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# **Bylaws of The Christian and Missionary Alliance in Canada Canadian Pacific District (the "Society")**

## **Preamble**

These Bylaws, the Society Constitution, the Policy on District Organization, and the Manual of The Christian and Missionary Alliance in Canada constitute the governing documents of the Society.

## **Part 1 – Definitions and Interpretation**

### **Definitions**

1.1. In these Bylaws, unless the context otherwise requires:

**"Act"** means the Societies Act of British Columbia as amended from time to time.

**"Annual Meeting"** means the yearly business session of the membership required by the Act.

**"Board"** means the District Executive Committee and is comprised of the directors of the Society.

**"Bylaws"** means these Bylaws as altered from time to time.

**"The Christian and Missionary Alliance in Canada"** means the entity incorporated by that name under the Canada Not-for-profit Corporations Act.

**"District Boundaries"** means the geographical boundaries of the District as determined from time to time by The Christian and Missionary Alliance in Canada.

**"District Conference"** means the biennial session of the membership to conduct the business of the District required by the Policy on District Organization.

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## Bylaws of the C&MA Canadian Pacific District

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The "**District Executive Committee**" or "**DEXCOM**" is the Board. Any reference herein to the Board or "directors" means the District Executive Committee.

"**General Assembly**" means the biennial business session of The Christian and Missionary Alliance in Canada.

"**General Meeting**" includes a District Conference, Annual Meeting, or any other general meeting called in accordance with the Act.

"**Licensed Workers**" means the persons given that status under the policies of the District and the Policy on District Organization.

A "**Local Church**" shall consist of Christians in any locality within District boundaries, duly organized according to the definition of member churches in the Policy on District Organization.

"**Ordinary Resolution**" means a resolution passed at a General Meeting by a simple majority of the votes cast by the voting members.

"**Policy on District Organization**" means the Policy on District Organization required to be used by the District pursuant to the Manual of The Christian and Missionary Alliance in Canada.

"**Registered Address**" of a member means his/her address as recorded in the register of members.

"**Secretary**" means a director and officer of the Society elected under section 5.8.

"**Society**" means The Christian and Missionary Alliance in Canada, Canadian Pacific District (sometimes hereinafter referred to as "**the District**").

"**Special Resolution**" means a resolution passed at a General Meeting by at least 2/3 of the votes cast by the voting members.

"**Treasurer**" means a director and officer of the Society elected under section 5.10.

**Conflict with Act or Regulations**

- 1.2 If there is a conflict between these Bylaws or the Policy on District Organization and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail. If there is a conflict between these Bylaws and the Policy on District Organization, and both are acceptable under the Act, the Policy on District Organization will prevail.

**Interpretation**

- 1.3 In these Bylaws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to "person" shall include, an individual, body corporate, partnership, trusts, and unincorporated organizations.

**Part 2 – Members**

**General Membership**

- 2.1 Membership in the Society shall be composed of all members in good standing of the Local Churches.

**Voting Membership**

- 2.2 Voting members of the Society for all General Meetings are all persons who are defined as accredited delegates to a District Conference pursuant to the terms of the Policy on District Organization. Voting membership is only valid for the duration of a General Meeting.

**Duties of Members**

- 2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

**Part 3 – General Meetings of Members**

**Time and Place of General Meeting**

3.1 The date or dates of a General Meeting shall be set by the directors.

**Meeting on Requisition of Members**

3.2 A group of 100 or more members representing a minimum of five (5) Local Churches may requisition DEXCOM to call a General Meeting for the purposes stated in the requisition. The requisition shall state the business to be transacted at a meeting and shall be sent to each member of DEXCOM and to the registered office of the District. Upon receipt of the requisition, DEXCOM shall call a General Meeting to transact the business stated in the requisition. If DEXCOM does not, within 21 days after receiving the requisition call a meeting, any member who signed the requisition may call the meeting.

**Ordinary Business at General Meeting**

3.3 At a General Meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor, or others;
- d) election or appointment of directors;
- e) appointment of an auditor;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.

**Notice of General Meeting**

3.4 A minimum of 14 days, and not more than 60 days, notice in writing, including electronic means, of a General Meeting shall be given to the Local Churches, all Licensed Workers of the District, and to every member of the Society who has provided an email address to the Society, by email to that email address. Throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, notice of the meeting will be posted on the Society website and be accessible to all of the members of the Society.

A notice of a General Meeting must state the date, time and location of the meeting, and the nature of any business, other than ordinary business, to be transacted at the General Meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

**Chair of General Meeting**

3.5 The District Superintendent shall be the chair, or shall appoint the chair, of the General Meeting.

**Alternate Chair of General Meeting**

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the General Meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

**Quorum Required**

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of voting members is present.

