

**CONSTITUTION
OF
NEW LIFE CHRISTIAN REFORMED CHURCH**

Name

1. The name of the Society is **NEW LIFE CHRISTIAN REFORMED CHURCH.**

Purposes

2. The purpose of the Society is to establish and maintain a Christian Reformed Church in order to proclaim the Gospel of Jesus Christ and to further the Kingdom of God according to the Bible, which it confesses to be the infallible Word of God for doctrine and life.

**BYLAWS
OF
NEW LIFE CHRISTIAN REFORMED CHURCH**

PART 1 - INTERPRETATION

1.1 Definitions

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

- (a) “Board of Elders” means the Governing Elders elected or appointed to the Board and the Lead Pastor of New Life as authorized by these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society. In the event that the Society has no Lead Pastor, then the Board of Elders shall be composed of Governing Elders. The Board of Elders also means the directors of the Society;
- (b) “Bylaws” means the Bylaws of the Society;
- (c) “Chair” means a person elected to the office of Chair of the Society in accordance with these bylaws;
- (d) “Church Order” means the Church Order, The Church Order Supplements, and the Rules for Synodical Procedure of the CRCNA, as amended from time to time;
- (e) “Classis” has the meaning given to that term in the Church Order;
- (f) “Clerk” means a person elected to the office of Clerk of the Society in accordance with these bylaws and the Church Order;
- (g) “Constitution” means the constitution of the Society;
- (h) “CRCNA” means the Christian Reformed Church in North America;
- (i) “Governing Elder” means a Member elected and called by the Members of the Society to the office of Governing Elder in the Society in accordance with the Church Order and the Bylaws;
- (j) “Lead Pastor” means a Member or Members elected and called by the Members of the Society to the office of Minister of the Word and Sacraments in the Society in accordance with the Church Order and the Bylaws;
- (k) “Member” means every person who becomes and remains a Voting Member or Non-Voting Member in accordance with the Bylaws;

- (l) “Non-Voting Member” means every person who becomes and remains a Non-Voting Member in accordance with the Bylaws;
- (m) “Ordinary Resolution” means:
 - (i) a resolution passed at a general meetings of the Society by a simple majority of the votes cast by those members entitled to vote at such meetings;
 - (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; or
 - (iii) if the bylaws authorize voting by mail or other means of communication, a resolution passed by a simple majority of the votes cast in accordance with these bylaws;
- (n) “Society” means **NEW LIFE CHRISTIAN REFORMED CHURCH**;
- (o) “Societies Act” means the *Societies Act* of British Columbia in force and all amendments to it;
- (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 meetings;
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society; or
 - (iii) if the bylaws authorize voting by mail or other means of communication, a resolution passed by at least two-thirds of the votes cast in accordance with these bylaws;
- (q) “Synod” has the meaning given to that term in the Church Order;
- (r) “Vice-chair” means a person elected to the office of Vice-chair of the Society in accordance with these bylaws;
- (s) “Voting Member” means every person who becomes and remains a Voting Member in accordance with the Bylaws.

PART 2 - CHURCH ORDER

- 2.1 The ecclesiastical government, organization, and activities of the Society shall be conducted in accordance with the Church Order, unless the Bylaws otherwise provide.

PART 3 - MEMBERSHIP

- 3.1 The Members of the Society are the members in good standing as at the date these Bylaws become effective. Thereafter, the Members of the Society are those persons who subsequently become Members in accordance with the Bylaws and, in either case, have not ceased to be Members.
- 3.2 There shall be two classes of Members in the Society: Voting Members and Non-Voting Members. The following conditions of membership shall apply:

Voting Members

- (a) a person who has:
- (i) attained the age of 18;
 - (ii) made profession of faith in accordance with the Church Order; and
 - (iii) subscribed to the membership covenant in the form prescribed by the Board of Elders,
- may apply to the Board of Elders for membership in the Society and on acceptance by the Board of Elders is a Voting Member;
- (b) a Voting Member shall be entitled to receive notice of, attend and vote at all general meetings of the Society and each such Voting Member shall be entitled to one vote at such meetings.

