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# CONSTITUTION AND BY-LAWS

## LANGLEY CHRISTIAN SCHOOL SOCIETY

May 2022

### CONSTITUTION OF THE LANGLEY CHRISTIAN SCHOOL SOCIETY

1. The name of the Society is "Langley Christian School Society."
  2. The purposes of the Society are:
    - a. To advance Christian education by establishing and operating schools and services that provide Christian curriculum and pedagogies in all areas of study and programming, and that support the instruction of children to empower them to live a life of excellence and purpose in service to the Kingdom of God;
    - b. To recruit, hire, train and employ teachers and other staff members to direct, advise on, and carry out Christian education based on the principles set forth in Part 1 of the by-Laws;
    - c. To advance religion to adherents of the faith or the public through teaching and promoting the tenets, doctrines, and observances associated with the Christian faith;
    - d. To serve vulnerable individuals or families;
    - e. To enter into an agency or other arrangements for cooperation, joint venture or otherwise with any other entity, organization, society or national or international agency, carrying on or engaged in any activity directly or indirectly related to the purposes of the Society;
    - f. To provide facilities, services and programs that address specific education, recreation, health and childcare needs faced by families and youth in our community; and
    - g. Any other purpose beneficial to the community that has been recognized as charitable by law.
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## BY-LAWS OF LANGLEY CHRISTIAN SCHOOL SOCIETY

### PART 1: FOUNDATIONAL STATEMENTS OF FAITH AND PRINCIPLES

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 historic creeds of the Protestant Reformation (Apostles, Athanasian and Nicene Creeds), having regard to the following principles for Christian education:
  - a. Scripture: 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.
  - b. Creation: Humanity and the entire world find their origin, meaning, and purpose in the Triune God: Creator, Redeemer and Holy Spirit.
  - c. Sin: Sin is disobedience to God's law. Humanity's sin, which brought God's curse on all creation, broke humanity's relationship with God, their neighbour and the world.
  - d. Redemption: 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.
  - e. Human Life: 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 its own making.
  
2. Based on the statements in section 1 above, the following principles provide the framework for Christian Education:
  - a. Teaching and Learning: Teaching and learning must proceed in the light of God's written Word and in accordance with God's creation order. Educators' roles are to integrate the Word of God into core curriculum and educational experiences.
  - b. Education: 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.
  - c. Parents and caregivers: Responsibility for educating children rests primarily upon parents to whom children are entrusted by God. Parents lead their children in participation in the life of the community.
  - d. Students: Each child is a unique image-bearer of their Creator God capable of learning and achievement. Their gifts and talents are God-given and are to be nurtured and celebrated.
  - e. Teachers: Christian teachers, in response to God's renewing work, have a distinct pedagogical responsibility while educating the child in school and during extra-curricular activities.
  - f. Community: Each student, parent, teacher and staff member belong to and are valued members of the school community. They depend on each other to fulfill their Kingdom calling to develop the earth and to serve God and their neighbour in education. The wider community also includes guardians, grandparents, alumni, donors, caregivers and other stakeholders who contribute to and support the mission of the Society.
  - g. Educational Freedom: That Christian schools, organized and administered in accordance with legitimate standards and provisions, should be fully recognized in society as free to function according to these principles.

- h. Discernment: As a Christian community we seek to understand our world and to see Christ's redemptive work in our society. We use developmentally-appropriate literature, technologies, art and media to help our students develop discernment and Biblically-informed judgements, decisions and actions.
3. Sections 1 and 2 under Part 1 shall not be altered except by resolution of the Board sanctioned by a resolution passed at a general meeting by 95 percent of the votes cast by the Members.