**Quorum for General Meetings**

3.8 One-third of the number of voting members who have registered at the General Meeting shall constitute a quorum, but never less than three (3) persons.

**Lack of Quorum at Commencement of Meeting**

3.9 If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting members is not present,

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same time the next day, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

**If Quorum Ceases to be Present**

3.10 If, at any time during a General Meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**Adjournments by Chair**

3.11 The chair of a General Meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

**Notice of Continuation of Adjourned General Meeting**

3.12 It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at that meeting with the exception that a meeting adjourned for 30 days or more, notice must be given.

**Methods of Voting for Elections**

3.13 In the case of officers other than the District Superintendent, voting may be by acclamation where there is only one nominee. Where there is more than one nominee voting shall be by ballot and a majority of the votes cast shall be required to elect.

**Announcement of Result**

3.14 The chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**Proxy Voting Not Permitted**

3.15 Voting by proxy is not permitted.

**Matters Decided at General Meeting by Ordinary Resolution**

3.16 A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

**Rules of Order**

3.17 All questions of parliamentary procedure not covered by the Policy on District Organization and these Bylaws shall be decided by Robert's Rules of Order.

**Part 4 – Directors**

**Number of Directors**

4.1 The number of directors shall be six or a greater number determined from time to time by the District Executive Committee.

**Removal from Office**

4.2 A director may be removed from office by:

- a) A Special Resolution of the Members; or,
- b) A resolution of DEXCOM passed by a majority of the directors with no more than two dissenting votes.

**Termination of Directors**

4.3 A director shall immediately cease to be a director:

- a) if a member presents a written petition for dismissal of a director and the dismissal is authorized by Special Resolution at a General Meeting;
- b) if a director has resigned his/her office by delivering a written resignation to the Secretary of the Society;
- c) if he/she is found by a court to be of unsound mind;
- d) if they become ineligible as defined by the Canada Income Tax Act;
- e) if they are no longer qualified to be a director in accordance with the Societies Act; or
- f) on death.

**Indemnities to Directors**

- 4.4 Every director and officer of the Society or other person who has taken or is about to undertake any liability on behalf of the Society 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 to the full extent permitted under the Act, from and against:
- a) all costs, charges and expenses whatsoever which the director, Officer, or other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him/her or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability; and
  - b) all other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affair thereof, except the costs, charges, or expenses occasioned by his/her own willful and wrongful act or default.

**Protection of Directors and Officers**

- 4.5 No directors or officers of the Society shall be liable for the acts, receipts, neglects, or defaults of any other director or Officer or employee or for any loss, damage, or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society for the insufficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm, or Society with whom or which any moneys, securities, or effects shall be lodged or deposited or for any loss, damage, or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or default.

**Liability Insurance**

- 4.6 The District shall maintain liability insurance for the District Executive Committee members.



**Responsibility for Actions**

- 4.7 The directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done, or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board.

**Conflict of Interest**

- 4.8 No director shall place himself/herself in a position where there is a conflict of interest between his/her duties as a director and his/her other interest. Every director who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction, or arrangement with the Society or who otherwise has a conflict of interest by virtue of involvement with a member of the director's family (with "family" defined as spouse, father, mother, child, brother, or sister, or spouse of such family members) or by the involvement of the director's partner, business associate, or Society that the director is involved with as either a director, shareholder, officer, employee, or agent, then such director shall declare his/her conflict of interest fully at a meeting of the Board and shall withdraw from any vote thereon except for circumstances provided for in the Act.

**Remuneration of Directors**

- 4.9 The directors shall serve as such without remuneration. The District may reimburse a director for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.

**Part 5 – Board Positions**

**Elections at District Conference**

- 5.1 The election of a District Superintendent and District Executive Committee members, and the amendment of Bylaws shall be limited to General Meetings which coincide with the biennial District Conference.

**Election or Appointment of Directors**

- 5.2 At each District Conference, the members entitled to vote for the election or appointment of directors must elect or appoint the Board.

**Election or Appointment to Board Positions**

5.3 In addition to the District Superintendent, Secretary, and Treasurer, the District Executive Committee may appoint such other officers as it deems necessary from time to time for such terms as it deems necessary.

**Directors**

5.4 The directors of the Society shall be the District Superintendent, the Secretary, the Treasurer; not more than one director appointed by the District Executive Committee (herein called the "**Board Appointed Director**"); and not less than three additional elected directors (herein called "**Directors at Large**").