Non-Voting Members

- (c) a person who has:
- (i) been validly baptized in accordance with the Church Order but has not made profession of faith in accordance with the Church Order;
 - (ii) been dedicated as an infant but has not made profession of faith in accordance with the Church Order; or
 - (iii) made profession of faith in accordance with the Church Order but has not attained the age of 18,

may apply to or be invited by the Board of Elders for membership in the Society and on acceptance by the Board of Elders is a Non-Voting Member;

- (d) a Non-Voting Member shall be entitled to receive notice of and attend at all meetings of the Society but shall not be entitled to vote at such meetings.

3.3 Every Member who has made profession of faith must uphold the Constitution and comply with the Bylaws.

3.4 Every Member who has made profession of faith must subscribe to the following statement of faith:

Statement of Faith:

The Society embraces the principles and teachings of the Holy Bible as the inspired and infallible Word of God and the only rule for faith and life as interpreted by the Ecumenical Creeds consisting of the Apostles Creed, Nicene Creed and Athanasian Creed; the Reformed Confessions consisting of the Belgic Confession, the Heidelberg Catechism and the Canons of Dort; and the Contemporary Testimony.

3.5 A person ceases to be a Member of the Society:

- (a) on acquiescence by the Board of Elders of his or her resignation;
- (b) upon transfer of his or her membership to another church of the CRCNA in accordance with the Church Order or other church denomination recognized by the Board of Elders and the Board of Elders so approve
- (c) upon lapse of his or her membership in accordance with the Church Order;
- (d) if a person moves away and makes no effort to transfer membership;
- (e) on his or her death; or
- (f) on having his or her membership terminated in accordance with the Church Order and the Bylaws.

3.6 A Member may for good cause be disciplined, have his or her membership privileges suspended, or be terminated as a Member, all in accordance with the Church Order and the Bylaws, but a Member may not be disciplined, suspended, or expelled until the Member has received a written notice of the proposed discipline, suspension, or expulsion, which shall set out the reasons therefore, and until the Member has been given an opportunity to be heard by the Board of Elders before the proposed discipline, suspension, or expulsion are put to a vote.

- 3.7 A Member may be readmitted as a Member in accordance with the Church Order and the Bylaws.
- 3.8 All Members are in good standing except:
- (a) a Member who is under discipline or suspension pursuant to bylaw 3.6; or
 - (b) a Member who has been absent from the regular worship services of the Society for a period of six consecutive months.
- 3.9 A Member who:
- (a) is not in good standing pursuant to bylaw 3.8(b); and
 - (b) has returned to regular attendance at the regular worship services of the Society,
- may apply to the Board of Elders for reinstatement of good standing and on acceptance by the Board of Elders is in good standing.

PART 4 - DIRECTORS AND OFFICERS

- 4.1 In order to be qualified to serve or to continue to serve the Society as a member or members of the Board of Elders, a person must be a Voting Member in good standing and must be a Lead Pastor or Governing Elder.
- 4.2 The Board of Elders as it is constituted from time to time shall be the directors of the Society.
- 4.3 The duties and responsibilities of the Board of Elders shall be as set out in the Bylaws and those as set out by the Church Order for a council of a church.
- 4.4 The Board of Elders shall be elected and called by the Members by an Ordinary Resolution and take office in accordance with the Church Order and the Bylaws, provided that persons so elected consent in writing to be Governing Elders of the Society.
- 4.5 The number of the Board of Elders must be seven or a greater number as determined from time to time by the Board of Elders.
- 4.6 Except as provided in bylaw 4.7, the term of office of each member or members of the Board of Elders, except for the Lead Pastor, shall be three years or such other period as may be determined by the Board of Elders from time to time or until his or her successor is appointed or elected. The member may serve up to six consecutive years by any combination of terms and may not be re-elected for at least one year following the expiry of his or her latest term. A Governing Elder's term commences immediately following his or her election or appointment and, unless sooner ceasing, ends at the close of the first

meeting of the Board of Elders following the election or appointment of Governing Elders.

