

CONSTITUTION AND BY-LAWS

SCHEDULE A

FORM 3 (Section 3)

SOCIETIES ACT CONSTITUTION

ARTICLE 1 - NAME

The name of the Society is "***KELOWNA SOCIETY FOR CHRISTIAN EDUCATION***".

ARTICLE II - PURPOSES

- A. To attract parents who are willing and desirous to give their children an education which is directed by God's all-powerful Word, and have these children trained to help them acquire and grow in a Christian view of life and the world.
- B. To provide, direct, advise on and carry out a curriculum of Christian Education, based on Articles III, IV and V of this Constitution.
- C. To hold as Trustees or otherwise own, buy, sell, convey, mortgage, lease and otherwise deal in lands and properties calculated to help and affect the above mentioned objectives and that generally may benefit the Society.

ARTICLE III - BASIS

The basis of the Society is the Word of God, the Bible, which we hold to be in its entirety the only infallible revelation of God. We hold the following truths to be fundamental and self-evident teachings from the Word of God:

- A. God is one, yet three persons: co-equal; the Father - the Son - the Holy Spirit;
- B. He is the Creator of Heaven and earth, having created life and substance by a direct creation act, and furthermore, up-holding and directing all things according to His will and by His power;
- C. He reveals Himself, as well as His will for man through his written Word, the Bible, and especially in these last days, He has spoken unto us through Christ, the Word become flesh;
- D. Christ is both truly God and truly man, born of the Virgin Mary;
- E. His death on the cross was a substitutionary atonement for the sins of all who believe in Him as their Saviour;

- F. He arose from the grave, a physical personal resurrection;
- G. He shall come again, a personal return upon the clouds of Heaven, to judge the living and the dead, and to bring about a new heaven and a new earth;
- H. All men are dead in sin and need the new birth through the regenerating power of the Holy Spirit;
- I. Salvation from sin and condemnation is by grace alone, through faith in the Lord Jesus Christ;
- J. The believer, saved by grace, as a new creature in Christ will, through the gifts of the Holy Spirit, manifest a joyful, thankful, living witness to the saving power of Christ.

ARTICLE IV - RELIGIOUS PRINCIPLES

- A. **Creation:** The universe and all things created by God in the beginning were made good and perfect as we read in **Genesis 1:31** "**And God saw everything that He made, and behold it was good.**"
- B. **Man:** Man was created by God in His own image (**Genesis 1:26-27**) to enjoy fellowship with his Creator. Furthermore, man, endowed with special gifts far above any other living creature, received the mandate to have dominion over all things in accordance with God's will to His honor and glory (**1 Corinthians 10:31**).
- C. **Sin:** Sin, consisting of man's estrangement from God, his fellowman and the world, disrupts the education of children, and brings about man's blindness to the true meaning of life and his incapacity to reach for the true purpose of life (Ephesians 2: 1-6)
- D. **Jesus Christ:** Jesus Christ is God's provision (Genesis 3:15) to remove His curse and wrath so that through Him, man and creation would be redeemed and reconciled to God (John 3:16). All those who by a true faith accept Jesus Christ as God's provision are no more under condemnation, but are reconciled with God (Romans 8:1-2). There is no other way or reconciliation with God than through Jesus Christ (Acts 4:12). Through Jesus Christ, there is a renewal of our educational endeavors because He is the Renewal of our educational endeavors because He is the Redeemer of our corrupted human life in its entirety.
- E. **The Believer:** A person is a believer when by a true faith he trusts in Christ alone for his salvation (**Acts 16:31**); is born again through the power of the Holy Spirit (**John 3:31**); and through being in Christ bears the fruit of the Spirit (**John 15:1-17**).
- F. **The Kingdom of God:** Through His perfect sacrifice and obedience to God's will, Christ received dominion over all things (**Psalms 72:8**). It is the proper and urgent mandate to all believers to "**Go therefore and make disciples of all nations...**" (**Matthew 28:18-19**) and thus, as members of the Kingdom of Heaven, to defend and further this recognition of Christ's lordship in all areas of life.

