

*SOCIETY ACT*

**FLEETWOOD CHRISTIAN REFORMED CHURCH**

**BYLAWS**

**PART 1 - INTERPRETATION**

1. Definitions

In these bylaws, unless the context otherwise requires:

- (a) "Bylaws" means the Bylaws of the Society;
- (b) "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;
- (c) "Classis" has the meaning given to that term in the Church Order;
- (d) "Consistory" has the meaning given to that term in the Church Order and is composed of a Minister or Ministers and Elders;
- (e) "Council" has the meaning given to that term in the Church Order and is composed of a Minister or Ministers, Elders, and Deacons. In the event that the Society has no Minister, then the Council shall be composed of Elders and Deacons. Council also means the directors of the Society;
- (f) "Constitution" means the constitution of the Society;
- (g) "CRCNA" means the Christian Reformed Church in North America;
- (h) "Deacon" means a Member appointed or elected and called by the Members of the Society to the office of Deacon in the Society in accordance with the Church Order and the Bylaws;
- (i) "Diaconate" has the meaning given to that term in the Church Order and is composed of Deacons;
- (j) "Elder" means a Member appointed or elected and called by the Members of the Society to the office of Elder in the Society in accordance with the Church Order and the Bylaws;
- (k) "Member" means every person who becomes and remains a Member in accordance with the Bylaws;

- (l) "Minister" or "Ministers" means a Member or Members appointed or elected and called by the Members of the Society to the office of Minister of the Word in the Society in accordance with the Church Order and the Bylaws;
- (m) "Ordinary Resolution" has the meaning given to that term in the Society Act;
- (n) "Secretary-Treasurer" has the meaning given to the term "Clerk" in the Church Order;
- (o) "Society" means Fleetwood Christian Reformed Church;
- (p) "Society Act" means the Society Act of British Columbia in force and all amendments to it;
- (q) "Special Resolution" has the meaning given to that term in the Society Act;
- (r) "Synod" has the meaning given to that term in the Church Order.

## **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 applicants for incorporation of the Society, and those persons who have made profession of faith in accordance with the Church Order who subsequently become Members, in accordance with the Bylaws and, in either case, have not ceased to be Members.
- 3.2 A person who has made profession of faith in accordance with the Church Order may apply to the Council for membership in the Society and on acceptance by the Council is a Member.
- 3.3 Every Member must uphold the Constitution and comply with the Bylaws.
- 3.4 Every Member must subscribe to the following statement of faith and fundamental principles of church doctrine:

### **Statement of Faith:**

The Society embraces the principles and teachings of the Holy Bible, the inspired and infallible Word of God, 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.

**Fundamental Principles of Church Doctrine:**

- (a) the Holy Bible as the inspired and infallible Word of God and the only rule for faith and life; and
- (b) the doctrinal standards of the CRCNA, namely, the Reformed creeds consisting of the Belgic Confession, the Heidelberg Catechism, and the Canons of Dort and any amendments or additions thereto as may hereafter be adopted by the Synod.

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

- (a) on acquiescence by the Council 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;
- (c) upon lapse of his or her membership in accordance with the Church Order;
- (d) on his or her death; or
- (e) on having his or her membership terminated in accordance with the Church Order.

3.6 A Member may be disciplined, have his or her membership privileges suspended, or be terminated as a Member, all in accordance with the Church Order.

3.7 A Member may be readmitted as a Member in accordance with the Church Order and the Bylaws.

**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 Council, a person must be a Member who is not subject to discipline or suspension under paragraph 3.6 and must be a Minister, Elder, or Deacon.

4.2 The Council as it is constituted from time to time shall be the directors of the Society.

4.3 The duties and responsibilities of the Council shall be as set out in the Church Order and the Bylaws.

4.4 The Council shall be appointed or elected and called by the Members and take office in

accordance with the Church Order and the Bylaws.

- 4.5 The number of the Council must be six or a greater number as determined from time to time by the Council.
- 4.6 Except as provided in paragraph 4.7, the term of office of each member or members of the Council, except for the Minister, shall be three years or such other period as may be determined by the Council from time to time or until his or her successor is appointed or elected. Successors for members of the Council whose terms of office are then expiring shall be appointed or elected by the Members in the year such terms expire. A member or members of the Council may succeed himself or herself in office but may only hold office for two consecutive terms.
- 4.7 At the organization meeting of the first members of the Council of the Society, the Council shall by agreement classify itself into three groups. The first group shall consist of 1/3 of the members of the Council whose initial terms of office shall be one year. The second group shall consist of 1/3 of the members of the Council whose initial terms of office shall be two years. The third group shall consist of 1/3 of the members of the Council whose initial terms of office shall be three years.
- 4.8 The term of office of the Minister or Ministers as a member or members of the Council of the Society 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 Council for any reason, the Members may appoint or elect a Member as a substitute member of the Council in accordance with the Church Order and the Bylaws, which member of the Council shall hold office for a term as provided in paragraph 4.6.
- 4.10 The duties and responsibilities of the Minister or Ministers, Elders, and Deacons shall be as set out in the Church Order and the Bylaws and the Minister or Ministers, Elders, and Deacons shall exercise them in accordance with the Church Order and the Bylaws.
- 4.11 The Council 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 paragraph 4.13 (c) in an amount in excess of 5% of the annual operating budget of the Society in the year in which such borrowing is to be done;
  - (ii) the borrowing of money by the Society in accordance with paragraph 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 Council.

