

Constitution and By-Laws
of the
**ABBOTSFORD CHRISTIAN
SCHOOL SOCIETY**

Revised Nov. 19, 2009

CONSTITUTION OF ABBOTSFORD CHRISTIAN SCHOOL SOCIETY.

1. The name of the Society is “Abbotsford Christian School Society”.
2. The purposes of the Society are:
 - a) To establish and maintain schools for Christian Education;
 - b) To provide for the Education of the pupils of Christian Schools on the basis of the infallible Word of God, as interpreted by the historic creeds of the Protestant Reformation, Having regard to the following principles for Christian Education:
 - That all things have been created to the end that the Triune God may be glorified in and through men;
 - That God by His wise covenant arrangement has appointed the parents to be responsible for the training of the child, to the end that God in His glory shall be central and supreme in life’s total experience;
 - That the training of the child shall be continued under the parent’s responsible supervision in a school that carries out the basic God-centered program begun in the home.
 - c) Hire, engage or otherwise secure the services of teachers or other persons for the promotion and carrying out of any objects of the Society;
 - d) To remunerate teachers and other persons for their services.
3. In case of dissolution of the Society, the property, assets and monies belonging to the Society shall be donated to such Christian Educational causes as may be decided upon by the Society at a meeting called for that purpose, where not inconsistent with the Constitution of the Society or the laws of the Province of British Columbia. This paragraph of the constitution is not subject to change or amendment unless by a unanimous vote of the full members of the Society.

BY-LAWS OF ABBOTSFORD CHRISTIAN SCHOOL SOCIETY

PART I - INTERPRETATION

1. (a) In these by-laws, unless the context otherwise requires:
 - (i) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (ii) "Registered Address" of a member means his address as recorded in the Register of Members;
 - (iii) "General Meeting" or "General Meetings" means a meeting or meetings of the members of the Society convened by the Directors;
 - (iv) "Major capital expenditure" means an expenditure relating to the acquisition of real property or the construction, major alteration or major repair of school facilities;
 - (v) "Member" means a Full Member, an Honorary Member or an Associate Member and
"Members" means more than one Member.
 - (vi) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws;

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

PART II - MEMBERSHIP

3. The Members of the Society are those persons who have become Members, in accordance with these by-laws and have not ceased to be Members.

4. All custodial parents/guardians who desire to enroll their child/ren in schools established by the Society, and having been deemed by the Society, as Mission appropriate members, automatically become members of the Society. Similarly, all staff hired by the Society automatically becomes members of the Society. Similarly, former staff, parents, or significant others to the Society, who meet the criteria for Honorary membership as set by the Board, automatically become Honorary members.

5. Every Member shall comply with these by-laws.

6. (a) A Full Member is a Member who agrees to subscribe to the Constitution of the Society. A Full Member shall promote the objects of the Society and adhere to the principles for Christian education set out in the Constitution.

(b) An Honorary Member is a Member who agrees to subscribe to the Constitution of the Society and has been admitted to this category of membership by meeting the criteria of Honorary Membership as set by the Board.

(c) An Associate Member is a Member who desires to have his children educated in a Christian School established by the Society but who is unable to subscribe to the Constitution.

7. A person shall cease to be a member of the Society:
 - (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on his death, or
 - (c) on being expelled, or
 - (d) on having been a Member not in good standing for twelve consecutive months, or
 - (e) by no longer subscribing to the Constitution of the Society (applicable to Full and Honorary members only), or
 - (f) in the case of an Honorary member only, by the Honorary Member moving outside the areas commonly served by the Society, namely: the City of Abbotsford, the municipality of Mission, the Municipality of Chilliwack, the Municipality of Kent and any unorganized territories and assessment districts lying adjacent to the aforesaid, supported by a resolution of the Directors stating that in their opinion it would not be practical for such Honorary Member to remain a member of the Society by reason of such move, or
 - (g) in the case of staff who only hold membership by virtue of their employment by the Society, when said staff member is no longer employed by the Society.
8. Membership in the Society does not necessarily entitle a member to send his children to a Christian School established by the Society.
9.
 - (a) A Member may be expelled by a special resolution of the Members passed at a general meeting.
 - (b) A notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (c) The person who is the subject to the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
10. All Full Members and Associate Members are in good standing except a member who has failed to pay his current annual tuition and he is not in good standing so long as the tuition remains unpaid. Honorary members are always in good standing.