**Role of the District Superintendent**

5.5 The District Superintendent shall be the recognized head and President of the Society, and member ex-officio of all committees of the Society and shall exercise general oversight of the entire work thereof. The District Superintendent, or his/her appointee, shall be the chair of the Board.

**Term of the District Superintendent**

5.6 The District Superintendent's term of office shall be four (4) years beginning the August first following his/her election at the District Conference. In the event of a vacancy in this office, it shall be filled according to procedures outlined in the Manual of The Christian and Missionary Alliance in Canada.

**Role of Secretary**

5.7 The Secretary is responsible for doing or making the necessary arrangements for the following:

- a) issuing notices of General Meetings and directors' meetings;
- b) taking minutes of General Meetings and directors' meetings;
- c) keeping the records of the Society in accordance with the Act;
- d) conducting the correspondence of the Board; and
- e) filing the annual report of the Society and making any other filings with the registrar under the Act.

**Term of the Secretary**

5.8 The Secretary shall be elected biennially at the District Conference for a term expiring at the adjournment of the next District Conference.

**Role of Treasurer**

5.9 The Treasurer shall oversee the financial policies and practices of the District and shall report to the District Executive Committee and the District Conference regarding the financial affairs of the District.

**Term of the Treasurer**

5.10 The Treasurer shall be elected biennially at the District Conference for a term expiring at the adjournment of the next District Conference.

**Directors at Large**

5.11 Directors who are elected to positions on the Board in addition to the District Superintendent, Secretary, and Treasurer are elected as Directors at Large.

**Term of the Directors at Large**

5.12 The Directors at Large shall be elected at each District Conference for a term expiring at the adjournment of the next District Conference. Any Director at Large who has served three consecutive terms is ineligible for one term.

**Director Election Process**

5.13 The election of the directors, excluding the District Superintendent, shall be in accordance with the Canadian Pacific District Policy on Process for Electing District Executive Committee Members.

**Directors May Fill Casual Vacancy on Board**

5.14 The Board may, at any time, appoint a member as a director to fill a vacancy, other than the District Superintendent, that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office. Such partial terms will not count towards any limitation of terms.

**Term of Appointment of Director Filling Casual Vacancy**

5.15 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

**Term of Board Appointed Director**

5.16 Any Board Appointed Director shall serve at the pleasure of the District Executive Committee until he/she resigns or his/her term is revoked by the District Executive Committee.

**Part 6 – Directors’ Meetings**

**Calling Board Meetings**

6.1 A Board meeting may be called by the Board Chair or by any two other directors.

**Notice of Directors’ Meeting**

6.2 At least two days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

**Proceedings Valid Despite Omission to Give Notice**

6.3 The accidental omission to give notice of a directors’ meeting to a director or the non-receipt of a notice by a director does not invalidate proceedings at the meeting.

**Conduct of Directors’ Meetings**

6.4 The directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit. This would include attendance in meetings by electronic means.

**Quorum of Directors**

6.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

**Passing a Resolution Without a Meeting**

6.6 The directors of the Society may pass a directors' resolution without a meeting if a majority of the directors' consent to the resolution in writing or by electronic means and placed with the minutes of the directors.

**Absence of Secretary from Meeting**

6.7 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary for that meeting.

**Part 7 - Conference and Standing Committees**

**District Conference Committees**

7.1 The District Conference committees shall include committees on:

- a) Nominations; and
- b) Audit Review.

Additional committees to carry out the work of conference may be established by the Board. The membership and mandate of each committee will be determined by the Board.

**Standing Committees of DEXCOM**

7.2 The District Executive shall establish the following Standing Committees:

- a) Committee on License and Ordination;
- b) Committee on Finance; and
- c) may establish such other committees as it deems necessary or appropriate.

**Part 8 – Fiscal Year**

**Fiscal Year**

8.1 The fiscal year of The Society shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

**Part 9 – Audits**

**Requirement for an Audit**

9.1 All accounts and financial statements of The Society shall be audited annually.

**Directors Ordering an Audit**

9.2 The directors may order an audit at any time.

**Church Financial Review or Audit**

9.3 The accounts of churches, camps, and similar undertakings of the Society shall be prepared and maintained according to Accounting Standards for Not-for-Profit Organizations, and shall be subject to an audit, review or other independent evaluation annually as prescribed by the bylaws.

**Part 10 - Borrowing Powers**

**Borrowing**

10.1 The directors are authorized to borrow money and issue bonds, debentures, notes or other evidences of debt from time to time for the carrying on of the work of the Local Churches, camps and similar undertakings of the Society.