- 4.7 The Board of Elders may by agreement from time to time adjust the initial term of members of the Board of Elders in order to ensure that approximately 1/3 of the members of the Board of Elders are elected in each year.
- 4.8 The term of office of the Lead Pastor as a member or members of the Board of Elders shall be until his or her or their resignation or until terminated in accordance with the Church Order and the Bylaws.
- 4.9 In the event that a vacancy arises in the Board of Elders for any reason, the Board of Elders may appoint a person to serve as a Governing Elder until the next meeting of the Society at which Governing Elders are to be elected or appointed. The Board of Elders may also recommend that the Members may elect a Member as a substitute member of the Board of Elders in accordance with the Church Order and the Bylaws, which member of the Board of Elders shall hold office for a term as provided in bylaw 4.7.
- 4.10 The duties and responsibilities of the Lead Pastor and Governing Elders shall be as set out in the Church Order and the Bylaws and the Lead Pastor and Governing Elders shall exercise them in accordance with the Church Order and the Bylaws.
- 4.11 The Board of Elders shall administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, except as provided in the Bylaws, generally, may exercise all such other powers and do all such other acts and things as the Society by the Constitution and Bylaws or otherwise is authorized to exercise and do.
- 4.12 Subject to the limitations of:
 - (a) the Church Order;
 - (b) the Constitution and the Bylaws;
 - (c) the requirement that the Members authorize by Special Resolution at a general meeting:
 - (i) the borrowing of money by the Society in accordance with bylaw 4.13 (c) in an amount in excess of \$50,000;
 - (ii) the borrowing of money by the Society in accordance with bylaw 4.13 (c) where such borrowing requires that the Society guarantee, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal movable or unmovable property of the Society including book debts, rights, powers, franchises, and undertakings;

- (iii) the disposition by the Society of all or substantially all of the currently owned or subsequently acquired personal property of the Society including book debts, rights, powers, franchise and undertakings; and
 - (iv) the disposition by the Society of any currently owned and subsequently acquired real property of the Society; and
- (d) the requirement that the Members authorize by Ordinary Resolution at a general meeting the annual operating budget of the Society

all corporate power of the Society shall be exercised by or under the authority of and the business and affairs of the Society shall be controlled by the Board of Elders.

4.13 Without limiting the limited general power set out in bylaw 4.12 and subject to the limitations in bylaw 4.12 (a) - (d), the Board of Elders shall have the following powers:

- (a) to select and remove all officers, representatives, agents, independent contractors, and employees of the Society; prescribe such powers and duties for them as may be consistent with law, the Constitution and the Bylaws, and the Church Order and fix their compensation;
- (b) to conduct, manage, and control the affairs and business of the Society, and to make rules and regulations consistent with law, the Constitution and the Bylaws, and the Church Order; and
- (c) to borrow money upon the credit of the Society, to issue, re-issue, sell, or pledge bonds, debentures, notes, or other evidence of indebtedness, or guarantee, mortgage, hypothecate, pledge, or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal moveable or immovable property of the Society including book debts, rights, powers, franchises, and undertakings, to secure any such bonds, debentures, notes, or other evidence of indebtedness or guarantee, or any other present or future indebtedness or liability of the Society. Subject to the limitations in bylaw 4.12 (a) - (d), nothing in this provision limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Society.

4.14 A member of the Board of Elders may for good cause be disciplined or suspended or deposed from office before the expiration of his or her term all in accordance with the Church Order and the Bylaws, but the member may not be disciplined, suspended or deposed from office until the member has received a written notice of the proposed discipline, suspension or deposition, which set out the reasons therefore, and until the member has been given the opportunity to be heard by the Board of Elders before the proposed discipline, suspension, or deposition are put to a vote.

- 4.15 A member of the Board of Elders may be reinstated to the office he or she previously held in accordance with the Church Order.
- 4.16 A member of the Board of Elders must not be remunerated for being or acting as a member of the Board of Elders but a member of the Board of Elders may be reimbursed for all expenses necessarily and reasonably incurred by the member of the Board of Elders while engaged in the affairs of the Society. Nothing in this bylaw shall be construed or be deemed to prohibit the payment of remuneration to the Lead Pastor or any other member of the Board of Elders who is remunerated by the Society in that person's capacity as an employee or contractor of the Society.
- 4.17 The officers of the Society shall be a Chair, a Vice-chair, a Clerk and a treasurer. The Chair, Vice-chair and Clerk shall be elected annually by the Board of Elders from among the members of the Board of Elders. Unless otherwise determined by the Board of Elders, the Executive Pastor of the Society shall be the treasurer and shall hold office until his or her resignation or termination. The officers except the treasurer shall hold office for a term of one year and until their successors are chosen. A vacancy occurring in any of these positions shall be filled for the unexpired term by the Board of Elders.
- 4.18 The duties and responsibilities of the Chair, Vice-chair, Clerk and treasurer shall be as set out in the Church Order and the Bylaws.
- 4.19 The Chair presides at all meetings of the Society and of the Board of Elders.
- 4.20 The Chair shall ensure that the other officers carry out their duties.
- 4.21 The Vice-chair shall carry out the duties of the Chair during the Chair's absence.
- 4.22 The Clerk shall do the following:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and the Board of Elders;
 - (c) keep minutes of all meetings of the Society and the Board of Elders;
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of Members.
- 4.23 The treasurer shall do the following:
- (a) keep the financial and other records, including books of account, necessary to

comply with the *Societies Act* and any other applicable federal or provincial laws;
and

- (b) render financial statements to the Board of Elders, Members, and others when required.