PART III - MEETINGS OF MEMBERS

11. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
12. The Directors may, whenever they deem fit, convene an extra ordinary meeting in addition to the annual general meeting.
13. The Directors shall, upon the written request of ten (10%) percent or more of the Full Members of the Society, convene a general meeting without delay.

14. (a) Notice of a general meeting shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business;
 - (b) 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;
15. An annual general meeting shall be held at least once each calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

16. (a) The business which shall be transacted at an annual general meeting shall be:
 - (i) the adoption of rules of order, if required;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the election of Directors unless election held by proxy or electronic voting
 - (v) the report of the auditor if any;
 - (vi) the appointment of the auditor, if required; and
 - (vii) such other business, as under these By-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with a notice convening the meeting.
17. (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present;
- (b) 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;
- (c) A quorum shall be:
 - (i) in the case of a general meeting at which the members are called upon to vote on a proposal involving a major capital expenditure, ONE HUNDRED AND TWENTY (120) Full Members in good standing and/or Honorary members present;
 - (ii) in all other cases, SIXTY (60) Full Members in good standing and/or Honorary Members present;
 - (iii) A quorum may from time to time be increased by a resolution of the Members at a general meeting to take effect at the next general meeting of the Society.
18. If within thirty 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 another date, time and

place set by the Directors immediately before the adjournment of the meeting. If no date, time and place is set by the Directors, the meeting shall stand adjourned to the same day in the next week, at the same time and place. In either case, if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Full Members in good standing and/or Honorary Members present constitute a quorum.

19. The President of the Society, the Vice-President, or in the absence of both, one of the other Directors present, shall preside as Chairman of a general meeting.
20. (a) 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.
 - (b) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (c) Except as provided in this By-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. (a) No resolution proposed at a meeting need be seconded and the Chairman of the Meeting may move or propose a resolution.
 - (b) In the case of an equality of votes the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not be passed.
22. (a) A Full Member in good standing is entitled to one vote at all general meetings. An Honorary Member is entitled to one (1) vote at all general meetings.
 - (b) An Associate Member shall not be entitled to vote at any general meetings.
 - (c) Voting with respect to the election of Directors and with respect to proposals involving major capital expenditures shall be by ballot. In all other cases, voting may be by show of hands.
 - (d) A major capital expenditure shall not be incurred by the Society without the approval of 2/3rds of the Full Members in good standing and/or Honorary Members present at the general meeting at which the resolution concerning the major capital expenditure is presented.
 - (e) Voting by mail or electronic ballot is permitted with respect to the following matters:
 - (i) Election of Directors;
 - (ii) Approval of the Society's annual financial statements;
 - (iii) A resolution proposing a major capital expenditure;
 - (iv) A special resolution proposing the sale of real property;
 - (v) A special resolution proposing an amendment to the Constitution or By-laws of the Society.
 - (f) Where voting by mail is permitted pursuant to Paragraph 22(e) of these By-laws, the Secretary of the Society shall mail ballots to all Full members in good

standing and/or Honorary Members of the Society at least twenty-one (21) days prior to a general meeting. The ballots shall set out the matter or matters to be voted upon and shall disclose the address of the Secretary to which the completed ballots may be mailed or delivered. Only those ballots that are properly completed and signed by the Full members in good standing and/or Honorary Members and are received by the Secretary by mail or by delivery prior to the commencement of the general meeting shall be counted.

Where voting by electronic ballot is permitted pursuant to Paragraph 22(e) of these By-Laws, the Secretary of the Society shall describe to all Full members in good standing and Honorary Members, the process for electronic voting including the time frame to receive the electronic vote from the Member. The process shall clearly articulate the matter or matters to be voted upon.

For the purpose of By-Law 17(c) and By-Law 22(d) a Full Member in good standing or an Honorary Member who has voted by mail or electronic ballot shall be deemed to be a Full Member in good standing or an Honorary Member present at the general meeting.

