

  
CAROL PREST

## **Bylaws of Shuswap Christian Education Society**

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

- 1.1 The basis of the Society is the Word of God, the Bible – Old and New Testaments – which we hold to be in its entirety as originally given the only infallible revelation of God. We hold the following truths to be fundamental and self-evident teachings from the Word of God:
- (a) God is one, yet three persons, co-equal; the Father – the Son – the Holy Spirit;
  - (b) He is the Creator of Heaven and earth, having created life and substance by a direct creation act, and furthermore, up-holding and directing all things according to His will and His power;
  - (c) He reveals Himself, as well as His will for man through His written Word, the Bible, and especially in these last days, He has spoken unto us through Jesus Christ, the Word become flesh;
  - (d) Jesus Christ is both truly God and truly man, conceived by the Holy Spirit and born of the virgin, Mary;
  - (e) His death on the cross was a substitutionary atonement for the sins of all who believe in Him as their Saviour;
  - (f) He arose from the grave, a physical, personal resurrection;
  - (g) He shall come again, in person to judge the living and the dead, and to bring about a new heaven and a new earth;
  - (h) All are dead in sin and need the new birth through the regenerating power of the Holy Spirit;
  - (i) Salvation, from sin and condemnation, is by grace alone, through faith in the Lord Jesus Christ;
  - (j) The believer, saved by grace, as a new creature in Christ will, through the gifts of the Holy Spirit, manifest a joyful, thankful, living witness to the saving power of Jesus Christ.

**This section 1.1 was previously unalterable.** Alteration of this section requires agreement by a resolution passed at a general meeting of the Society by 90% of the votes cast by those members entitled to vote at such meeting.

## 1.2 Biblical Principles

- (a) Creation: The universe and all things created by God in the beginning were made good and perfect as we read in Genesis 1:31 “And God saw everything that He had made, and behold it was good”.
- (b) Man: Man was created by God in His own image to enjoy fellowship with his Creator. Furthermore, man endowed with special gifts far above any other living creature, received the mandate to have dominion over all things in accordance with God’s will to His honour and glory. (Genesis 1:26)
- (c) Sin: Sin which is lack of conformity unto, or transgression of the law of God brings about man's estrangement from God, his fellowman and the world and blindness to the true meaning and purpose of life. (Ephesians 2:16).
- (d) Life: The purpose of life is to glorify God (I Corinthians 10:31) and enjoy Him forever. (Ps. 73:25-26)
- (e) Jesus Christ: Jesus Christ is God’s provision (Genesis 3:15) to remove His curse and wrath so that through Him, man and Creation would be redeemed and reconciled to God (John 3:16, Romans 8:21). All those who by a true faith accept Jesus Christ as God’s provision are no more under condemnation, but are reconciled with God (Romans 8:1-2). There is no other way of reconciliation with God than through Jesus Christ (Acts 4:12). Through Jesus Christ, there is a renewal of our educational endeavours because He is the Redeemer of our corrupted human life in its entirety.
- (g) The Believer: A person is a believer when by true repentance and faith he trusts in Christ alone for his salvation (Acts 16:31); is born again through the power of the Holy Spirit (John 3:5) and being in Christ is a new creation (II Corinthians 5:17).
- (h) The Kingdom of God: Through His perfect sacrifice and obedience to God’s will, Christ received dominion over all things (Psalm 72:8). It is the proper and urgent mandate of all believers to “Go therefore and make disciples of all nations ... “ (Matthew 28:18-19) and thus, as members of the Kingdom of Heaven, to defend and further this recognition of Christ’s lordship in all areas of life.

**This section 1.2 was previously unalterable.** Alteration of this section requires agreement by a resolution passed at a general meeting of the Society by 90% of the votes cast by those members entitled to vote at such meeting.