4.24 The Board of Elders may delegate some but not all of the responsibilities of the Clerk to a Member or an employee of the Society.

4.25 In the absence of the Clerk from a meeting, the Board of Elders shall appoint another person to act as Clerk at the meeting.

PART 5 - INDEMNITIES TO DIRECTORS AND OFFICERS

5.1 Subject to the provisions of the *Societies Act*, every member of the Board of Elders 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 of Elders 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 of Elders 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 of Elders or officer had reasonable grounds for believing that their conduct was lawful.

5.2 The Society shall, to the extent that it is reasonably available, purchase and maintain director and officer liability insurance for the benefit of any person serving as a director or officer of the Society.

PART 6 - COMMITTEES OF THE BOARD OF ELDERS

- 6.1 The Board of Elders may delegate any, but not all, of their power to committees consisting of a member of the Board of Elders, members of the Board of Elders, Member, Members or any other person as they think fit. Subject to the Church Order and the Bylaws, the number of members, the officers, the mandate, and the rules of proceedings for each committee shall be determined by the Board of Elders from time to time.

PART 7 - PROCEEDINGS OF THE BOARD OF ELDERS AND COMMITTEES OF THE BOARD OF ELDERS

- 7.1 The Board of Elders shall meet at least four times each year at the place they think fit to conduct business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2 A majority of the members of the Board of Elders or members of a committee of the Board of Elders shall constitute a quorum.
- 7.3 The Chair is the chair of all meetings of the Board of Elders, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-chair must act as chair, but if none is present the members of the Board of Elders present may choose one of their number to be the chair at the meeting.
- 7.4 A committee of the Board of Elders must conform to any rules imposed on them by the Board of Elders, and as required must report acts or things done in the exercise of those powers to the earliest meeting of the Board of Elders held after the act or thing has been done, except as otherwise provided for by the Board of Elders, the Church Order, or the Bylaws.
- 7.5 The members of a committee of the Board of Elders shall meet at the time and place they think fit to conduct business, adjourn, and otherwise regulate their meetings and proceedings as they see fit, except as otherwise provided for by the Board of Elders, the Church Order, or the Bylaws.
- 7.6 For a first meeting of the Board of Elders held immediately following the election of a member of the Board of Elders or members of the Board of Elders at an annual or other general meeting of Members, or for a meeting of the Board of Elders at which a member of the Board of Elders is appointed to fill a vacancy in the Board of Elders, it is not necessary to give notice of the meeting to the newly appointed or elected member of the Board of Elders or members of the Board of Elders for the meeting to be constituted, if a quorum of the Board of Elders is present.
- 7.7 Questions arising at a meeting of the Board of Elders and a committee of the Board of Elders that cannot be determined by consensus shall be decided by a majority of votes, except as otherwise provided for by the Board of Elders, the Church Order, or the

Bylaws.

- 7.8 The chair may vote at a meeting of the Board of Elders. The chair may vote at a meeting of a committee of the Board of Elders. If he or she does so and the result is a tie, the chair shall be permitted to vote again to break the tie
- 7.9 A resolution proposed at a meeting of the Board of Elders or a committee of the Board of Elders shall be seconded, and the chair of a meeting may move or propose a resolution.
- 7.10 A resolution in writing, signed by all the members of the Board of Elders and placed with the minutes of the Board of Elders, is as valid and effective as if regularly passed at a meeting of the Board of Elders.

PART 8 - MEETINGS OF MEMBERS

- 8.1 General meetings of the Society must be held at the time and place, in accordance with the *Societies Act*, that the Board of Elders decides.
- 8.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 8.3 The Board of Elders may, when they think fit, convene an extraordinary general meeting.
- 8.4 Notice of a general meeting must specify the place, day, and hour of the meeting, and, in case of special business, the general nature of that business.
- 8.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 8.6 An annual general meeting must be held at least once in every calendar year.