## PART 2: INTERPRETATION

1. In these by-laws, unless the context otherwise requires:
- a. "Societies Act" means the Societies Act of the Province of British Columbia (2015) from time to time in force and all amendments of it;
  - b. "Board" means the directors acting as authorized by these by-laws 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 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. "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; or
    - 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;
  - e. "Special Resolution" means:
    - i. A resolution passed at a general meeting of the Society by a majority of not less than two-thirds (2/3) of the votes cast by those members entitled to vote at such meeting; or
    - ii. A resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society;
  - f. "Executive Director" is the senior manager appointed by the Directors to carry out the purposes of the Society;
  - g. "General Meeting" or "General Meetings" means a meeting or meetings of the members of the Society convened by the Directors;
  - h. "Major Capital Expenditure" means an expenditure relating the acquisition of real property or the construction, major alteration or major repair of school facilities requiring debt financing;
  - i. "Members" means those persons who have become Full or Honorary voting members in accordance with these bylaws and have not ceased to be members, and a "Member" means any one of them.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

## PART 3: MEMBERSHIP

1. The Members of the Society are the members in good standing as at the date these by-laws become effective, and those persons who subsequently become Members, in accordance with these by-laws and who, in either case, have not ceased to be Members as provided for in these bylaws.
2. The Directors shall possess the sole power to annually admit Members to the Society.
3. All custodial parents, guardians, caregivers and individuals who support the education of a child in the Christian school are automatically eligible to apply for admission to membership in the Society at the discretion of the board. Applicants may apply using the application form approved by the Board from time to time.
4. On being admitted to membership, each Member is entitled to, and the Society shall provide, without charge, a copy of the Constitution and By-laws of the Society.
5. Members
  - a. Members are Full or Honorary Members who may vote on resolutions of the Society and may serve on the Board of Directors.
  - b. A Member is a person who desires to support the education of a child or children in Langley Christian School and agrees to subscribe to and uphold the Constitution and Bylaws of the Society, promote the aims and objectives of the Society and adhere to the principles for Christian education set out in Part 1 of the by-laws.
  - c. At the discretion and ratification of the Board, Directors may invite a person to honorary membership.
  - d. The Board may establish dues to be payable by Members.
  - e. Employees of the Society are ineligible for membership, with the exception of any employee who is also making contributions in part or in whole toward the tuition of a student enrolled at the school.
6. A person shall cease to be a Member of the Society:
  - a. By delivering the Member's resignation in writing or electronic means to the Secretary of the Society or by mailing or delivering it to the address of the Society, or;
  - b. On the Member's death, or;
  - c. On being expelled, or;
  - d. On having been a Member not in good standing for six consecutive months or;
  - e. By no longer subscribing to the by-laws (applicable to Full and Honorary Members only), or;
  - f. Told upon written request from the Board, failing to indicate within sixty days, that the Honorary Member wishes to remain a Member of the Society, or;
  - g. For any other reasons, such as location and engagement, the Board deems the said Member to be practically incapable of membership.
7. Membership in the Society does not necessarily entitle a Member to send their child to a Christian School established by the Society.
8. Membership expulsion:
  - a. By decision of a two-thirds majority of the Directors, the Board may expel, suspend or otherwise discipline any Member for non-payment of dues or other fees payable, 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 constitution of the Society or is in breach of these bylaws;
  - b. 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.

- c. Any member expelled under these Bylaws, may apply by notice in writing, delivered within ten days after such expulsion, to have the decision of the Board reconsidered. The Board shall within reasonable time after receipt of such notice, reconsider its decision.
- d. Any disputes or conflict arising between Members of the Society shall be resolved through the dispute resolution and mediation policies of the Society amended from time to time by the Board.

#### PART 4: MEETINGS OF MEMBERS

1. General meetings of the Society shall be held such and such a place in accordance with the Societies Act, as the Directors decide.
2. The Directors may, whenever they deem fit, convene an extraordinary general meeting in addition to the annual general meeting.
3. The Directors shall, upon the written request of ten (10%) percent or more of the Full Members of the Society, convene a general meeting without delay.
4. Notice:
  - a. Notice of a general meeting shall be given to each Member at least fourteen (14) days before the date of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.
  - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice, does not invalidate proceedings at that meeting.
5. An annual general meeting shall be held at least once in every calendar year.

