

## **FORM 3**

### ***SOCIETY ACT***

## **CONSTITUTION** of the Pacific InterChristian Community Society

### **Article I – Name**

The name of the Society is the Pacific InterChristian Community Society and is hereafter referred to as the “Community”.

### **Article II – Purposes**

The Community exists for the following religious, educational, and charitable purposes:

1. To preach and advance the teachings of Christian faith and the religious tenets, doctrines and observances associated with that faith;
2. To establish, maintain and support a house of worship with services conducted in accordance with the tenets and doctrines of the Christian faith;
3. To advance religion by conducting religious outreach programs in order to promote the Christian faith.

### **Article III – Location**

The operations of the Community are to be chiefly carried on in the City of Vancouver, British Columbia and its vicinity. This provision may be altered.

## ***SOCIETY ACT***

### **BYLAWS**

Here set out in numbered clauses are the Bylaws of the Pacific InterChristian Community Society providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

#### **Part 1 — Interpretation**

1 (1) In these bylaws, unless the context otherwise requires:

“**board**” means the directors of the Community for the time being.

“**Community**” means the Pacific InterChristian Community Society;

“**Community Covenant**” means the Community Covenant agreed to by the founding members as amended from time to time by the members of the Community at an extraordinary general meeting and as posted on the Community’s website;

“**Community Members’ Way of Life**” means the Community Members’ Way of Life agreed to by the founding members as amended from time to time by the members of the Community at an extraordinary general meeting and as posted on the Community’s website;

"*Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

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

## **Part 2 — Membership**

3 (1) The members of the Community are the applicants for incorporation of the Community, and those natural persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 (1) All persons who, having been prepared to do so in a manner determined by the Community, in a service of public worship, profess their commitment to the purposes, values and goals of the Community and to the Community Covenant, and who profess their desire to follow the Community Members’ Way of Life, may become members of the Community. Members’ children younger than sixteen years of age may be considered members. Members’ children older than sixteen years of age will choose for themselves whether or not to be members.

(2) All persons shall be eligible for membership in the Community regardless of race, colour, nationality, gender, sexual orientation, marital status, or other religious affiliation.

5 Every member must uphold the constitution and be accountable for compliance with these bylaws.

6 Every member shall make an annual financial or other in kind contribution to the Community in accordance with their ability.

7 All members are in good standing except a member who has failed to make a financial or other

contribution in kind to the Community for a twelve (12) month period.

- 8 A person ceases to be a member of the Community
- (a) by delivering his or her resignation in writing to the secretary of the Community or by mailing or delivering it to the address of the Community,
  - (b) on his or her death,
  - (c) on being expelled,
  - (d) on failing to be in good standing with an express resolution of the Board that a member is not in good standing.
- 9 (1) A member may be expelled from the Community by a special resolution of the members passed at a general meeting of which fourteen (14) days notice has been given, and which is passed by at least seventy-five percent (75%) of those voting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard by the board prior to a general meeting, and at the general meeting before the special resolution is put to a vote.

### **Part 3 — Meetings of Members**

- 10 General meetings of the Community shall be held in accordance with these Bylaws, and at such time and place as the board may decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The board may, when they think fit, convene an extraordinary general meeting.
- 13 (1) The board, on the request of ten (10%) or more of the members of the Community, shall convene an extraordinary general meeting of the Community as soon as possible.
- (2) The request must be in writing and must
- (a) state the purpose of the general meeting,
  - (b) be signed by the members requesting the extraordinary general meeting, and

- (c) be delivered to the address of the Community and to the Chair of the Board.
- (3) If within twenty-one (21) days after the date of the delivery of the requisition, the board does not convene a general meeting, the members requesting, or a majority of them, may themselves convene a general meeting to be held within four (4) months after the date of the delivery of the request.
- 14 (1) 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 that business.
- (2) Notice of a general meeting shall be delivered to the membership not less than fourteen (14) days prior to the date of the meeting.
- (3) Delivery of notice of a general meeting shall be effected by any one or more of the following means
- (a) mailing a copy of the notice to a member,
- (b) leaving a copy of the notice with a member or at a member's place of residence,
- (c) sending a copy of the notice by electronic or facsimile transmission to a member's email address or facsimile number,
- (d) posting a copy of the notice in a prominent place at the address of the Community, or
- (e) reading the notice aloud at a service of public worship of the Community.
- (4) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 15 The first annual general meeting of the Community must be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

#### **Part 4 — Proceedings at General Meetings**

16 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required;
  - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the board issued with the notice convening the meeting.