PART V - DIRECTORS AND OFFICERS

23. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, nevertheless subject to the provisions of:
 - (a) All laws affecting the Society, and
 - (b) these By-laws.
24. Subject to the provisions of the Society Act, the Society shall indemnify each Director and former Director of the Society and their respective heirs and personal representatives against all costs, charges, expenses, losses and damages, including any amounts paid to settle an action or satisfy a judgment, actually and reasonably incurred by reason of his or her being or having been a Director of the Society, including any action brought by the Society, except such costs, charges, expense, losses or damages as may be incurred as a result of his or her own fraud, willful neglect, default or breach of the By-Laws. Each Director of the Society, on being elected, shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
25. Subject to the provisions of the Society Act, every Director who has properly undertaken or is about to undertake any liability on behalf of the Society or any corporation controlled by it and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:
 - (a) all costs, charges and expenses whatsoever which such Director, Officer or other person 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;

- (b) all other costs, charges and expenses which he 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.
26. The Society may purchase and maintain liability insurance for the benefit of a Director, Officer, employee, volunteer, or staff member of the Society, or any other corporation controlled by the Society, and any executive board member, or committee member of the foregoing, whether salaried or not.
27. (a) The President, Vice-President, Secretary, and Treasurer shall be the Officers of the Society.
- (b) The number of Directors shall be *nine (9)* or such greater number as may be determined from time to time by the Directors.
- (c) The Directors shall elect their own Officers annually at the first meeting of the Directors following the election of the Directors.
28. (a) A person must be a Full Member of the Society in good standing or an Honorary Member in order to be eligible to hold office as a Director.
- (b) A Director shall be a professing communicant member of a Church whose doctrines are in harmony with God's Word as defined by Article 2 (b) of the Constitution; shall be spiritually sound in faith and life; and in full support in word and deed of the cause of Christian Education.
29. (a) Directors shall be elected to serve a term of three years (or an optional two year term if the Director has previous board experience) to expire at the conclusion of the first meeting of the Directors following the election of new Directors.
- (b) A maximum of two of the retiring Directors are eligible for immediate re-election for additional terms of 2 or 3 years, with no limit on the maximum number of consecutive terms a Director may serve.
- (c) In the event of the resignation of a Director, or in the event of a special circumstance, the Board of Directors may appoint a Full Member in good standing or an Honorary Member to the Board until an election is held.
- (d) In addition to regular annual elections, in any year a maximum of two of the retiring Directors who have completed a term shall be eligible for appointment to the Board of Directors, subject to Society approval.
30. (a) Generally, the Board of Directors shall nominate at least one person for each vacancy on the Board of Directors created by retiring Directors. The Members shall have the right and opportunity of submitting names of possible nominees in writing to the Directors for their consideration prior to the election for Directors.
- (b) Nominations supported by the signature of 20 Full Members in good standing and Honorary Members, received at least thirty (30) days prior to the election shall be included on the ballot, provided that the nominated Member is a Full Member in good standing or an Honorary Member and agrees to stand for election.

- (c) When the number of nominees is equal to or less than the number of vacancies on the Board, then Society members shall approve each individual nominee to the Board by ballot.
 - (d) When the number of nominees is greater than the number of vacancies on the Board, then Society members shall vote on the list of nominees by ballot.
31. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
 32. The Members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
 33. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART VI - PROCEEDINGS OF DIRECTORS

34. (a) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that they shall meet a minimum of 5 times per school year.
 - (b) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of the Directors then in office.
 - (c) The President shall be Chairman of all meetings of the Directors; but if at any meeting the President is not present within thirty minutes after the time proposed for the holding of the meeting or if he has given prior notice that he shall not be present, the Vice-President shall act as Chairman, and if neither is present, the Secretary shall be Chairman at the meeting.
35. (a) The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.
 - (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
 - (c) A committee of Directors shall elect a Chairman of its meetings and the Members of such a committee may meet and adjourn as they think proper.
36. The Directors may form committees not consisting entirely of Directors to assist the Directors in the management of the Society, but no resolution of such a committee shall be valid without the adoption of the Directors.
 37. (a) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

- (b) In case of an equality of votes, the Chairman may have a casting vote.
- 38. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chairman of a meeting may move or propose a resolution.
- 39. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

PART VII - DUTIES OF DIRECTORS

- 40. (a) The Board of Directors has the responsibility to ensure that the Society carries out its stated objectives. It governs the organization by fulfilling all statutory requirements and by setting broad policies and goals for the administration to implement and achieve. Specifically, the Board of Directors shall:
 - (i) Ensure the overall conduct of those schools established by the Society is in keeping with its Mission;
 - (ii) Cast a long and/or short term vision for the schools established by the Society ;
 - (iii) Approve a strategic plan to accomplish the established vision;
 - (iv) Hire the Executive Director who will oversee the operations of the Society and who will take the organization in the general direction prescribed by the Board;
 - (v) Supervise and support the Executive Director;
 - (vi) Approve the annual budget of the Society;
 - (vii) Establish and maintain a Board Policy manual.