#### PART 5: PROCEEDINGS AT GENERAL MEETINGS

1. The business which shall be transacted at an annual general meeting shall be:
  - a. The adoption of rules of order, if required;
  - b. The consideration of the financial statements;
  - c. The report of the Directors;
  - d. The election of Directors unless election held by proxy or electronic voting;
  - e. The report of the auditor if any;
  - f. The appointment of auditor, if required, and;
  - g. Such other business, as under these by-laws, if required, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issues with a notice of convening the meeting.
2. Quorum:
  - a. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present;
  - b. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;
  - c. A quorum shall be:

- i. In the case of a general meeting at which the Members are called upon to vote on a proposal involving a Major Capital Expenditures or Real Property Acquisitions and Dispositions, sixty (60) Members in good standing present;
    - ii. In all other cases, thirty (30) Members in good standing;
  - d. If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to another date, time and place set by the Directors immediately before the adjournment of the meeting. If no date, time and place is set by the Directors, the meeting shall stand adjourned to the same day in the next week, at the same time and place. In either case, if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members in good standing constitute a quorum.
3. The Chair of the Society, the Vice Chair or in the absence of both, a board designate, shall preside as Chair of a general meeting.
4. Adjournment:
  - a. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - b. When a meeting is adjourned for twenty (20) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - c. Except as provided in the bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
5. Resolutions:
  - a. No resolution proposed at a meeting need be seconded and the Chair of the Meeting may move or propose a resolution;
  - b. In the case of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote which he may be entitled as a Member and the proposed resolution shall not be passed.
6. Member Voting:
  - a. A Full or Honorary Member in good standing is entitled to one (1) vote at all general meetings.
  - a. Voting with respect to the election of Directors and with respect to proposals involving Major Capital Expenditures shall be by ballot. In all other cases, voting may be by show of hands.
  - c. A Major Capital Expenditure shall not be incurred by the Society without the approval of a Special Resolution;
  - d. Voting by mail, electronic ballot or by any other virtual technology, is permitted with respect to the following matters:
    - i. Election of Directors;
    - ii. Approval of the Society's annual financial statements;
    - iii. A resolution proposing a Major Capital Expenditure;
    - iv. A Special Resolution proposing the sale of real property;
    - v. A Special Resolution proposing an amendment to the Constitution or by-laws of the Society.
  - e. Where voting by mail is permitted pursuant to article 6.c. of these by-laws, the Secretary of the Society shall mail ballots to all Members of the Society in good standing at least twenty-one (21) days prior to a general meeting. The ballots shall set out the matter or matters to be voted upon and shall disclose the

address of the Secretary to which the completed ballots may be mailed or delivered. Only those ballots that are properly completed and signed by Members in good standing and are received by the Secretary by mail or by delivery prior to the commencement of the general meeting shall be counted.

- f. Where voting electronic ballot or by any other virtual technology is permitted pursuant to these by-laws, the Secretary of the Society shall describe to all Members, the process of electronic voting including the time frame to receive the electronic vote from the Member. The process shall clearly articulate the matter or matters to be voted upon.
- g. Absentee votes are not permitted.
- h. Voting by proxy is permitted provided that the proxy has previously been appointed in writing by the Member appointing the proxy and the proxy has the written appointment at the meeting. A permanent proxy or a proxy entitling a person or Member to vote at other than one meeting and any adjournment of that meeting is void. In the case of a written proxy votes on specific issues, such written proxy votes are also to be counted and added to the total of votes by hand or voice.

## PART 6: DIRECTORS

### 1. Directors:

- a. A person must be a Member of the Society in good standing in order to be eligible to hold office as a Director.
- b. 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 Part 1 of these bylaws. If at any time a Director is at variance with the statements in this clause, the Director shall resign.
- c. No more than one-quarter (1/4) of the Board of Directors may consist of related family members; or may be directly related to employees of the Society; any other limitations to Director membership shall be defined in policies of the Board
- d. An Employee of the Society is not eligible to hold office as a Director. No more than one-third (1/3) of the Board of Directors may consist of directors whose spouse is an employee of the Society.