PART 9 - PROCEEDINGS AT GENERAL MEETINGS

- 9.1 Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;

- (iii) the report of the Board of Elders;
- (iv) the report of the auditor, if any;
- (v) the appointment of the auditor, if required;
- (vi) the other business that, under the Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Board of Elders issued with the notice convening the meeting.

9.2 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

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

9.4 Subject to bylaw 9.5, a quorum at a general meeting is 25 Voting Members in good standing or a greater number that the Members may determine at a general meeting.

9.5 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, must be terminated, but in any other case, it must 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 present constitute a quorum.

9.6 If at a general meeting:

- (a) there is no Chair, Vice-chair, or other member of the Board of Elders present within 30 minutes after the time appointed for holding the meeting; or
- (b) the Chair and all the other members of the Board of Elders present are unwilling to act as the chair,

the Members present must choose one of their number to be the chair.

9.7 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.8 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

- 9.9 Except as provided in bylaw 9.8 it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 9.10 A resolution proposed at a meeting shall be seconded, and the chair of a meeting may move or propose a resolution.
- 9.11 The chair may vote at a meeting.
- 9.12 A Voting Member in good standing is entitled to one vote.
- 9.13 Voting shall normally be by show of hands except that voting shall be by ballot if requested by a Voting Member or is with respect to:
- (a) the election of members of the Board of Elders;
 - (b) the approval of the annual budget of the Society; or
 - (c) the approval of the hiring of a Lead Pastor.
- 9.14 Notwithstanding the foregoing Bylaws, a Voting Member may cast a vote by absentee ballot in advance of the meeting in such manner as may be approved by the Board of Elders from time to time.
- 9.15 Voting by proxy is not permitted.
- 9.16 Voting by mail or electronic ballot is permitted with respect to:
- (a) a Special Resolution to amend the constitution or bylaws,
 - (b) a Special Resolution to approve the amalgamation of the Society with one or more other societies,
 - (c) a Special Resolution to authorize the dissolution of the Society or the disposition of all or substantially all of the assets of the Society, or
 - (d) any other matter designated by the Board of Elders.
- 9.17 Where voting by mail is permitted pursuant to bylaw 9.16, the Clerk must mail ballots to all Members in good standing at least 14 days prior to the general meeting. The ballots must set out the matter or matters to be voted on and must state the address of the Clerk to which the completed ballots may be mailed or delivered. Only those ballots that are properly completed and signed by Members in good standing and are received by the Clerk by mail or by delivery prior to the commencement of the general meeting will be counted.

- 9.18 Where voting by electronic ballot is permitted pursuant to bylaw 9.16, the Clerk must inform all Members in good standing at least 14 days prior to the general meeting of the process for electronic voting, including the time prior to the commencement of the general meeting by which electronic votes must be received to be counted. The process must clearly articulate the matter or matters to be voted on. Only votes made in compliance with the stated process and received by the designated time will be counted.
- 9.19 For the purposes of determining quorum at a general meeting, a Member in good standing who has voted by mail or electronic ballot is deemed to be a Member in good standing present at the meeting.

PART 10 - SEAL

- 10.1 The Board of Elders may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 10.2 The common seal must be affixed only when authorized by a resolution of the Board of Elders and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chair and one of the Vice-chair or Clerk.
- 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 of Elders or by any person authorized by the Board of Elders. The Board of Elders 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 of Elders, an instrument, contract or obligation may be signed by the Chair and one of the Vice-chair or Clerk.
- 10.4 The Board of Elders may, from time to time by resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

PART 11 - BOOKS AND RECORDS

- 11.1 The Board of Elders shall appoint annually from among the Voting Members at least two inspectors who shall inspect the financial records and books of account of the Society and report to the Board of Elders. An inspector need not be an auditor and need not perform an audit.
- 11.2 Only Members in good standing shall be permitted to inspect the records of the Society unless otherwise authorized by the Board of Elders.

