

**CONSTITUTION
OF
Penticton Christian School Society**

Name

1. The name of the Society is Penticton Christian School Society.

Purposes

2. The purposes of the Society are:
 - (a) to advance Christian education by establishing and operating Christian schools, and hiring and employing qualified Christian teachers and other staff members to direct, advise on, and carry out Christian education based on the principles set forth in the bylaws;
 - (b) to advance Christianity by establishing and maintaining a place of worship and conducting services in accordance with the tenets and doctrines of the Christian faith;
 - (c) to promote a Christian worldview by teaching and preaching the religious tenets, doctrines, and observances associated with the Christian faith through missions, missionary work, and evangelism.

**BYLAWS
OF
Penticton Christian School Society**

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

- 1.1 The basis of all the activities of the Society is the Bible, the authoritative Word of God as confessed by the early church and in the historical Christian Creedal Standards (Apostles, Athanasian and Nicene Creeds). Thus we believe:

Scripture: That the Scriptures are the written and inspired Word of God, the infallible authority by which God directs and governs all our activities, including the education of our children.

Creation: That humanity and the entire world find their origin, meaning, and purpose in the Triune God: Creator, Redeemer and Holy Spirit.

Sin: That sin is disobedience to God's law. Humanity's sin, which brought God's curse on all creation, broke humanity's relationship with God, his neighbour and the world.

Redemption: That all of creation is in need of the redemptive work of Christ. Jesus Christ is the Redeemer who restores the relationship between God and His creation. Only through Him and the work of the Holy Spirit is there renewal of our whole life, including our educational enterprise.

Human Life: That humankind is created in the image of God and is by nature a religious being. All of human life, including educational work, must be understood as a response to the one true God. Consequently, humanity serves either the Creator God or a god of his own making.

- 1.2 Based on the statements in section 1.1 above, the following principles provide the framework for Christian Education.

Teaching and Learning: That teaching and learning must proceed in the light of God's written Word and in accordance with God's creation order.

Education: That the purpose of Christian Education is to nurture children into a life of obedience, true to their calling as image-bearers of God which is: to love God; to love their fellow human beings; and, to be stewards in their God-given cultural task, thereby contributing to the advancement of God's Kingdom in this world.

Parents: That responsibility for educating children rests primarily upon parents to whom children are entrusted by God.

Students: That each child is a unique image-bearer of their Creator God. Their gifts and talents are God-given and are to be nurtured and celebrated.

Teachers: That Christian teachers, in response to God’s renewing work, have a distinct pedagogical responsibility while educating the child in school.

Community: That each student, parent, teacher and staff member belong to and are valued members of the school community. They depend on each other to fulfil their Kingdom calling to develop the earth and to serve God and their neighbour in education.

Educational Freedom: That Christian schools, organized and administrated in accordance with legitimate standards and provisions as set in the applicable Acts and Regulations, should be fully recognized in society as free to function according to these principles.

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

- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) “Board” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) “Board resolution” means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- (d) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
- (e) “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;
 - (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 Penticton Christian School Society, more commonly known as Penticton 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 two-thirds of the votes cast by those members entitled to vote at such meeting;
- (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.

- 1.4 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.
- 1.5 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 activities and purposes of the Society shall be carried on without purpose of financial gain for its members and any profits or other accretions to the Society shall be used for promoting its objects.
- 2.2 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.
- 2.3 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.
- 2.4 Each applicant seeking to become a member of the Society shall:
 - (a) complete such application procedures as may be prescribed by the Society;
 - (b) signify agreement with and endorsement of the basis and principles of the Society set out in the constitution and bylaws of the Society, including the Foundational Statements of Faith and Principles set out in paragraphs 1.1 and 1.2 of these bylaws; and
 - (c) satisfy such other requirements as determined by the directors from time to time.
- 2.5 Membership in the Society shall be limited to persons who have reached the age of majority and who are committed to furthering the purposes, basis and principles of the Society set out in its Constitution.
- 2.6 Every member shall execute a membership declaration in the form prescribed by the Board, in writing, to confirm his or her agreement to support and uphold the purposes of the Society. Every member shall cooperate fully with the purposes of the Society and uphold the constitution and comply with these bylaws and all other applicable rules and regulations of the Society.

- 2.7 There shall be no membership dues.
- 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 a period of 12 months; or
 - (e) after failing to have any contact with the school or the Society for a period of more than 12 months.
- 2.9 The Board may expel, suspend or otherwise discipline any member for nonpayment of tuition fees 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 execute the membership declaration described in section 2.6;
 - (b) has failed to pay his or her 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; or
 - (c) is under suspension or discipline pursuant to section 2.9.
- 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 - MEETINGS OF MEMBERS

- 3.1 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Board shall decide.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Board may, whenever it thinks fit, or shall, if so requested by 10% of the voting members of the Society, convene an extraordinary general meeting.
- 3.4 The Society shall give not less than 7 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- 3.7 Two annual general meetings shall be held in every calendar year, one in spring (the “Spring AGM”) and one in fall (the “Fall AGM”)

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.3 A quorum at a general meeting is at least 20 members in good standing.
- 4.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members in good standing who are present shall constitute a quorum.
- 4.5 The 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.