**Church or Camp Borrowing**

10.2 Except as provided in Bylaw 10.3, no church, camp, or similar undertaking of the Society may borrow any monies whatsoever.

**Director Approved Borrowing**

10.3 From time to time and at any time the directors may, by resolution, approve the borrowing of monies by way of term loan, demand loan, line of credit or otherwise by any Local Church, camp or similar undertaking of the Society. Prior to authorizing any borrowing by any church, camp, or similar undertaking of the Society the directors shall satisfy themselves that such church, camp, or similar undertaking of the Society has the financial ability to repay such borrowings in the ordinary course and the Directors may require such church, camp, or similar undertaking of the Society to provide such proof as they deem requisite as a conditional precedent to the passing of any resolution authorizing such borrowing.

**Part 11 - Financial Accounts**

**Disbursement of Funds**

- 11.1 Disbursement of the funds of The Society shall be made by cheque signed by any two of the following:
- a) the District Superintendent
  - b) the Secretary
  - c) the Treasurer
  - d) persons designated as a signing authority by a resolution of the directors

**Church and Camp Accounts**

11.2 With the consent expressed by resolution of the directors, any Local Church, camp or similar undertaking of the Society may maintain its own deposit accounts and chequing accounts with one or more financial institutions.

**Church and Camp Decisions**

11.3 All matters to be decided by a Local Church, camp, or similar undertaking of the Society for the purpose of this Part 11 of the Bylaws shall be decided by the board of elders or similar governing body of such Local Church, camp, or similar undertaking of the Society.

## **Part 12 – Property**

### **Property**

12.1 The directors may exercise all powers of the Society with respect to acquisition, owning, disposing of, encumbering, and conveying property, both real and personal, and for the purposes of any church, or camp, or similar undertaking of the Society such property may be sold, conveyed, exchanged, or encumbered under the direction of the directors in conformity with the laws of the Province of British Columbia.

### **Society Dissolution**

12.2 Should the Society be dissolved or cease to be subject to the purposes, usages, doctrines, and teachings of The Christian and Missionary Alliance in Canada, then all property, appurtenances, and effects then owned or held by the Society shall, subject to all existing encumbrances, transfer or vest in and become the property of The Christian and Missionary Alliance in Canada.

### **Church and Camp Property**

12.3 The churches, camps, and similar undertakings of The Society may not acquire, own, dispose of, encumber, or convey real property, in their own names. All such real property shall be acquired, owned, disposed of, encumbered, and conveyed by the Society in the name of The Society. The above requirements may be waived by an incorporated church, camp, or similar undertakings of the Society by a two-thirds majority of the members present at a duly called meeting of the membership and with the approval of the District Executive Committee.

## **Part 13 - Financial Disclosure**

### **Church and Camp Financial Disclosure**

13.1 All churches, camps, and similar undertakings of the Society shall provide such financial information to the Society and its directors as may be from time to time requested by the directors or the District Superintendent.



**Financial Reporting of Churches and Camps**

13.2 The directors may from time to time arrange financial arrangements with chartered banks or other financial institutions which may require financial reporting from the Society and each of its churches, camps, and similar undertakings of the Society.

**Inspection of Records**

13.3 These bylaws limit the inspection of records to those mandated by the Act.

**Part 14 – Custody and Use of Seal and Records**

**Seal of the Society**

14.1 The official seal of the Society shall be in the custody of the District Superintendent and shall be used by him/her as directed by the directors.

**Signing Officers**

14.2 Contracts, documents, or any other written instruments requiring execution by the Society shall be signed by any two of the following: Society officers or the Director of Finance. The directors shall, however, have power from time to time by resolution to appoint any other director or directors on behalf of the Society to execute such documents. The seal of the Society may, when required, be affixed to any documents signed as aforesaid or by any member appointed by resolution as herein provided.

**Custody of Minutes and Other Documents**

14.3 The official records, documents, and files of the Society shall be the property of the Society. When a director or officer retires from office, he/she must surrender all his/her records, documents, and files to the District Superintendent or have them erased.

**Part 15 – Amendment of Bylaws**

**Bylaw Amendments**

15.1 These Bylaws shall not be rescinded, altered, or added to except by Special Resolution of the District Conference. No amendment may be made which is in conflict with or which in any way materially changes the Policy on District Organization unless required by the Societies Act. Any such change shall be registered pursuant to the provisions of the Act.

**Part 16 – Provisions from the Society’s Pre-transition Constitution**

**Non-profit Society**

16.1 The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.

**Amendments**

June 1991  
February 2000  
November 2005  
May 2009  
May 2015  
May 2017  
May 2019