ARTICLE V - ELEMENTS OF CHRISTIAN EDUCATION

- A. **Educational Freedom:** Christian education given in accordance with legitimate standards and provisions should receive full recognition and freedom with society.
- B. **The Christian School:** The purpose of the Christian school is to help educate children for a life of obedience to their calling in this world as image-bearers of God. This calling is to know God's Word and His Creation, to consecrate the whole of human life to God, to love their fellow man, and to be faithful stewards in their God-given cultural task.
- C. **Parents:** The responsibility for the direction of education rests primarily upon the parents to whom children are entrusted by God. Since the Bible teaches that all of life is subject to God's rule (**Philippians 2:9-13, Deuteronomy 11:18-21**) and that the fear of the Lord is the beginning of knowledge (**Proverbs 1:7**), Christian parents should continually strive to provide for their children scripturally based teaching at home, at church, and at school.
- D. **Teachers:** In addition to possessing the highest academic standards possible, the teacher, as a believer, must reflect at all times by word and example the love of Christ, and the honor of God.
- E. **Students:** Children are a heritage of the Lord (**Psalms 127:3**), and should be brought up in the fear and admonition of the Lord (**Proverbs 22:6**). Students, having a variety of abilities, but being born in sin, are in need of guidance and instruction, so that they may be allowed to develop their bodies, minds, and spirits to the glory of God. Their total potential and uniqueness should be taken into account when they are taught in a Christ-centered manner.
- F. **The Christian Community:** Since Christian education plays an important role in the furtherance of the kingdom of God, not only parents, but the whole Christian community has a responsibility to establish and maintain Christian schools.

ARTICLE VI - LOCALITY

The operations of the Society are to be chiefly carried on in Greater Kelowna, British Columbia.

ARTICLE VII - NON PROFITS

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 objects.

ARTICLE VIII - DISSOLUTION

In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with social problems, or organizations promoting the same object of this society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in the

paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the "*Income Tax Act*" of Canada from time to time in effect.

ARTICLE IX

Articles III, IV, V, VII, and VIII are unalterable in accordance with Section 22 of the Societies Act.

BY-LAWS

Here set forth, in numbered clauses, the By-laws providing for the matters referred to in Section 6 (1) of the "*Societies Act*" and any other By-laws.

SCHEDULE B

(Section 6)

SOCIETIES ACT BY-LAWS OF KELOWNA SOCIETY FOR CHRISTIAN EDUCATION

PART I - MEMBERSHIP

A. QUALIFICATIONS AND ADMISSION

1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
2. Any person over the age of eighteen (18) years who subscribes to the Constitution may apply for membership in the Society.

Membership shall be comprised of two categories:

- A. **Full Members:** Parents with children who attend full-time in-person at the school, teachers and support staff. They shall have voting privileges.
 - B. **Associate Members:** Alumni and interested parties. They shall have no voting privileges, except that up to two Associate Members may be elected under By-law III.1 to serve as voting Directors on the Board of the Society.
3. The applicant shall apply to the Board (as hereinafter defined), for membership, and his application shall include the annual membership fee. Membership shall be approved by the Board by ordinary resolution. If the applicant is not granted membership status by the Board, the applicant may request his nominators to appeal the Board's decision at the next regularly scheduled general meeting of the Society, where his application shall be decided upon by ordinary resolution of the members.
4. The amount of the first annual membership dues shall be determined by the Directors and thereafter, the annual membership dues shall be determined at the annual general meeting of the Society.

B. RIGHTS

1. Every full member in good standing has the right to share in all the privileges of the Society.

2. Every full member in good standing has the right to attend at and speak at all general meetings.
3. Every full member in good standing has the right to one vote per issue at the general meeting.
4. Every full member in good standing has the right to make himself available for positions of office in the Society.

C. OBLIGATIONS

1. Every member is required to adhere to and conduct himself in accordance with the constitution and by-laws.

D. EXPULSION OF MEMBERS

1. A member shall cease to be a member in good standing when he has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
2. 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 it, 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 three consecutive months.
3. The Board may, by ordinary resolution, expel a person from membership when there is continued delinquency by that person in meeting the obligations of membership. The Board shall forthwith notify that person in writing, of his expulsion. That person shall then have thirty (30) days from the date he received notice of this expulsion, to notify the Board that he wishes to appeal their decision. The appeal shall then be heard at the next regularly scheduled members' meeting and be decided by ordinary resolution. Provided that a member who is a Director may only be expelled from membership if he is at the same time removed as a director as per by-law Part III.7.

PART II - MEETINGS

A. GENERAL MEETINGS

1. The Directors shall convene the annual general meeting at least once in each calendar and usually in the month of April unless determined otherwise by the Board. At this meeting, in addition to the ordinary business of the Society, the Board shall present to the members for approval by ordinary resolution, the annual budget and its program for the coming year.
2. The Directors shall convene a second general meeting (referred to as the "Semi-Annual General Meeting"), at least once in each calendar and usually in the month of November unless determined otherwise by the Board. At this meeting, in addition to the ordinary

business of the Society, the Board, the various committees, and the principals shall give progress reports.