- 17 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is at least 25% of the members in good standing.

18 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened at the request of members, must be terminated, but in any other case, it must 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

19 Subject to bylaw 20, the Chair of the Community, the Vice Chair or, in the absence of both, one of the other board members present, must preside as chair of a general meeting.

20 If at a general meeting

- (a) there is no Chair, Vice Chair or other board member present within fifteen (15) minutes after the time appointed for holding the meeting, or

(b) the Chair and all the other board members present are unwilling to act as the chair,  
the members present must choose one of their number to chair the meeting.

- 21 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 22 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) Subject to subsection (3), a resolution proposed at a meeting, other than for the election of board members, must be decided by a consensus of the members present.
- (3) In the event a consensus on a resolution cannot be reached by the conclusion of a second meeting, the resolution may be decided by majority vote.
- 23 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by verbal affirmation of agreement, disagreement, or standing aside.
- (3) Voting by proxy is not permitted.
- (4) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- (5) A member who is unable to attend a general meeting because of extenuating circumstances, may deliver to the Secretary a written submission to be presented to the general meeting.

## **Part 5 — Board**

- 24 (1) The members of the board may exercise all the powers and do all the acts and things that the Community may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Community in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the Community,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Community in a general meeting.
- (2) A rule, made by the Community in a general meeting, does not invalidate a prior act of the board that would have been valid if that rule had not been made.
- 25 (1) The board shall consist of the officers of the Community and the members of the Spiritual Leadership Team and the Resources Team.
- (2) The Ministry Coordinator, and any other paid accountable personnel as invited by the board, shall be non-voting members of the board.
- 26 (1) The Spiritual Leadership Team shall make recommendations to the board respecting the spiritual well-being of the Community and shall include a liaison elected at the annual general meeting to each of the following ministries or special ministry teams:
- (a) worship
  - (b) body and soul
  - (c) social action;
  - (d) such other special ministry teams created under section 33 of these bylaws for the spiritual well-being of the Community and for the advancement of the purposes, values and goals of the Community.
- (2) The Chair and the Ministry Coordinator shall be non-voting members of the Spiritual Leadership Team.
- 27 (1) The Resources Team shall make recommendations to the board respecting temporal matters and the financial well-being of the Community and shall include the Treasurer and a liaison elected at the annual general meeting to each of the following ministries or special ministry teams:
- ministry and personnel;
  - 1.

communications;  
2.

stewardship;  
3.

(d) such other special ministry teams created under section 33 of these bylaws for the temporal or financial well-being of the community and for the advancement of the purposes, values and goals of the Community.

(2) The Chair and the Ministry Coordinator shall be non-voting members of the Resources Team.

28 Subject to these bylaws, the members of the Community may from time to time more particularly determine the duties and tasks of the Spiritual Leadership Team and the Resources Team.

29 (1) The elected members of the board must retire from office at each annual general meeting when their successors are elected.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation or by vote.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

30 (1) A board member so appointed holds office only until the conclusion of the next annual general meeting of the Community, but is eligible for re-election at the meeting.

(2) If a board member resigns his or her office or otherwise ceases to hold office, the remaining board members may appoint another member of the board or a member of the Community to take the place of the former board member.

31 (1) An act or proceeding of the board is not invalid merely because there are less than the prescribed number of board members in office.

(2) An act or proceeding of the board is not invalid merely because there are less than the prescribed number of board members in office.

32 The members may, by special resolution, remove a member of the board, before the expiration of his or her term of office, and may elect a successor to complete the term of office.