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

- (d) 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;
- (e) 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
- (f) 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 paragraph 14.12 (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 provided however that no debenture shall be issued without the authorization of the Members by Special Resolution.

- 4.14 A member of the Council may be disciplined or suspended or deposed from office before the expiration of his or her term in accordance with the Church Order.
- 4.15 A member of the Council may be reinstated to the office he or she previously held in accordance with the Church Order.
- 4.16 A member of the Council must not be remunerated for being or acting as a member of the Council but a member of the Council may be reimbursed for all expenses necessarily and reasonably incurred by the member of the Council while engaged in the affairs of the Society.
- 4.17 The officers of the Society shall be a president, a vice-president, and Secretary-Treasurer, who shall be elected annually by the Council from among the members of the Council at the time and place they think fit and 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 Council.
- 4.18 The duties and responsibilities of the president, vice president, and Secretary-Treasurer shall be as set out in the Church Order and the Bylaws.
- 4.19 The president presides at all meetings of the Society, of the Council, and of the Administrative Council.
- 4.20 The president shall ensure that the other officers carry out their duties.
- 4.21 The vice-president shall carry out the duties of the president during the president's absence.
- 4.22 The Secretary-Treasurer shall do the following:
  - (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society and the Council;
  - (c) keep minutes of all meetings of the Society and the Council;

- (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;
  - (f) maintain the register of Members;
  - (g) keep the financial and other records, including books of account, necessary to comply with the Society Act and any other applicable federal or provincial laws; and
  - (h) render financial statements to the Council, Members, and others when required.
- 4.23 The Council may delegate some but not all of the responsibilities of the Secretary-Treasurer to a Member or an employee of the Society.
- 4.24 In the absence of the Secretary-Treasurer from a meeting, the Council shall appoint another person to act as Secretary-Treasurer at the meeting.

#### **PART 5 - INDEMNITIES TO DIRECTORS AND OFFICERS**

- 5.1 Subject to the provisions of the Society Act, every member of the Council 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 Council 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 Council 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 Council or officer had reasonable grounds for believing that their conduct was lawful.

## **PART 6 - COMMITTEES OF COUNCIL**

- 6.1 The Council may delegate any, but not all, of their power to committees consisting of a member of the Council, members of the Council, 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 Council from time to time.
- 6.2 There shall be a Consistory consisting of a Minister or Ministers and Elders appointed or elected and called by the Members of the Society to such office from time to time. Subject to the approval of the Council, the Consistory shall appoint or elect a president and secretary of the Consistory from among them. A majority of the members of the Consistory shall constitute a quorum. The Consistory shall meet at least eight times each year 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 Council, the Church Order, or the Bylaws.
- 6.3 Subject to the control of the Council, the duties and responsibilities of the Consistory shall be as set out in the Church Order and the Consistory shall exercise them in accordance with the Church Order.
- 6.4 There shall be a Diaconate consisting of Deacons appointed or elected and called by the Members of the Society from time to time. Subject to the approval of the Council, the Deacons shall appoint or elect a president and secretary of the Deacons from among them. A majority of the members of the Deacons shall constitute a quorum. The Deacons shall meet at least eight times each year 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 Council, the Church Order, or the Bylaws.
- 6.5 Subject to the control of the Council, the duties and responsibilities of the Diaconate shall be as set out in the Church Order and the Diaconate shall exercise them in accordance with the Church Order.
- 6.6 There shall be an administrative council (the "Administrative Council") consisting of a Minister or Ministers, the officers of the Society and a member or members of the Council, appointed or elected annually by the Council from among the Council at the time and place they think fit, who shall hold this office for a term of one year except for the Minister or Ministers, who shall hold this office until his or her or their resignation or until terminated in accordance with the Church Order and the Bylaws.

- 6.7 The Administrative Council shall have power to transact all business of the Society in the interim between the meetings of the Council subject to the control of Council and the mandate given to it. A majority of members of the Administrative Council shall constitute a quorum. The Administrative Council shall meet at least ten times per year 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 Council, the Church Order, or the Bylaws.

## **PART 7 - PROCEEDINGS OF COUNCIL AND COMMITTEES OF COUNCIL**

- 7.1 The Council 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 Council or members of a committee of the Council shall constitute a quorum.
- 7.3 The president is the chair of all meetings of the Council, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president must act as chair, but if none is present the Council present may choose one of their number to be the chair at the meeting.
- 7.4 A committee of Council must conform to any rules imposed on them by the Council, and as required must report acts or things done in the exercise of those powers to the earliest meeting of the Council held after the act or thing has been done, except as otherwise provided for by the Council, the Church Order, or the Bylaws.
- 7.5 The members of a committee of the Council 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 Council, the Church Order, or the Bylaws.
- 7.6 For a first meeting of the Council held immediately following the appointment or election of a member of the Council or members of the Council at an annual or other general meeting of Members, or for a meeting of the Council at which a member of the Council is appointed to fill a vacancy in the Council, it is not necessary to give notice of the meeting to the newly appointed or elected member of the Council or members of the Council for the meeting to be constituted, if a quorum of the Council is present.
- 7.7 Questions arising at a meeting of the Council and a committee of the Council must be decided by a majority of votes, except as otherwise provided for by the Council, the Church Order, or the Bylaws.
- 7.8 The chair may vote at a meeting of the Council. The chair may vote at a meeting of a committee of the Council.