### 2. Terms and Elections:

- a. Directors shall be elected to serve a term of up to three years. Every director serving a term of office shall retire from office at the close of the Society 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 three, the person previously elected as director shall continue to hold office until such time as successors directors are elected.
- b. A maximum of two of the retiring Directors, who have completed two terms, are eligible for immediate re-election for additional terms of up to three years, with no limit on the maximum number of consecutive terms a Director may serve.
- c. In the event of the resignation of a Director, or in the event of a special circumstance, the Board of Directors may appoint a Member to the Board until an election is held.
- d. In addition to regular annual elections, in any year a maximum of two of the retiring Directors who have completed a term shall be eligible for appointment to the Board of Directors, subject to Society approval.

### 3. Nominations:

- a. Generally, the Board of Directors shall nominate at least one person for each vacancy on the Board of Directors.

- b. Members shall have the right and opportunity of submitting names of possible nominees in writing to the Directors for their consideration prior to the election for Directors.
  - c. Nominations supported by the signature of 20 Members in good standing, received at least thirty (30) days prior to the election shall be accepted on the ballot, provided that the nomination is a Member in good standing and agrees to stand for consideration.
  - d. When the number of nominees is equal to or less than the number of vacancies on the Board, then Society Members shall vote on each individual nominee to the Board by ballot and election of each individual nominee will require a Special Resolution.
  - e. In elections where there are more nominees than vacant positions for directors, election shall be by secret ballot with the name of each nominee appearing individually on the ballot. Nominees shall be deemed to be elected in order of those candidates receiving the most votes. 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.
4. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
  5. The Members may by Special Resolution remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
  6. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

#### PART 7: PROCEEDINGS OF DIRECTORS

1. Meetings and Transactions:
  - a. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that they shall meet a minimum of 5 times per school year.
  - b. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of the Directors then in office.
  - c. The Chair shall be the chairperson of all meetings of the Directors; but if at any meeting the Chair is not present within thirty minutes after the time proposed for the holding of the meeting or if he has given prior notice that he shall not be present, the Vice-Chair shall act as chairperson, and if neither is present, the Secretary shall be chairperson at the meeting.
  - d. Questions arising at a meeting of the board shall, unless otherwise prescribed in these bylaws, be decided by majority vote, recognizing that all decisions should be made, to the extent possible, by consensus.
2. Committees:
  - a. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.
  - b. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
  - c. A committee of Directors shall elect a Chair of its meetings and the members of such a committee may meet and adjourn as they think proper.



- d. Any committee of Directors shall have a current terms of reference, as reviewed by the Board, describing purpose, length of term required for the committee to conduct its business, and how meetings shall be conducted.
3. The Directors may form committees not consisting entirely of Directors to assist the Directors in the management of the Society, but no resolution of such a committee shall be valid without the adoption of the Directors.
4. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair may have a casting vote.
5. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chair of a meeting may move or propose a resolution.
6. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

#### PART 8: DUTIES OF DIRECTORS

1. The Board of Directors has the responsibility to ensure that the Society carries out its stated objectives. It governs the organization by fulfilling all statutory requirements and by setting broad policies and goals for the administration to implement and achieve.
2. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, nevertheless subject to the provisions of:
  - a. All laws affecting the Society, and;
  - b. These by-laws; and
  - c. Rules made from the Society from time to time, which would include policy manuals.
3. The Society may purchase and maintain liability insurance for the benefit of a Director, Officer, employee, volunteer, or staff member of the Society, or any other corporation controlled by the Society, and any executive board member, or committee member of the foregoing, whether salaried or not.
4. The number of Directors shall be nine (9) or such greater number to a maximum of thirteen (13) as may be determined from time to time by the Directors.
5. Specifically, the Board of Directors shall:
  - a. Ensure the overall conduct of those schools established by the Society is in keeping with its Foundational Statements Part 1;
  - b. Cast a long and/or short-term vision for the schools established by the Society;
  - c. Approve a strategic plan to accomplish the established vision;
  - d. Hire an Executive Director who will oversee the operations of the Society and who will take the organization in the general direction prescribed by the Board;
  - e. Supervise and support the chief executive officer of the Society;
  - f. Approve the annual budget of the Society;
  - g. Oversee the management of risk of the Society;
  - h. Establish and maintain a Board Policy manual.