## Part 6 – Special Ministry Teams

- 33 (1) Subject to these bylaws, the members of the Community may from time to time create a special ministry team and may determine the duties and tasks of a special ministry team.
- (2) Gatherings of special ministry teams will include prayer, study, interpersonal sharing and service.
- 34 The worship team shall, in consultation with the Ministry Coordinator, determine the nature, style, and content of the worship life of the Community and be responsible for the administration of that worship, and the oversight of music ministry.
- 35 The body and soul team shall enhance community building, spiritual formation, participation in social action, the provision of pastoral care and sensitivity to diversity needs by

collaborating with the Ministry Coordinator and small group and special ministry team leaders to ensure appropriate pastoral care is provided to members and other people participating in the life of the Community;

providing leadership development for special ministry teams and small groups;

providing support for collaboration among special ministry teams and small groups;

providing support for collaboration with other persons and organizations beyond the Community to pursue common goals.

- 36 (1) The Ministry and Personnel Team shall
- (a) provide a consultative and supportive agency for the persons hired by the Community and for the members and adherents of the Community,
- (b) review working conditions and remuneration for the persons hired by the Community and make recommendations to the board,
- (c) oversee the relationship of the persons hired by the Community to members of the Community and others,
- (d) oversee the relationship between and among different persons hired by the Community with respect to their responsibilities and authority,
- (e) in consultation with persons hired by the Community, review and assess annually the

effectiveness of those persons and their positions as they relate to the purposes of the Community as defined by the members, and make recommendations to build on strengths and to alleviate areas of weakness,

- (f) in consultation with persons hired by the Community, review and assess annually the effectiveness of the Community's support for those persons and their positions, as they relate to the purposes of the Community as defined by the members, and make recommendations to build on strengths and to alleviate areas of weakness,
- (g) in consultation with persons hired by the Community, review regularly the time, task, task-initiation and decision-making responsibilities of those persons and revise position descriptions when required or requested.

- (2) In the exercise of their duties, the members of the Ministry and Personnel Team shall be mindful of protecting the privacy of persons hired by the Community and of the need for healthy communication between the Community and persons hired.

37 The Ministry and Personnel Team shall consist of not less than three (3) members.

#### **Part 7 – Small Groups**

- 38 (1) Two or more members of the Community may at any time form themselves into a small group to fulfill a particular ministry that is within the purposes, values and goals of the Community.
- (2) A small group shall be accountable to the board through a liaison designated by the board.
- (3) Gatherings of small groups will include prayer, study, interpersonal sharing and service.

#### **Part 8 — Proceedings of Board, Spiritual Leadership Team and Resources Team**

- 39 (1) The board may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The board may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the board members then in office.
- (3) The Chair is the chair of all meetings of the board but if at a meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice Chair must act as chair, but if neither is present the board members present may choose one of their number to be the chair at that meeting.
- (4) A meeting of the board may be convened at any time at the request of a board member with a

minimum of forty-eight (48) hours notice to the other board members.

40 A board member who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, electronic mail, or facsimile transmission, of any meeting of the board and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of the board is not required to be sent to that board member, and

(b) any and all meetings of the board, notice of which has not been given to that board member, if a quorum of the board is present, are valid and effective.

41 (1) The members of the Spiritual Leadership Team and the members of the Resources Team may meet and adjourn as they think proper.

(2) The members of the Spiritual Leadership Team and the members of the Resources Team must choose one of their number to be the chair of a meeting.

42 (1) Questions arising at a meeting of the board or at a meeting of the Spiritual Leadership Team or of the Resources Team must be decided by a consensus.

(2) In the event a consensus on a question cannot be reached by the conclusion of a second meeting, the question may be decided by majority agreement.

(3) In the case of a tie vote, the person chairing does not have a second or casting vote.

43 A resolution proposed at a meeting of the board or of the Spiritual Leadership Team or the Resources Team need not be seconded, and the chair of a meeting may move or propose a resolution.

## **Part 9 — Duties of Officers**

44 The officers shall consist of a Chair, Vice Chair, Secretary and Treasurer.

45 (1) The Chair shall preside at all meetings of the Community and of the Board.

(2) The Chair is the chief executive officer of the Community.

(3) The Chair with the secretary, or other officer appointed by the board for the purpose, shall sign all bylaws and minutes.