4.6 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.

4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.8 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

4.9 All resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.

4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.

4.11 A member in good standing present at a meeting of members is entitled to one vote.

4.12 The person chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.13 Voting is by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.

4.14 Voting by proxy is not permitted.

4.15 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting members and signed by a minimum of two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 5 - DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and affairs of the Society shall be managed by the Board.
- 5.4 The number of directors shall be such number, not being less than 6 as may be determined from time to time by the directors. No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.5 Directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting. Skills and former experience for each position may be a consideration prior to the election of any member.
- 5.6 Elections for directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be 3 years and the election of directors shall be arranged so that as nearly as possible one-sixth of the directors shall retire each year.
- 5.7 Directors may be elected to two consecutive terms.
- 5.8 No more than two members of any one church may serve on the board at the same time.
- 5.9 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.10 No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

- 5.11 Each director shall be required to wholeheartedly accept, adopt, and subscribe in writing to all of the principles set out in the constitution and bylaws of the Society, including the Foundational Statements of Faith and Principles set out in paragraphs 1.1 and 1.2 of these bylaws, and the Community Standards Policy as adopted and in force by the Board from time to time.
- 5.12 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his term expires; but if no successor is elected and the result is that the number of directors would fall below six, and if the person previously elected as director agrees, that director shall continue to hold office for up to one additional year while the board is actively seeking a replacement.
- 5.13 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, but no director shall be removed until he has been given notice of the proposed action and an opportunity to be heard by the members at the general meeting.
- 5.14 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his term for any reason other than removal by a resolution of the members, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.15 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.16 A person shall cease to be a director of the Society:
- (a) upon the date which is the later of the date of delivering his resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of resignation stated therein;
 - (b) upon his death;
 - (c) upon ceasing to be a member of the Society; or
 - (d) upon being removed by a resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members.
- 5.17 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such from any business or affairs with the Society; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Society as an employee or in any other capacity with compensation.

- 5.18 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.19 The Board shall take such steps as it deems necessary to enable the Society to receive donations, gifts, bequests, funds, property, trusts, loans, contracts, agreements or benefits with the objective of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donations, bequests, funds, property, trusts, loans, contracts, agreements, or benefits.

PART 6 - PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that five days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a meeting of the Board shall be required, when the meeting is regularly scheduled.
- 6.2 The Board may, from time to time, fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office at the time when the meeting convenes. The Board shall only change the quorum under extraordinary circumstances whereby necessary business could not occur unless they do so.
- 6.3 The Chair of the Society shall chair all meetings of the Board, but if at any Board meeting the Chair is not present within 15 minutes after the time appointed for the meeting, the Vice-Chair shall act as chairman; but if neither is present the directors present may choose one of their number to chair that meeting.
- 6.4 If the person presiding as chair of the meeting of the Board wants to step down as chair for all or part of that meeting, he may designate an alternate to chair such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.
- 6.5 Any two directors may at any time, and the Secretary on the request of any two directors shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, or for a meeting of

the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

- 6.7 Resolutions proposed at a meeting of the Board must be seconded and the person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.9 The person chairing a meeting may vote but, if he does so and the result is a tie, he shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.11 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.12 The procedure at a meeting of the Board shall include the following:
 - (a) prayer;
 - (b) attendance;
 - (c) approval of agenda;
 - (d) approval of minutes of the previous meeting;
 - (e) dealing with correspondence;
 - (f) report of the principal (presented orally but also submitted in writing);
 - (g) reports of the standing committees;
 - (h) reports of special and ad hoc committees;
 - (i) consideration of unfinished business;
 - (j) consideration of new business;
 - (k) reviewing decisions made; and
 - (l) adjournment and closing prayer.

PART 7 – COMMITTEES

- 7.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.

- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 7.3 The members of a committee may meet and adjourn as they think proper, or on the request of the Board. Meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board.
- 7.4 There shall be a Finance Committee consisting of at least 4 individuals elected or appointed at the first regular Board meeting during each membership year. All members of the Finance Committee shall be at arm's length and a majority of the members of the Finance 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 audit and accounting functions of the Society, financial reporting and internal audit and accounting. A Finance Committee member may be removed by a majority vote of the directors.
- 7.5 Each standing and special committee shall review its mandate annually and, if necessary, recommend changes for approval to the Board.
- 7.6 The standing committees of the Board and their functions shall be as follows:
- Development Committee – advises the Board regarding long range planning, development initiatives and public relations.
- Education Committee – on behalf of the Board, develops a framework for the educational program of the school and supervises its delivery through the principal and staff. All members of this committee shall be members of the Society.
- Facilities Committee – advises the Board regarding building needs and maintenance and initiates minor repairs.
- Transportation Committee – advises the Board regarding the purchase, sale, lease, maintenance and operations of the school bus(es) and develops bus routes annually.
- 7.7 The Board may create additional standing and special committees, ad hoc committees or task forces as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 8 - DUTIES OF OFFICERS

- 8.1 At the first meeting of the Board held after the Spring AGM, the Board shall elect from among the directors a Chair, Vice-Chair, Secretary, and Treasurer and such other officers as the directors may deem appropriate who each shall hold office until the first meeting of the Board held after the next Spring AGM.
- 8.2 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.
- 8.3 The Chair shall preside as chair at all meetings of the Society and the Board. The Chair shall supervise the other officers in the execution of their duties to enforce the provisions of the Constitution. The Chair shall be an ex-officio member of all committees.
- 8.4 The Vice-Chair shall, in the absence of the Chair, possess all of the powers and perform all of the duties of the Chair. The Vice-Chair shall have such other duties and powers as the Board may specify.
- 8.5 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Society and Board;
 - (b) the keeping of minutes of all meetings of the Society and Board;
 - (c) the custody of all records and documents of the Society;
 - (d) the custody of the common seal of the Society;
 - (e) the maintenance of the register of members; and
 - (f) the conduct of the correspondence of the Society.
- 8.6 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.
- 8.7 The Treasurer shall be entrusted with the Society's funds and supervise all disbursements. All money received shall be deposited in the name of the Society in a financial institution approved by the Board. The Treasurer shall submit reports regarding the finances of the Society at the monthly meeting of the Board and at meetings of the Society as requested by the Society and the Board.

- 8.8 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 8.9 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 8.10 Notwithstanding the foregoing bylaws, the Board may appoint a person to serve as secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 9 – PRINCIPAL AND STAFF

- 9.1 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.
- 9.2 The Board may appoint the Principal as a Senior Manager in accordance with the *Societies Act*. 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 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.
- 9.3 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.
- 9.4 The Principal, teachers and staff shall be appointed by the Board after careful consideration of their spiritual, academic and physical qualifications. They shall be appointed for such terms and with such salary and other conditions (except as herein expressly provided) as the Board may determine.
- 9.5 The Principal, teachers and staff must declare their unconditional agreement with Part 1.1 and 1.2 of these bylaws and must be members in good standing of a church whose doctrine is in agreement with these articles; they must be scripturally sound in their teaching and they must live exemplary lives.
- 9.6 The Principal, teachers and staff, as well as the Board, shall abide by the terms of the contract entered into by both parties. The terms of the contract become null and void when either party fails to abide by these terms. The Board shall have the authority to dismiss the Principal, a teacher or staff member who proves to be unfit for the work be-

cause the Principal's, teacher's or staff member's instruction or personal life conflicts with the basis and purpose of the Society.

- 9.7 The Principal will prepare the local school calendar and will present it to the board for consideration and approval.

PART 10 - SEAL

- 10.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 10.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

PART 11 - BORROWING

- 11.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money, in a sum not to exceed \$ 50,000.00, in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 11.2 The Board may, by Special Resolution, at either the Spring AGM or Fall AGM raise or borrow moneys, in excess of \$ 50,000.00, for the purpose of this Society at such a rate of interest and in such manner or upon security as shall be specified in such a resolution.

PART 12 - FUNDRAISING

- 12.1 Financial support for the school shall be sought from the Christian community as well as the community at large.
- 12.2 Fund raising shall always be consistent with the basis, character and aims of the Society.

PART 13 - AUDITOR

- 13.1 This part applies only where the Society is required or has resolved to have an auditor.
- 13.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 13.3 At each Fall AGM 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 in accordance with the procedures set out in the *Societies Act*.

- 13.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.
- 13.5 An auditor shall be promptly informed in writing of appointment or removal.
- 13.6 No director, officer or employee of the Society shall be auditor.
- 13.7 The auditor may attend general meetings.

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:
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if an auditor is appointed under these bylaws.

PART 15 - INDEMNIFICATION

- 15.1 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.
- 15.2 The Society shall 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 16 – DISPUTE RESOLUTION

- 16.1 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.
- 16.2 Should the Society and the member or director of the Society not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1995, c 55.
- 16.3 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 Penticton, BC. Both parties shall share the fee of the mediator and arbitrator equally.
- 16.4 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 17 - MISCELLANEOUS

- 17.1 The fiscal year of the Society shall terminate on July 31 of each year and the financial statements of the Society's affairs for presentation to the members at the Fall AGM shall be made up to that date.