PART 12 - NOTICES TO MEMBERS

- 12.1 A notice must be given to a Member not less than 14 days in advance of a general meeting either personally, or by written announcement placed in the church mail slot of the Member, or by mail or email to the Member at the Member's residential address or email address, as the case may be, or by an announcement published in the Sunday church bulletin of the Society which is made available to all Members.
- 12.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 12.3 Notwithstanding the foregoing Bylaws, notice of a general meeting shall be deemed to have been given if:
- (a) notice of the date, time and location of the general meeting has been sent, to every Member who has provided an email address to the Society, by email to that email address; and
 - (b) notice of the date, time and location of the general meeting is posted, throughout the period commencing at least 21 days before the general meeting and ending when the general meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the Members.
- 12.4 Notice of a general meeting must be given to every Member shown on the register of Members on the day notice is given.
- 12.5 No other person is entitled to receive a notice of a general meeting.

PART 13 - DISSOLUTION OR WINDING UP

- 13.1 In the event of dissolution or winding up of the Society, the Society shall consult with the Classis of which the Society is a member prior to such dissolution or winding up.

PART 14 - DISPUTE RESOLUTION

- 14.1 Christians should be reconciled to one another when disputes of any nature arise between them (Matthew 5:23, 24; 6:9-15; 18:15-22; 2 Corinthians 5:11-6:10).
- 14.2 The Holy Bible encourages Christians not to bring lawsuits against one another in a secular court of law (1 Corinthians 6:1-8).
- 14.3 Christians should resolve their disputes in the context of the Christian community (Matthew 18:15-22; Romans 12; 1 Corinthians 12:12-31; Ephesians 4:11-16; Philippians

2:1-11).

- 14.4 Except for matters that must be resolved under the Church Order, all disputes that may arise in the Society including but not limited to all disputes concerning the interpretation, application, operation or alleged breach of the Constitution and the Bylaws shall be resolved as follows.
- 14.5 The disputing parties shall seek to reconcile their dispute on their own.
- 14.6 If the disputing parties are unable to reconcile their dispute on their own, they shall appoint a mediator as chosen by them, and where the parties cannot agree, as chosen by the Board of Elders, to assist them in doing so.
- 14.7 The following rules shall apply to the mediation process:
- (a) the mediator shall set a date for a meeting of the parties which shall take place no later than 60 days after the selection of the mediator;
 - (b) the parties shall have the full authority to settle the dispute at the mediation;
 - (c) the mediator will not act as legal counsel for any party;
 - (d) the meeting shall be conducted in the spirit of prayer, for the purpose of hearing and discussing the facts and disputes, with the goal of seeking reconciliation of the disputing parties and a resolution of the dispute which shall be reduced to writing by the parties and be acceptable to the parties;
 - (e) the mediator may disclose any information provided by any party to any other party unless the party disclosing the information requests that the information be kept confidential;
 - (f) in all respects the mediation under this section is deemed to be a "without prejudice" proceeding and the parties shall not rely on or introduce as evidence in an arbitration under this policy or any other arbitral or judicial proceeding any discussions, proposals, recommendations, or admissions made by the parties or the mediator in a mediation under this section;
 - (g) the parties will not subpoena or otherwise require the mediator to testify or produce any records, written or otherwise, respecting the mediation in any future proceedings; and
 - (h) if a party will not cooperate, or refuses, or chooses not to mediate, or if the mediator cannot lead the parties to a resolution of the conflict through mediation, the dispute resolution process set out in bylaw 14.10 shall be conducted to resolve the dispute.

- 14.8 The expenses of the mediator and cost of the mediation shall be borne equally by the parties to the dispute.
- 14.9 If mediation fails to achieve a satisfactory resolution to the dispute, the parties shall seek to reconcile their dispute either in accordance with the Church Order or by arbitration in accordance with the following process. If the parties to the dispute cannot agree on the dispute resolution process, the Board of Elders shall decide which process will govern the dispute, provided however that if the Board of Elders is a party to the dispute, the Classis shall decide which process will govern the dispute.
- 14.10 If the dispute is to be resolved by arbitration, the parties to the dispute shall appoint a single arbitrator or an arbitration panel consisting of three persons (the "Arbitration Panel") selected in accordance with this paragraph. The parties shall choose a single arbitrator, and, if they cannot agree, then each party shall choose one arbitrator and these arbitrators shall choose a third arbitrator who shall be the chair of the Arbitration Panel. In the event that the arbitrators chosen by the parties cannot agree on a chair, the Board of Elders shall appoint a chair to the Arbitration Panel.
- 14.11 The following procedures shall apply to the arbitration:
- (a) The provisions of the *Arbitration Act*, R.S.B.C. 1996, c.55 and amendments thereto, shall apply to the dispute except insofar as they are inconsistent with the provisions of this paragraph whereupon the provisions of this paragraph shall prevail;
 - (b) The arbitrator or Arbitration Panel shall appoint a time and place for the hearing and cause notice thereof to be served by registered or certified mail on the parties to the arbitration not less than 60 days before the hearing. The notice shall set out the dispute in sufficient detail to enable each party to know the nature of the case against them which must be met. The notice shall include a copy of this paragraph;
 - (c) The parties shall, not less than 30 days before the hearing, provide each other with a brief statement of their respective positions in the dispute as well as a summary of the evidence they intend to produce at the hearing as well as copies of all documents in their possession, not covered by a claim of privilege, relevant to the matters in dispute between them, as well as who will be representing them, if anyone, at the hearing;
 - (d) The arbitrator or Arbitration Panel may, on request of a party to the arbitration for good cause, or upon their own determination, and in the interests of justice, postpone or adjourn a hearing as they consider necessary;
 - (e) The parties are entitled to have legal counsel or an agent represent them at the hearing;