3. Every general meeting, other than the Annual and Semi-Annual general meeting, is an extraordinary general meeting and may be convened by the Board, or upon written request of ten percent or more of the members in good standing of the Society.
4. When the Board convenes the Annual, Semi-Annual, or an extraordinary general meeting, they shall notify the members in writing, of the date, time, place, and the agenda. Members shall be given not less than fourteen (14) days notice of the convening of the meeting. However, the members will usually be given not less than twenty-one (21) days notice of the convening of such meetings, unless the Board determines that it is not practical to do so.
5. Notice will be deemed to have been given on the next business day after it has been post-marked. Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of the business. 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.

B. VOTES AT GENERAL MEETINGS

1. All full members in good standing are entitled to vote at all general meetings, on the basis of one vote per member, per voting item.
2. There shall be no proxies.
3. All voting shall be by show of hands, with the exception of election of Directors, in which case, voting shall be done by secret ballot.
4. Unless required by the Societies' Act, all issues to be decided shall be determined by ordinary resolution.
5. A quorum for any general meeting shall be 25% of full members in good standing; provided however that it shall not be less than three (3) full members.
6. Teachers, support staff and their spouses are excluded from discussion pertaining to and voting on salary and benefits issues or any other matter in which the Board determines that such person has a direct personal conflict of interest with the Society.
7. 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 for 30 minutes. If a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum; provided that there must be at least three (3) members present.

PART III - DIRECTORS

- 1.** The Board of Directors (herein called the "Board"), shall consist of no less than seven (7) and no more than nine (9) persons, who shall be full members in good standing of the Society, provided that up to two (2) of the Directors may be Associate Members who shall then have the full voting and powers of a Director of the Society.
- 2.** The Directors shall be elected for terms of three (3) years, and, as far as practicable, one-third of the Directors shall be elected each year. A Director elected for a full term shall be eligible for re-election for a second term; after a second full term, he shall be ineligible for re-election until the lapse of one year. Office shall be assumed on July 1st or in the case of a vacancy on the Board, at time of election.
- 3.** Directors shall serve without remuneration.
- 4.**
 - A.** Directors shall be elected at the Annual General Meeting by ordinary resolution.
 - B.** At least twenty-one (21) days before the Annual General Meeting, a written call for nominations shall be sent to every member in good standing and it shall be stated when and where nomination papers and a description of balloting procedures will be available.
 - C.** The Secretary of the Society will ensure that nominating papers and a description of balloting procedures are made available to every member in good standing at least twenty-one (21) days before the Annual General Meeting.
 - D.** Nominations must be signed by the nominee and two other members in good standing of the society and the nomination papers must be returned, along with a brief biography of the nominee, to the Secretary of the Society, no later than fourteen (14) days before the Annual General Meeting.
 - E.** Provided that the written call for nominations, nominating papers, and description of the balloting procedures may be sent in advance of the minimum notice periods.
 - F.** The Secretary of the Society shall attach a list of all nominees and their biographies to the agenda for the Annual General Meeting.
- 5.** Wherever practicable, there shall not be more than two (2) Directors on the Board from the same Denomination.
- 6.** A Director shall cease to be a Director when he ceases to be a member (either full or Associate, as the case may be), or is expelled from the Society.
- 7.** The Directors shall convene an extraordinary general meeting for the purpose of removing a Director, upon written request of five per cent of the members in good standing, which five (5) per cent must include at least three (3) members. Removal of a Director shall require a special resolution of the members.
- 8.** The Board shall meet regularly (being monthly, if practical) and not less than five times during the school year.

9. In the event the number of Directors is less than nine, the Board of Directors may appoint full members in good standing to fill the vacancies, and the members so appointed shall hold office until the next Annual or Semi-Annual General Meeting.
10. Removal of Board appointed Directors requires an ordinary resolution of the Board.