- 17.2 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*.
- 17.3 Any meeting of the Society, the Board or any committee may also be held, or any member, director or the committee may participate in any meeting of the Society, the Board, or any committee, by conference call or similar communication equipment or device so long as all the members, directors, or persons participating in the meeting can hear and respond to one another. All such members, directors, or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.
- 17.4 The rules governing when notice is deemed to have been given set out in these bylaws shall apply *mutatis mutandis* to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 17.5 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 18 – DISSOLUTION

- 18.1 In the event of the dissolution or winding up of the Society and after payments of debts and liabilities, its remaining assets shall be distributed to qualified donees described in subsection 149.1(1) of the Income Tax Act and having purposes similar to the Society, as shall be designated by the Members.
- 18.2 A resolution of dissolution of the Society, prior to placing a resolution of distributing the net assets, may be enacted by a majority of the Board of Directors, but must receive an affirmation vote of at least 75% of the voting Members present at a meeting duly called to consider these resolutions, subject to the quorum provisions of Bylaw 4.3

PART 19 – FORMERLY UNALTERABLE PROVISIONS

- 19.1 The following provisions under this Part were formerly unalterable.

Article 2:

The purpose of the society is to establish and maintain Christian schools for the building and spreading of the Christian faith, and; to hold as trustees or otherwise own, buy, sell,

convey mortgage, lease and otherwise deal in lands and property calculated to help and effect the above-mentioned objective and that generally may benefit the society.

Article 3:

Basis and Principals

- (1) The supreme standard of this society for the elementary and secondary education shall be the Scriptures of the Old and New Testaments, which we believe to be the word of God.
- (2) Believing that the Lord God, by graciously giving us the Scriptures, has revealed to His people certain basic principles intensely relevant for education, we confess:

a. Life

Human life in its entirety is religion; which means that we must serve God in every area of our life in obedience and out of thankfulness. We are, therefore, also required to direct the training of our children accordingly.

b. Bible

The Bible is the inspired word of God

- it enlightens our life and our understanding;
- it directs our life and all our activities;
- it reveals the origin of man and of all creation;
- it is the key to knowledge of God, of ourselves and of the world;
- its truth must be the basis of all curriculum and disciplines taught to our children.

c. God and Creation

God, the Father, has created all things. He preserves his creation and He continues to manifest His power and dominion in the cosmos. The ultimate purpose of creation is to glorify His name.

d. Christ

The Christ of Scripture, the Word of God incarnate, reconciles the world of God, redeems our life in its entirety, restores our fellowship with God and our neighbor and renews our mind to rightly know God, ourselves and the world in which we live.

e. The Holy Spirit

The evidence of Christ's presence in our life is the work of the Holy Spirit. Our children must be made aware that the presence of God, the Father, and the saving work of Christ through the work of the Holy Spirit remains with them always, also in their educational environment. It inspires and enables us to do God's will and to seek His glory in all things.

f. Man and Sin

Man is created in the image of God, who also established a covenantal relationship with the believers and with their children. This requires us to reflect the excellencies of our Creator and to serve Him in loving obedience. Man, by disobeying God's law and forsaking his purpose, estranged himself from God and his neighbour, and brought God's curse upon creation. As a result, fallen man has become blind to the true meaning of life and misuses and represses the knowledge of God that confronts him in creation and the Scripture.

g. The Kingdom of God

In God's kingdom the rule of Jesus Christ over all things is established and therefore, it makes the acquisition of all knowledge possible and meaningful. Since we must subject every thought in obedience to Christ, we, therefore, reject any attempt to withdraw any aspect of life from the divine commandment to love the Lord with all our heart, soul and mind. We will constantly endeavour to express and apply this Kingdom vision in all disciplines of learning.

h. The Purpose of School Education

The purpose of education at this school is:

- to attain to understanding, wisdom and righteousness, and so to instil in the child an awareness of God's presence in his life;
- to provide the child with the skills and understanding of himself, his relationship to God, to others and to the world around and to so faithfully serve the Lord in all areas;
- to provide learning experience suitable to the needs and abilities of each child;
- to achieve excellence in all endeavours, in accordance with the talents God has provided each child;
- to reach other groups for the Lord (evangelism).

i. The Christian School Organization

The School, established and controlled by an association of Christian believers, in accordance with its Constitution and bylaws, possess the freedom to function in the field of education in complete and voluntary submission to the Kingship of Christ.

Article 4:

Dissolution

In the event of the dissolution of the Society, the property and moneys belonging to the Society shall be donated to such a Christian educational cause as the Society may determine. This provision is unalterable.

PART 20 – BYLAWS

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

Dated November 7, 2018