- (f) The arbitrator or Arbitration Panel shall preside at the hearing and shall, subject to the rules of natural justice, rule on the admission and exclusion of evidence and on the question of hearing procedure and shall exercise all powers relating to the conduct of the hearing. The arbitrator or Arbitration Panel shall admit all evidence that would be admissible in a court, and in addition may admit other evidence that is considered relevant to the issues in dispute, and subject to the rules of natural justice, may determine the manner in which evidence shall be admitted provided that no evidence shall be admitted that is privileged under the laws of evidence;
- (g) The arbitrator or Arbitration Panel may examine a party or witness called by a party under oath where they consider it necessary to resolve the dispute. The arbitrator or Arbitration Panel may direct that the parties to the dispute produce all records and documents, not covered by a claim of privilege, that the arbitrator or Arbitration Panel consider necessary to resolve the dispute;
- (h) The parties to the arbitration are entitled to be heard, to present evidence and to cross-examine witnesses appearing at the hearing. At the request of any party to the arbitration, the testimony of witnesses shall be given under oath. The arbitrator or Arbitration Panel may exclude witnesses from the hearing requested to do so by the parties or where they consider this necessary;
- (i) The arbitrator or Arbitration Panel shall to the best of his or her or their ability determine the matter on the basis of the evidence presented to them at the hearing. If the arbitrator or Arbitration Panel intend to base his or her or their decision upon information not obtained at the hearing, they shall disclose all such information to the parties to the arbitration and give the parties an opportunity to meet it;
- (j) The arbitrator or Arbitration Panel shall determine and resolve the dispute and where an Arbitration Panel is involved, the dispute shall be resolved by consensus or majority vote. A written decision shall be rendered and signed by the arbitrator or Arbitration Panel or a majority of them thirty (30) days after the final hearing on the matter. The decision of the arbitrator or Arbitration Panel is final and binding upon all parties;
- (k) If the Arbitration Panel hearing a dispute is unable to come to a majority decision on any matter to be decided, the decision of the chair shall be the decision of the Arbitration Panel on that matter;
- (l) If any party refuses to arbitrate under the terms of this policy after having agreed in writing to do so, the arbitrator or Arbitration Panel may proceed to hear the matter in the party's absence and render a decision against that party provided that the arbitrator or Arbitration Panel are satisfied that the party received notices of all hearings, was given a reasonable opportunity to participate, and provided that a written decision is rendered and notice of the decision is given to that party; and

- (m) The decision or award entered by the arbitrator or Arbitration Panel may be entered as a judgment in any court of competent jurisdiction for enforcement.
- 14.12 The expenses of the arbitrator or each of the Arbitration Panel and cost of the arbitration shall be borne equally by the parties to the arbitration.