### 1.3 Principles of Christian Education

- (a) Educational Freedom: Christian education given in accordance with legitimate standards and provisions for schools should receive full recognition and freedom within the society.
- (b) The Christian School: The purpose of the Christian School is to provide a high level of education to help train children for a life of obedience to their calling in the world as image-bearers of God. This calling is to know God's Word and His Son, to consecrate the whole of human life to God, to love their fellow humankind, and to be faithful stewards in their God-given life tasks.
- (c) Parents: The responsibility for the direction of education rests primarily upon the parents to whom children are entrusted by God. Since the Bible teaches that all of life is subject to God's rule (Philippians 2:9-13, Deuteronomy 11:18-21) and that the fear of the Lord is the beginning of knowledge (Proverbs 1:7), Christians should continually strive to provide for their children scripturally based teaching at home, at church and at school.
- (d) Teachers: In addition to possessing high academic standards the teacher, as a born again believer, must reflect by word and example the love of Christ and reverence of God.
- (e) Students: Children are a heritage of the Lord (Psalm 127:3), and should be brought up in the fear and admonition of the Lord (Proverbs 22:6). Students, having a variety of abilities, but being born in sin, are in need of guidance and instruction, so that they may be allowed to develop their bodies, minds and spirits to the glory of God. Their total potential and uniqueness should be taken into account when they are taught in a Christ-centred manner.
- (f) Community: The entire Christian school community ought to support the cause of Christian education through prayer, work, and financial assistance.

**This section 1.3 was previously unalterable.** Alteration of this section requires agreement by a resolution passed at a general meeting of the Society by 90% of the votes cast by those members entitled to vote at such meeting.

1.4 Marriage: Christian marriage is a union between a man and a woman, instituted and ordained by God, for the lifelong relationship between one man as husband and one woman as wife (Genesis 2:23-25). Alteration of this section requires agreement by a resolution passed at a general meeting of the Society by 90% of the votes cast by those members entitled to vote at such meeting.

1.5 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 or via email 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) “Chair” means a person elected to the office of Chair in accordance with these bylaws but such office holder may use the title Chairman, Chairperson or Chairwoman in substitution for the title “Chair”;
- (f) “constitution” means the constitution of the Society as filed in the office of the Registrar;
- (g) “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;

- (h) “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;
- (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) “Principal” means a person appointed to the office of Principal 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) “Society” means Shuswap Christian Education Society, more commonly known as Kings Christian School;
- (o) “Societies Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time;
- (p) “special resolution” means:
  - (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote at such meeting;
  - (ii) a resolution consented to in writing by 100% of those who would have been entitled to vote in person at a general meeting of the Society.
- (q) “Treasurer” means a person elected to the office of Treasurer in accordance with these bylaws; and
- (r) “Vice-Chair” means a person elected to the office of Vice-Chair in accordance with these bylaws.

1.6 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.

- 1.7 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.
- 2.3 Each applicant seeking to become a member of the Society shall:
- (a) have reached the age of majority in British Columbia;
  - (b) complete such application procedures as may be prescribed by the Society;
  - (c) 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 Biblical Principles set out in sections 1.1 to 1.4 of these bylaws; and
  - (d) satisfy such other requirements as determined by the directors from time to time.
- 2.4 Every member shall execute a membership declaration in the form prescribed by the Board, in writing, on an annual basis to confirm his or her agreement to support and uphold the purposes of the Society.
- 2.5 The amount of the annual membership dues shall be determined by the directors.
- 2.6 Every member in good standing has the right:
- (a) to share in all the privileges of the Society;
  - (b) to attend and speak at all general meetings;
  - (c) to one vote per motion at the general meetings;

- (d) to make themselves available for positions of office in the Society in accordance with the bylaws of the constitution.
- 2.7 Every member is required to adhere to and conduct themselves in accordance with the constitution and to comply with the by-laws, and not be quarrelsome, disruptive or self-serving.
- 2.8 A person shall cease to be a member of the Society:
  - (a) upon 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;
  - (b) on his or her death;
  - (c) on being expelled pursuant to section 2.9;
  - (d) on having been a member not in good standing for three consecutive months.
- 2.9 The Board may expel, suspend or otherwise discipline any member for non-payment of dues or other fees payable pursuant to section 2.5 or for conduct, which in the discretion of the Board, is improper or unbecoming for a member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the basis and principles set out in the constitution of the Society or is in breach of these bylaws but 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.
- 2.10 All members are in good standing except a member who:
  - (a) has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him to the Society including, without limitation, tuition payments, and he or she is not in good standing so long as the debt remains unpaid;
  - (b) is under suspension or discipline pursuant to section 2.9; or
  - (c) has been a member for fewer than 45 days.

- 2.11 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.12 The membership of a person in the Society is not transferable.