- 7.9 A resolution proposed at a meeting of the Council or a committee of the Council 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 Council and placed with the minutes of the Council, is as valid and effective as if regularly passed at a meeting of the Council.

## **PART 8- MEETINGS OF MEMBERS**

- 8.1 General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Council decide.
- 8.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 8.3 The Council 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 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## **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 Council;
- (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 Council 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 A quorum is all or a lesser number of the Members present at a general meeting provided the number of Members so present is not less than 10% 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.

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 president, vice-president, or other member of the Council present within 15 minutes after the time appointed for holding the meeting; or
- (b) the president and all the other members of the Council 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 paragraph 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 Member who is not subject to discipline or suspension under paragraph 3.6 is entitled to one vote which may be cast by show of hands or by ballot if requested by a Member. A Member may cast a vote in advance of the meeting in such manner as may be approved by the Council from time to time.
- 9.13 Voting by proxy is not permitted.

#### **PART 10 - SEAL**

- 10.1 The Council 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 Council and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of any two of the president, vice-president or Secretary-Treasurer.

#### **PART 11 - NOTICES TO MEMBERS**

- 11.1 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 to the Member at the Member's residential address, or by an announcement published in the Sunday church bulletin of the Society which is made available to all Members.
- 11.2 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.
- 11.3 Notice of a general meeting must be given to every Member shown on the register of Members on the day notice is given.

11.4 No other person is entitled to receive a notice of a general meeting.

## **PART 12 - DISSOLUTION OR WINDING UP**

12.1 Except for dissolution or winding up of the Society under Part 14, 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 and shall also consult with the Classis prior to distributing its assets in accordance with paragraph 4 of the Constitution.

## **PART 13 - DISPUTE RESOLUTION**

13.1 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).

13.2 The Holy Bible encourages Christians not to bring lawsuits against one another in a secular court of law (1 Corinthians 6:1-8).

13.3 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).

13.4 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.

13.5 The disputing parties shall seek to reconcile their dispute on their own.

13.6 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 Council, to assist them in doing so.

13.7 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 sixty (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 paragraph 13.10 shall be conducted to resolve the dispute.

13.8 The expenses of the mediator and cost of the mediation shall be borne equally by the parties to the dispute.

13.9 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 Council shall decide which process will govern the dispute, provided however that if the Council is a party to the dispute, the Classis shall decide which process will govern the dispute.

13.10 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, Council shall appoint a chair to the Arbitration Panel.

13.11 The following procedures shall apply to the arbitration:

- (a) The provisions of the Commercial Arbitration Act, R.S.B.C. 1996, c.55 and amendments thereto, except section 4 and 26(1), 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 sixty (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 thirty (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.

13.12 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 14 - DISAFFILIATION FROM THE CRCNA**

14.1 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, or the Church

Order, as determined by the Council, or, if the Council refuses or fails to make such determination, by the Members at a General Meeting, the following procedure shall apply:

- (a) the Council 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, as determined by the Council, or if the Council refuses or fails to make such determination, by the Members at a General Meeting, the Council 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 Council 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 disaffiliation of the Society from the CRCNA;
- (g) in the event that two-thirds or a greater number of the Members who are not subject to discipline or suspension under paragraph 3.6 and are present at the meeting vote in favour of disaffiliation of the Society from the CRCNA, then the Council shall within three weeks of the vote further consult with the Classis of which the Society is a member regarding the vote taken. The Council 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 Council to the Members in advance of the second meeting;

- (h) the Council 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 paragraph 14.1 (d) and (e);
- (i) 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 from the CRCNA;
- (j) in the event that two-thirds or a greater number of the Members who are not subject to discipline or suspension under paragraph 3.6 and are present at the second meeting ratify the vote taken in the first meeting to disaffiliate from the CRCNA, then the Society shall cease affiliation with the CRCNA and the Society shall within a reasonable period of time be dissolved or wound up and all of its remaining assets, after payment of liabilities, distributed to one or more charities in Canada that are registered with Revenue Canada Taxation for the purpose of the *Income Tax Act of Canada*, and having purposes similar to the Society as chosen by two-thirds or a greater number of the Members at an extraordinary general meeting who are not subject to discipline or suspension under paragraph 3.6 and are present at such a meeting.

## **PART 15 - BYLAWS**

- 15.1 Subject to the provisions of the Society Act, the bylaws of the Society may be repealed or amended by bylaw enacted by a majority of the members of the Council at a meeting of the Council and approved by an affirmative vote of at least 3/4 of 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.
- 15.2 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.