 The Secretary of the Board, on the request of any two directors, shall convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, or for a meeting of the directors 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.
- 6.7 Resolutions proposed at a meeting of the Board must be seconded and the person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.9 The person chairing 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.
- 6.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.11 A Board resolution in writing which has been delivered to the Secretary is as valid and effectual as if it had been passed at a meeting of the Board 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 7 - COMMITTEES

- 7.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.
- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 7.3 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.
- 7.4 There shall be an Executive Committee consisting of the officers of the Society. Subject to the control of the Board, the Executive Committee shall have the power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.
- 7.5 The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required. Any such 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. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. 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 8 - DUTIES OF OFFICERS

- 8.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the eligible directors a President, Vice-President, Secretary, and Treasurer and such other officers as the directors may deem appropriate, who each shall hold office until the first meeting of the Board held after the next following annual general meeting.
- 8.2 For the purposes of section 8.1, a director who is also employed by the Society shall not be eligible for election as an officer.

- 8.3 A vacancy occurring in the office of an officer shall be filled for the unexpired term by the directors. The Board may remove officers by a resolution passed at a meeting of the Board by two-thirds majority vote of the directors present.
- 8.4 The President shall preside as chair at all meetings of the Society and the Board. The President shall supervise the other officers in the execution of their duties.
- 8.5 The Vice-President shall, in the absence of the President, possess all of the powers and perform all of the duties of the President. The Vice-President shall have such other duties and powers as the Board may specify.
- 8.6 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Society and the Board;
 - (b) the keeping of minutes of all meetings of the Society and the Board;
 - (c) the custody of all records and documents of the Society;
 - (d) the custody of the common seal of the Society;
 - (e) the maintenance of the register of members; and
 - (f) the conduct of the correspondence of the Society.
- 8.7 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act*; and
 - (b) the rendering of financial statements to the directors, members and others when required.
- 8.8 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 8.9 Notwithstanding the foregoing bylaws, the Board may appoint a person to serve as secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 9 - SUPERINTENDENT

- 9.1 The Board shall select and appoint a Superintendent of the Society for a fixed or indefinite term, and set the terms of his or her duties, responsibilities and employment.

- 9.2 The Superintendent shall be entitled to receive notice of and to attend all meetings of the Board, but shall not be entitled to vote at meetings of the Board.
- 9.3 The Superintendent may invite any person serving as a Principal, Administrator or Controller of a school operated by the Society to any or all meetings of the Board. A person so invited shall be entitled to receive notice of and to attend the meeting or meetings to which he or she is invited, but shall not be entitled to vote at such meeting or meetings.

PART 10 - SEAL AND EXECUTION OF INSTRUMENTS

- 10.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 10.2 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.
- 10.3 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, any two directors.
- 10.4 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. All cheques and banking documents shall be signed by two such signing officers, at least one of whom shall be a director.

PART 11 - BORROWING

- 11.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 11.2 The Society shall not borrow in excess of 10% of the annual budget of the Society unless sanctioned by a special resolution.

PART 12 - AUDITOR

- 12.1 The Society must have an auditor.
- 12.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 12.3 At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting in accordance with the procedures set out in the *Societies Act*.
- 12.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.
- 12.5 An auditor shall be promptly informed in writing of appointment or removal.
- 12.6 No director, officer or employee of the Society shall be auditor.
- 12.7 The auditor may attend general meetings.

PART 13 - NOTICES

- 13.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to the member at the member's registered address or the member's e-mail address or facsimile numbers, as recorded in the Society's records.
- 13.2 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 electronic mail or facsimile shall be deemed to have been given on the date of transmission.
- 13.3 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.

PART 14 - INDEMNIFICATION

- 14.1 Subject to the provisions of the *Societies Act*, every member of the Board 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 member of the Board 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 her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he or she 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 or her own willful neglect or default

provided that:

- (c) the member of the Board or officer acted honestly and in good faith with a view to the best interests of the Society; and
- (d) 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.

14.2 The Society may 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 15 - DISPUTE RESOLUTION

15.1 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.

15.2 Should the Society and the member or director of the Society not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1995, c 55.

15.3 The place of mediation and arbitration shall be mutually agreed by the Society and the member or director. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Nelson, British Columbia. Both parties shall share the fee of the mediator and arbitrator equally.

- 15.4 The Society and the members and directors of the Society shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, either 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 16 - MISCELLANEOUS

- 16.1 Subject to the *Societies Act*, the directors shall from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account of the Society and minutes of the meetings of the Board, shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the directors, the books of account of the Society and the minutes of the meetings of the Board, shall not be open to inspection by any member of the Society not being a director.
- 16.2 Any meeting of the Society, the Board or any committee may also be held, or any member, director or member of the committee may participate in any meeting of the Society, the Board or any committee, by conference call or similar communication equipment or device so long as all the members, directors or persons participating in the meeting can hear and respond to one another. All such members, directors or persons so participating in any such meeting 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.
- 16.3 The rules governing when notice is deemed to have been given as set out in these bylaws shall apply, with any necessary changes, to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 16.4 The Society 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.
- 16.5 The operations of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.
- 16.6 In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to organizations that promote the same object of the Society. Such organizations must be recognized as charitable organizations by the Department of National Revenue of Canada and be qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect. This provision was previously unalterable.

PART 17 - BYLAWS

- 17.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the constitution and bylaws of the Society.
- 17.2 These bylaws shall not be altered or added to except by resolution of the Board sanctioned by a special resolution.

Dated March 9, 2017.