### **PART 3 - GENERAL MEETINGS**

- 3.1 The Society shall hold one annual general meeting, the exact time and place to be set by the Board, provided this date is earlier than 6 months after the financial year end.
- 3.2 A special general meeting may be called at any time by the Board.
- 3.3 A special general meeting must be called by the Board if such a meeting is requested, in writing, by at least ten percent of the members in good standing. Such a request must state the reason(s) for calling the meeting.
- 3.4 Notice of every general meeting shall be given to members in writing at least fourteen (14) days prior to the date of the meeting including date, time, place and agenda. Notice of a special general meeting shall include a statement of the reason(s) for calling such a meeting.
- 3.5 The accidental omission to give notice of a general meeting to any member shall not invalidate the proceedings of that meeting.
- 3.6 A quorum shall consist of twenty five percent of the membership, but never less than three persons.

### **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 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.
- 4.4 The Chair of the Society, the Vice-Chair or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
- 4.5 If at a general meeting:
- (a) there is no Chair, Vice-Chair or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the Chair and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 4.6 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.
- 4.7 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.
- 4.8 All resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
- 4.9 Two-thirds of the valid votes cast shall determine the issue in each case, except where otherwise provided by the *Societies Act* or these bylaws.
- 4.10 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.

- 4.11 Decisions shall be by oral vote, showing of hands or by other means agreed upon by the general meeting, except that elections shall be by ballot.
- 4.12 The Board can make an exception to the rule in section 4.9 to increase the majority vote required on major capital expenditures.
- 4.13 There shall be no proxies, absentee ballots, or electronic participation in general meetings.
- 4.14 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.
- 4.15 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 directors are responsible for the management or supervision of the management of the Society.
- 5.2 The Board shall consist of no less than five (5) persons. To be eligible for election to the Board, an individual shall:

- (a) be a member in good standing of the Society;
- (b) be in good standing in a Christian church;
- (c) not in the judgement of any court, found to be incapable of managing his or her own affairs, an undischarged bankrupt, or been convicted of an offence connected to promoting, forming or managing a corporation or unincorporated entity, or of an offence involving fraud;
- (d) not have been connected with any charity that has had its registered status revoked for a serious breach. Directors will be required to sign declaration yearly that they are not in legal breach; and
- (e) not be a school employee exceeding 0.25 FTE.

5.3 The directors shall be elected for terms of three (3) years, and, as far as practicable, one-third of the directors shall be elected each year. A director elected for a full term shall be eligible for re-election for a second term. A person who has served two consecutive terms shall be ineligible for re-election until the lapse of one year. Office shall be assumed at the time of election.

5.4 Directors shall serve without remuneration. Directors who are on the paid staff shall not vote on salary matters.

5.5 A director with a potential conflict of interest must disclose the potential conflict to the rest of the Board. The director with the conflict must abstain from voting on approving the conflict. The director with the conflict must leave the room when the Board is discussing or voting on the conflict. The Board must approve the conflict by resolution.

5.6 Directors shall be elected at the annual general meeting in accordance with section 4.11. The nomination procedures shall be:

- (a) the nomination must be signed by the nominee and two (2) nominators and delivered to the nominating committee or Board;
- (b) nominations must be returned along with a brief biography including references, work experience, church involvement and a letter of recommendation from their church leadership;
- (c) must meet the criteria set out in section 5.2; and

- (d) nominations need to be received no less than twenty-one (21) days prior to the annual general meeting.

The Secretary will attach a list of all accepted nominees to the annual general meeting agenda and send out fourteen (14) days prior to the annual general meeting.

- 5.7 The resident Board must be unanimous in the decision to accept a nomination.
- 5.8 Where feasible there shall be directors on the Board from a variety of supporting evangelical Christian congregations.
- 5.9 In the event of a vacancy, the Board may appoint a member in good standing to fill such vacancy, and the member so appointed shall hold office until the next general meeting. The elected member will then fill the duration of the term where the vacancy arose.
- 5.10 A director shall cease to be a director when:
  - (a) he ceases to be a member in good standing;
  - (b) his term of office is complete;
  - (c) he is expelled from the Society; or
  - (d) he resigns.

The said director shall be notified in writing.