PART VIII - DUTIES OF OFFICERS

- 41. (a) The President shall, where possible, preside at all meetings of the Society and of the Directors.
 - (b) The President is the Chief Executive Officer of the Society and shall supervise the other Officers and Directors in the execution of their duties.
- 42. The Vice-President shall carry out the duties of the President during his absence.
- 43. The Secretary shall:
 - (a) conduct the correspondence of the Society,
 - (b) issue notices of meetings of the Society and Directors,
 - (c) keep minutes of all meetings of the Society and Directors,
 - (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, and

(g) carry out the duties of any of the other officers during their absence.

44. The Treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- (b) render financial statements to the Directors, members and others when required.

PART IX - THE SEAL

45. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

46. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary.

47. Documents executed on behalf of the Society need not be sealed by the common seal of the Society. Documents may be executed by or on behalf of the Society by:

- (a) the President and one other Director of the Society, or
- (b) any two persons prescribed by Resolution of the Board of Directors, one of whom shall be a Director of the Society.

PART X - BORROWING

48. In order to carry out the purposes of the Society, the Directors may, subject to these by-laws, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures by executing and delivering General or Specific Security Agreements, and by executing and delivering mortgages of land.

49. No debentures or General Security Agreement shall be issued without the approval of a special resolution.

PART XI - AUDITOR

50. This part applies only when the Society is required or has resolved to have an auditor.

51. The first auditor shall be appointed by the Directors and they shall also fill all vacancies occurring in the office of auditor.

52. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

53. An auditor may be removed by ordinary resolution.
54. An auditor shall be informed forthwith in writing of appointment or removal.
55. No Director and no employee of the Society shall be auditor.
56. The auditor may attend general meetings.

PART XII - NOTICES TO MEMBERS

57. A Notice or mail ballot may be given to a Full member in good standing or an Honorary member, either personally or by mail or by electronic mail to him at his registered address or electronic mail address, as last provided by the member.
58. (a) A notice sent by mail shall be deemed to have been given on the second 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.

(b) A notice sent by electronic mail shall be deemed to have been given on the second day following that which the notice is sent, and in proving that notice has been given, it is sufficient to prove (i) that the notice was sent electronically as recorded in the log records of the software application used to send the notice, and (ii) was properly addressed to the electronic mail address provided by the member.
59. (a) Notice of a general meeting shall be given to:
 - (i) every member shown on the Register of Members on the date notice is given, and
 - (ii) the auditor, if part XI applies.
(b) No other person is entitled to receive a notice of a general meeting.

PART XIII - FINANCES

60. The means by which the establishment and maintenance of the Christian Schools established by the Society shall be financed are:
 - (a) contributions by members,
 - (b) church collections,
 - (c) pupil tuitions,
 - (d) gifts and donations,
 - (e) government funding, if applicable, and
 - (f) any other lawful means.

PART XIV - BOOKS AND RECORDS

61. (a) Save as hereinafter set out, the books, records and other documents of the Society may be inspected by the Directors and Members at such time and place as may be decided by the Board of Directors.
- (b) Any books, records or other documents pertaining to the Society shall be available for inspection by the Members or Directors upon giving the Board of Directors twenty-one (21) days written notice of such intention to inspect such books, records and other documents and the reasons therefore, provided always, that the Board of Directors may in its sole and absolute discretion refuse a Director or Member access to such documents if the reasons for such inspection appear to the Board of Directors to be contrary to the best interests of the Society or appear to the Board of Directors to infringe upon the rights and privacy of a parent, a Member, a trustee, an employee of the Society or a pupil. The Board of Directors may delegate its authority to permit inspection of documents.

PART XV - AMENDMENTS

62. Save and except Paragraph 3 of the Constitution, both the Constitution and the By-Laws of the Society may be amended by special resolution.

PART XVI - BY-LAWS

63. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and By-laws of the Society.