PART 15 - DISAFFILIATION FROM THE CRCNA

- 15.1 In the event of an irreconcilable division in the Society with respect to the interpretation and application of the Holy Bible, the doctrines and creeds of the CRCNA, and the Church Order, as determined by the Board of Elders, or if the Board of Elders refuses or fails to make such determination, by the Members at a General Meeting, and where there is no dissolution or winding up of the Society, the following procedure shall apply:
- (a) the Board of Elders shall within two weeks from the date of their determination of an irreconcilable division meet with representatives of the Classis to discuss the views of the Classis on the irreconcilable division and to seek the assistance of the Classis in resolving the irreconcilable division;
 - (b) if there continues to be irreconcilable division in the Society, or determined by the Board of Elders, or if the Board of Elders refuses or fails to make such determination, by the Members at a general meeting, the Board of Elders shall from the date of their determination of an irreconcilable division not add to or delete any Members from the register of Members and shall within eight weeks of such date call an extraordinary general meeting of the Members and provide notice thereof to the Members all in accordance with the Bylaws;
 - (c) the Board of Elders shall provide notice of the meeting to the Classis of which the Society is a member and shall request that representatives of the Classis attend the meeting and shall give those representatives a reasonable opportunity to present the views of the Classis on the irreconcilable division to the Members at the meeting;
 - (d) at such a meeting a quorum is 50% of the Members of the Society as set out in the register of Members as at the date notice of the general meeting was given to the Members;
 - (e) the meeting shall be conducted in accordance with the Bylaws;
 - (f) at the meeting the Members shall vote on a resolution regarding continued affiliation of the Society with the CRCNA;
 - (g) in the event that two-thirds or a greater number of the Members who are in good standing and are present at the meeting vote in favour of ceasing affiliation with the CRCNA, then the Society shall cease affiliation with the CRCNA and the

Society shall no longer be a church of the CRCNA, and Part 2 and bylaw 3.4 shall be amended accordingly, subject to further consultation between the members of the Board of Elders of the Society and the Classis of which the Society is a member and a second vote of the Members at a second extraordinary general meeting;

- (h) in the event of a vote as set out in bylaw 15.1(f), the Board of Elders shall within three weeks of the vote further consult with the Classis of which the Society is a member regarding the vote taken. The Board of Elders is not bound by the views of the Classis of which the Society is a member but shall in good faith give due consideration to their views and shall accurately and fairly communicate these views to the Members in advance of the second extraordinary general meeting. If the views of the Classis are set out in writing a copy of the writing shall be provided by the Board of Elders to the Members in advance of the second meeting;
- (i) the Board of Elders shall within six weeks of consulting with the Classis call a second extraordinary general meeting of the Members and conduct such meeting in accordance with bylaws 15.1(d) and (e);
- (j) at the second meeting the Members shall again vote on a resolution to ratify the vote taken by the Members at the first meeting to cease affiliation with the CRCNA; and
- (k) in the event that two-thirds or a greater number of the Members who are in good standing and are present at the second meeting ratify the vote taken in the first meeting to cease affiliation with the CRCNA, then the Society shall cease affiliation with the CRCNA and the Society shall no longer be a church of the CRCNA and Part 2 and bylaw 3.4 shall be amended accordingly.

PART 16 - PREVIOUSLY UNALTERABLE PROVISIONS

- 16.1 The following provisions under this Part were previously unalterable and shall not be altered except by a vote of at least 90% of Voting Members for the purpose of considering the said provisions.
- 16.2 The said Society is affiliated with the Christian Reformed Church in North America and accepts as based upon the Bible the Official Creeds of the Christian Reformed Church in North America, namely the Belgic Confession, the Heidelberg Catechism and Canons of Dordt. This provision was previously unalterable.
- 16.3 Upon a winding up or dissolution of the Society, any funds or assets of the Society remaining after the satisfaction of its debts and liabilities shall be given to or transferred to another Christian Reformed Church or Christian Reformed Churches which has or have an established congregation(s) in the Province of British Columbia and is or are

charitable organization(s) or charitable corporation(s) recognized by the Department of National Revenue of Canada; and if and so far as effect cannot be given to the foregoing provision, then such funds or assets shall be given or transferred to some other Christian Reformed Church in Canada or to some other organization, provided that such Christian Reformed Church or other organization shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada, as being 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 Subject to the provisions of the *Societies Act*, the bylaws of the Society may be repealed or amended by bylaw enacted by a majority of the members of the Board of Elders at a meeting of the Board of Elders and approved by the Members by Special Resolution at a meeting duly called for the purpose of considering the said bylaw, provided that the enactment, repeal, or amendment of such bylaw shall not be enforced or acted upon until the approval of the Registrar of Companies for British Columbia has been obtained.
- 17.2 On being admitted to the membership, a Member is entitled to and the Society shall give to the Member, without charge, a copy of the Constitution and Bylaws of the Society.

Dated *.