- 5.11 The directors shall convene an extraordinary directors' meeting for the purpose of removing a director upon written request of at least ten (10) percent of members of the Society who may or may not be directors. Removal of a director shall require a 75% vote of the remaining members of the Board.
- 5.12 The members may remove a director before the expiration of his term of office by resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members,
- 5.13 The Board shall meet at least 9 times per year.
- 5.14 A quorum of the Board shall consist of a majority of serving members.

- 5.15 Any meeting of the Board, or committee may also be held, or any director or committee member may participate in any meeting of the Board, or committee, by conference call or similar communication equipment or device so long as all the directors, or persons participating in the meeting can hear and respond to one another. All such 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.

## **PART 6 – DUTIES OF THE BOARD OF DIRECTORS**

- 6.1 The Board is the controlling body in all matters pertaining to the school(s) operated by the Society and ensures the enforcement of the provisions of the constitution and bylaws.
- 6.2 The Board may make rules and regulations for meetings of the Board and its transactions.
- 6.3 The Board may appoint committees and officials and confer on them such authority to act for the Board as necessary.
- 6.4 The Board shall determine school policies in harmony with the constitution, the bylaws, existing government regulations, and decisions of the Society.
- 6.5 The Board shall select and appoint the Principal. Under the supervision of the Board the Principal will be responsible to hire teaching staff and other personnel who are qualified to carry out the educational program and other duties in accordance with the policies of the Society.
- 6.6 The Board shall devise ways and means of obtaining the funds necessary for the operation of the school(s) and determine how these funds shall be administered.
- 6.7 The Board shall arrange that one of its members or designate shall visit the school(s) periodically to assure itself of the faithful carrying out of the school(s) educational program and policies.

- 6.8 The Board shall promote the cause of Christian education in the community by means deemed suitable by the Board.
- 6.9 Board members are expected to attend all Board meetings. No Board member shall miss more than three consecutive Board meetings apart from a leave granted by the Board.
- 6.10 The Board, on behalf of the Society shall hold bonds, securities and monies, land, or borrow monies with or without securities and raise monies for carrying out the objectives of the Society. The Board may invest its funds in any investment in which a prudent investor might invest.

## **PART 7 – OFFICERS OF THE BOARD AND THEIR DUTIES**

- 7.1 At its first meeting after the annual general meeting of the Society, the Board shall elect out of its members for one year the following officers: Chair, Vice-Chair, Secretary, 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.
- 7.2 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.
- 7.3 The Chair shall preside at all meetings of the Board and of the Society. The Chair is an ex-officio member of all committees and shall be notified of all meetings. It will be the duty of the Chair to acquaint themselves with the current business of the Board, the Society and with the parliamentary authority by which the meetings are governed.
- 7.4 The Vice-Chair shall assist the Chair wherever possible in the discharge of his duties. In the absence of the Chair, the Vice-Chair shall take his place.
- 7.5 The Secretary shall take care of the official documents of the Society, including:

- (a) maintaining a complete and up to date roll of the membership containing the signatures of the members signifying acceptance of the constitution and bylaws, the date on which each person is admitted to the Society, and the date on which any person ceases to be a member of the Society;
- (b) recording the minutes of the Society and of the Board and filing at the registered office after they have been approved;
- (c) being in custody of all general correspondence of the Society; and
- (d) giving notice of all meetings as per section 3.4.

7.6 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.

The Treasurer shall be a member of the Finance committee.

7.7 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.

## **PART 8 – INDEMNIFICATION**

8.1 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 in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default

provided that:

- (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.

- 8.2 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 9 – COMMITTEES**

- 9.1 The Board shall establish the following standing committees: Executive Committee, Education Committee and Finance Committee. Other special committees may be formed and disbanded as needed by the Board for a specified purpose and time. All committees shall include at least 1 Board member.
- 9.2 The Board shall have the authority to terminate appointments to Committees
- 9.3 Committees, at all times, shall be responsible and answerable to the Board.

- 9.4 Committee members must be nominated and be approved by the Board and be members in good standing of the Society.
- 9.5 There shall be a Finance Committee consisting of individuals elected or appointed by the Board. All members of the Finance Committee shall be at arm's length and a majority of the members of the Committee shall constitute a quorum. The Finance Committee shall appoint its own chairperson and secretary, both subject to Board approval. The general responsibilities of the Finance Committee are to provide independent advice, assistance and recommendations to the Board in oversight of the external review and accounting functions of the Society and financial reporting. A Finance Committee member may be removed by a majority vote of the directors.
- 9.6 There shall be an Executive Committee consisting of the elected 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.