(4) The Chair shall perform such other duties as may from time to time be determined by the board.

46 The Vice Chair must carry out the duties of the Chair during the Chair's absence.

47 The Secretary must do the following:

- (a) conduct the correspondence of the Community;
- (b) issue notices of meetings of the Community and Board;
- (c) keep minutes of all meetings of the Community and Board;
- (d) have custody of all records and documents of the Community except those required to be kept by the Treasurer;
- (e) maintain the register of members

48 In the absence of the Secretary from a meeting, the board must appoint another person to act as secretary at the meeting.

49 The Treasurer must

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

## **Part 10 - Ministry Coordinator**

50 The Community may hire a Ministry Coordinator on such terms as may be determined by the members at a duly called general meeting.

51 Only a general meeting of the Community is authorized to terminate the contract of the Ministry Coordinator, whether by giving notice under the contract, terminating the contract for just cause or otherwise, or accepting the Ministry Coordinator's resignation.

52 The Ministry Coordinator shall make a full report to the Annual Meeting and bring to the attention of the board any matters which seem to him or her pertinent to the general welfare of the Community, together with such recommendations as may seem proper to him or her, but the final decision in matters of policy and procedure shall remain with the board or the membership.

## **Part 11 — Seal**

53 The board may provide a common seal for the Community and may destroy a seal and substitute a new seal in its place.

54 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 the Chair and Secretary.

## **Part 11— Borrowing**

55 In order to carry out the purposes of the Community the Community may, on behalf of and in the name of the Community by resolution at a duly called meeting of the members, raise or secure the payment or repayment of money in any manner they decide.

56 A resolution to borrow money must be passed by a seventy-five percent (75%) majority if a consensus on the resolution has not been reached following the second meeting to discuss the resolution.

## **Part 12 — Auditor**

57 Each annual general meeting of the members may appoint an auditor, who may or may not be a member of the Community, but who shall not be a member of the board, who shall hold office until the next annual general meeting.

58 The auditor shall conduct such examinations of the accounts of the Community as he or she considers necessary and shall report on the annual financial statements of the Community to the annual general meeting.

## **Part 13 - Inspection of Books and Records**

59 The books and records of the Community under the control of the Secretary may be inspected by any member in good standing, at such convenient time as may be arranged with the Board Secretary, or failing arrangement upon four (4) days written notice to the Secretary.

60 The books and records of the Community under the control of the Treasurer may be inspected by any member in good standing, at such convenient time as may be arranged with the Treasurer, or failing arrangement, upon four (4) days written notice to the Treasurer.

#### **Part 14 — Bylaws**

61 On being admitted to membership, each member is entitled to a copy of the constitution and bylaws of the Community, and the Community must give the member a copy of the constitution and bylaws without charge.

62 These bylaws must not be altered or added to except by special resolution.

#### **Part 15 - Rules of Procedure**

63 The majority of members present at a general meeting or a meeting of the board may determine the rules of procedure to be followed at that meeting and may determine that the meeting shall be conducted using the liturgy of discernment.

#### **Part 16- Dissolution**

64 The purposes of the Community shall be carried on without purpose of gain for its members, and any profits or other accretions to the Community shall be used to promote its purposes.

65 In the event of dissolution or winding-up of the Community, all its remaining assets, after payment of liabilities, shall be distributed to one or more qualified donees as described in subsection 149.1(1) of the *Income Tax Act (Canada)*.

Dated this     day of November, 2006

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WITNESS(ES)

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APPLICANTS FOR INCORPORATION

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Cheryl Vickers  
253 East 28<sup>th</sup> Avenue  
Vancouver BC V5V 2M5

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Jocelyn Urch  
301-8707 Hudson Street  
Vancouver BC V6P 4M7

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Iris Waters  
242 East 39<sup>th</sup> Avenue  
Vancouver, BC V5W 1K2

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Joan Vincent  
427 West 39<sup>th</sup> Avenue  
Vancouver, BC V5Y 2P8

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Gordon McKee  
5 – 2718 Alberta Street  
Vancouver, BC V5Y 3L5