PART IV - DUTIES OF DIRECTORS

The Directors shall:

1. Ensure school policies and board policies are in accordance with the Constitution and desires of the Society;
2. Appoint and monitor the performance of a Superintendent of school(s), who in turn will appoint and monitor the performance of school principals, teachers and support staff, and generally operate the school(s);
3. Ensure ways and means of obtaining the adequate funds for operating the school (s) are maintained;
4. Advance the cause of Christian education in the community by suitable means, and promote this cause in general through association with other Christian schools;
5. Appoint out of its own number, with or without the addition of Society members, such Committees and committee members as it deems advisable for the performance of its duties, and shall have the authority to terminate appointments and disband committees. The President should consider other Director's nominations, but may appoint members to committees as required at his discretion;
6. Hold bonds, securities and monies, land, or borrow monies with or without securities and raise monies for carrying out the objectives of the Society. The Board shall have the power to invest the assets of the Society in the same manner as provided in the Trustee Act of British Columbia, as amended from time to time.
7. Ensure that the Superintendant takes steps to:
 - (a) establish rules of conduct for students attending the school;
 - (b) ensure students and parents are aware of the rules of conduct and agree to abide by them;
 - (c) ensure that the principles of procedural fairness and natural justice are followed when decisions are made affecting the rights of a student whether the decision relates to a matter of discipline, e.g. suspension or expulsion from school, or to an important facet of the student's educational program, e.g. admission into a class or a mark assigned by a teacher;
 - (d) at least in more serious matters provide an appeal process which gives the student and/or parent an opportunity for a fair and unbiased review of the original decision, which may include an appeal process to a committee of the Board.

8. The Board shall monitor the following items by any method at any time in keeping with the Constitution, By-laws and Board Policies. Should there be any contradiction between the Constitution or By-laws and board policies, the Constitution and By-laws shall prevail:
 - (a) the educational program and policies of the School(s);
 - (b) the qualifications of candidates for administrative and teaching positions;
 - (c) the Christian character and academic quality of instruction given, the course of study, discipline etc.;
 - (d) the periodic performance reviews of teaching and administrative staff by comparison with other Christian and independent schools, industry standards, the Constitution, and board policies;
 - (e) the administration's budget:
 - (i) Paying particular attention to the sources of income and provide direction and limitations regarding the budget to the Superintendent;
 - (ii) To ensure it provides appropriate assistance within the means of the Society to parents who are unable to meet the cost of Christian education;
 - (f) the program of action by means of which the cause of Christian Education is advanced and strengthened ensuring such program(s) are fully maintained;
 - (g) the maintenance and proper care of all buildings and physical equipment of the school to ensure such care of Society assets are properly maintained.

PART V - OFFICERS AND THEIR DUTIES

1. The Board shall, following the annual general meeting of each year, elect a President, Vice-President, Secretary, Treasurer, and such other officers as they consider necessary.
2. An officer shall also be a Director and full member in good standing.
3. Officers shall serve for a term of one (1) year, or until their successors have assumed office.
4. Officers shall serve without remuneration.
5. Officers may be removed by an ordinary resolution of the Board, although they remain a Director.
6. The President shall:
 - (a) preside as chairman over all meetings of the Board, and of the Society;
 - (b) be an ex officio member of all Committees and shall be notified of all committee meetings; and,
 - (c) acquaint himself with the current business of the Board, and the Society, and with the parliamentary authority by which the meetings are governed.
7. The Vice-President shall assume duties when the President or any other executive member is absent, or for any other reason, cannot perform his duty.
8. The secretary shall be responsible for and ensure that:

- (a) a complete and up-to-date roll of membership is maintained;
- (b) the Society is kept in compliance with the requirements of the Societies Act and with the filings as required by the appropriate provincial Registrar for Societies;
- (c) the Minutes of Board meetings and general meetings are maintained;
- (d) regular reports are submitted to the Society, after having been approved by the Board;
- (e) the Seal is kept in a safe place, and that it not be affixed to any document other than in the presence of the President or his/her appointed substitute as authorized by resolution of the Board;
- (f) the general correspondence of the Society is retained and responded to;
- (g) notice is given of all meetings.

9. The Treasurer shall be responsible for and ensure that:

- (a) all monies are deposited to the appropriate Society accounts in a financial institution approved by the Board;
- (b) all payments be made and records kept following generally accepted accounting practices;
- (c) an annual financial review shall be conducted by an independent accounting firm approved by the Board;
- (d) a financial report is submitted regularly to the Board meeting and a formal review report is submitted at a General Meeting in each calendar year.

PART VI - COMMITTEES

1. The Board shall establish such committees as they consider necessary.
2. Committees, at all times, shall be responsible and answerable to the Board. Unless otherwise stated a committee shall cease to exist as soon as its mandate is complete and accomplished.