## **PART 10 – PRINCIPAL/STAFF**

- 10.1 The Board shall select and appoint a Principal of the Society for a fixed or indefinite term, and set the terms of his duties, responsibilities and employment. The Principal must agree wholeheartedly and give signed evidence of their agreement of the statements of faith in Part 1 of the bylaws; they must be scripturally sound in their teaching, lead an exemplary life and be in good standing in an evangelical Christian church.
- 10.2 (a) Under supervision of the Board the Principal will hire teaching and support staff. The staff must agree wholeheartedly and give signed evidence of their agreement of the statements of faith in Part 1 of the bylaws; they must be scripturally sound in their teaching, lead exemplary lives and be in good standing in an evangelical Christian church.
- (b) All teachers shall abide as well as the Board by the terms of the contract entered into by both parties.

- 10.3 The Principal is entitled to receive notice of and to attend all meetings of the Board and of all Board committees, but shall not be entitled to vote at meetings of the Board or committee. The Principal, under supervision of the Board, shall exercise general supervision over the business and affairs of the Society as assigned to the Principal by the Board and shall possess and exercise such powers and perform such other duties as are from time to time assigned to the Principal by the Board.
- 10.4 If the position of Principal becomes vacant, the Board shall strike an *ad hoc* committee comprised of no less than three directors whose responsibility shall be to recommend to the Board a process and timeline for selecting and appointing a new Principal, including methods of recruiting, screening, interviewing and selecting candidates. The Board shall not delegate to any committee the authority to finalize the appointment of a new Principal. The Board may decide to appoint an interim Principal, while a search for a Principal takes place.

## **PART 11 – REGISTRATION OF STUDENTS**

- 11.1 No student shall be registered unless the parent or guardian is either a member of the society, or gives a signed evidence of compliance with the Society's Purpose and agree to their child being taught on the principles of Part 1 of the bylaws.
- 11.2 Acceptance of students shall be by the Principal.
- 11.3 The Principal has the right to suspend any student from the school for cause as set out in policy. Dismissal of a student is subject to board approval.

## **PART 12 – FINANCES**

- 12.1 The intent is for the Board to operate within a balanced budget. The annual budget will be presented to the membership at a general meeting. At no time may borrowing exceed 10% of the annual budget without the authorization of the Society.
- 12.2 The books of the society shall be reviewed each year by a firm of external professional accountants within a period of not more than 8 weeks after the fiscal year end.

- 12.3 All cheques, bills of exchange, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society, shall be signed by persons authorized by the Board.

## **PART 13 – PREPARATION AND CUSTODY OF RECORDS AND MINUTES**

- 13.1 The Board shall see that all necessary books, records and minutes of meetings are regularly and properly kept.
- 13.2 The books of account shall be kept at the registered office of the Society and shall at all times be open to the inspection of the Board.
- 13.3 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 documents, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director, subject to the provisions of the *Societies Act*.
- 13.4 Deed, transfers, licenses, contracts and engagement on behalf of the Society shall be signed by two (2) members of the Board.

## **PART 14 – NOTICES**

- 14.1 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.
- 14.2 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.

- 14.3 Notice of a general meeting shall be given only to every member shown on the register of members on the day notice is given.

## **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 1996, 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 a rented commercial meeting room in the City of Salmon Arm. 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 section 17.1, the bylaws may be amended by a special resolution requiring a 75% vote at any regular meeting of the Society, provided that two weeks previous notice stating the desired change has been sent to each member.
- 16.2 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.

## **PART 17 – FORMERLY UNALTERABLE PROVISIONS**

- 17.1 Sections 1.1, 1.2, 1.3 and 1.4 and the following provisions under this Part shall not be altered except by resolution of the Board sanctioned by a resolution passed at a general meeting by 90% of the votes cast by the voting members.
- 17.2 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 such organizations promoting the same objectives as this Society. Such organizations shall be charitable organizations recognized by the Department of National Revenue of Canada and as determined by the members of the Society at the time of dissolution. **This section was previously unalterable.**
- 17.3 The Society shall be carried on without purpose or gain for its members and any profits or other accretions to the society shall be used for promoting its objectives. **This section was previously unalterable.**

Dated October 23, 2018