PART VII - STAFF

1. The principal and the teachers shall be appointed by the Superintendent of school(s), following a thorough interview process that will include timely invitation to Directors, so they may monitor the interview process where possible. The Superintendent will collaborate with Principals in the selection of the teaching staff. All teaching staff must declare their unconditional agreement with the Constitution, must be scripturally sound in their teachings and must lead exemplary Christian lives. Applicants for a teaching position must include with their application a statement of their concept of Christian education. All teachers, staff, and Superintendent shall enter into contracts which shall make reference to and require compliance with the Constitution and By-laws in force at the time of execution.
2. The Superintendent of School(s) shall ensure a collaborative process with Principals and teaching staff is used to develop Planned Learning Outcomes and course overviews that

meet with the Ministry of Education guidelines and include appropriate Christian content for a Christian world view.

3. The Superintendent of School(s) shall submit the school term, holidays, and vacations, and school calendar to the Board annually at the August Board Meeting, or at such other time as determined by the Board.
4. The Superintendent of School(s), shall report to the Board at its meetings and be reasonably available for advice to the meetings of the Board and its Standing Committees, if so requested.
5. The Board shall ensure that the Superintendent takes steps to:
 - (a) establish rules of conduct for all staff of the Society including reference to the Constitution and Bylaws;
 - (b) ensure staff are aware of the rules of conduct and agree to abide by them;
 - (c) ensure that the principles of procedural fairness and natural justice are followed when decisions are made affecting the rights of a staff person whether the decision relates to a matter of discipline, e.g. suspension or termination, or to an important facet of the staff member's terms of employment, e.g. a change to Society workplace Policy;
 - (d) at least in more serious matters provide an appeal process which gives the staff member an opportunity for a fair and unbiased review of the original decision, which may include a grievance submitted to a mutually agreeable arbitrator;
 - (e) establish similar rules and processes for volunteers; provided that the volunteers will not have a right of grievance.
6. The substance of this Part shall be made part of all contracts between the Board and the Superintendent of School(s), the Administration, and members of the teaching and support staff.

PART VIII - FUNDING AND BORROWING

A. FUNDING

1. The funds for the operation of the school shall be obtained from:
 - a) Membership fees, which fees shall be determined each year at the annual meeting;
 - b) Donations by members of the Society;
 - c) Tuition fees by the parents of the children attending school;
 - d) Pledges by the parents at the time of registration of their children;
 - e) Special donations, church offerings, fund drives, contributions from organizations and by other means consistent with the basis and the character of the Society.

B. BORROWING

1. The Board may, from time to time, borrow money in any manner, and without limit to amount on the credit and may cause to be executed mortgages and pledges of the real and personal property and rights of the Society and may cause to be signed, bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed, provided that debentures shall not be issued without the sanction of a special resolution of the Society.
2. The Board shall not buy, sell, or mortgage real property without the approval, by ordinary resolution, of the members of the society.

PART IX - AMENDMENT OF BY-LAWS

1. These by-laws may be amended at any general meeting of the Society, by special resolution; provided that the amendments have been submitted to all members in writing at least twenty-eight (28) days prior to the meeting.

PART X - PREPARATION AND CUSTODY OF RECORDS AND MINUTES

1. The Board, and specifically the Secretary, shall see that all necessary books, records and minutes of meetings are regularly and properly kept.
2. The books of account shall be kept at such place in British Columbia, as the Board thinks fit, and shall at all times, be open to the inspection of the Board.
3. The Society Act and Regulations provide members with a right to access documents of the Society under certain restrictions. Relevant sections have been reproduced in a hand-out available upon request. The Society also reserves the right to limit access to certain documents based upon its duties under the Protection of Personal Information Act.

PART XI - THE SEAL

The common seal of the Society shall be under the control of the Board, and the responsibility for its custody and use, from time to time, shall be determined by the Board.

PART XII - EXECUTION OF DOCUMENTS

1. Deeds, transfers, licenses, contract, and engagements on behalf of the Society shall be signed by two (2) officers of the Board, and they may affix the common seal of the Society for such purposes.
2. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by an officer, or by any person authorized by the Board.

3. All cheques, bills of exchange or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society, shall be signed by an officer or such other person authorized by the Board.

PART XIII - PARLIAMENTARY AUTHORITY

The rules contained in Bourinot's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Constitution or the By-laws of the Society.

PART XIV - MISCELLANEOUS

Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation. (except where specifically stated otherwise).