#### PART 9: DUTIES OF THE EXECUTIVE DIRECTOR

1. The Head of Schools shall be the chief executive officer of the Society and an employee of the Society.
2. The Head of Schools is entitled to receive notice of and to attend all meetings of the Board and of all Board committees, other than the Governance Committee, but shall not be entitled to vote at meetings of the Board or committee.
3. The Head of Schools shall exercise general supervision over the business and affairs of the Society as assigned to the Head of Schools by the Board and shall possess and exercise such powers and perform such other duties as are from time to time assigned to the Head of Schools by the Board.
4. If the position of Head of Schools 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 Head of Schools, 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 Head of Schools. The Board may decide to appoint an interim executive officer, while a search for a Head of Schools takes place.

#### PART 10: DUTIES OF OFFICERS

1. At the first meeting of the Board held after an annual general meeting, 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 following annual general meeting.
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.
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. The Chair shall be a member of all committees.
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.
5. The Secretary shall remain 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.
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.
7. If the Secretary or designate 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. The Board may hire and appoint an administrative assistant to carry out the duties of the Secretary.
8. Notwithstanding the foregoing bylaws, the Board may designate 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 11: AUDITOR

1. This part applies only when the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the Directors and they shall also fill all vacancies occurring in the office of auditor.
3. At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be informed forthwith in writing of appointment or removal.
6. No Director and no employee of the Society shall be auditor.
7. The auditor may attend general meetings.

#### PART 12: NOTICES TO MEMBERS

1. A Notice or mail ballot may be given to a Full Member in good standing or an Honorary Member, either personally or by mail or by electronic mail to their registered address or electronic mail address, as last provided by the Member.
2. Notices:
  - a. A notice may be given to a Member, either personally or by mail or by electronic mail to the Member at the Member's registered address or the Member's e-mail address as recorded in the Society's records.
  - b. A notice sent electronically 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 shall be deemed to have been given on the date of transmission.
  - c. Notice of a general meeting shall be given only to:
    - i. every Member shown on the register of Members on the day notice is given, and
    - ii. the auditor, if an auditor is appointed under these bylaws.

#### PART 13 – DISPUTE RESOLUTION

1. 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.
2. 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 Langley, British Columbia. Both parties shall share the fee of the mediator and arbitrator equally.
3. 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 14: DISSOLUTION OF LANGLEY CHRISTIAN SCHOOL SOCIETY

1. In the event of the winding-up or dissolution of the Society, and funds or assets of the Society remains after satisfaction of its debts and liabilities shall be given or transferred to such Christian educational organizations that are registered charities pursuant to the provisions of the Income Tax Act (Canada) from time to time in effect as shall be determined by the Members of the Society, and if effect cannot be given to the aforesaid provisions, such funds shall be given or transferred to such organizations that are registered charities pursuant to the provisions of the Income Tax Act (Canada) which have purposes similar to those of the Society.
2. This provision shall not be altered except by resolution of the Board sanctioned by a resolution passed at a general meeting by 95 percent of the votes cast by the Members.

#### PART 15: NOT FOR PROFIT SOCIETY

1. The activities and purposes of the Society shall be carried on without purpose of monetary or economic gain for its Members, and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.
2. This provision shall not be altered except by resolution of the Board sanctioned by a resolution passed at a general meeting by 95 percent of the votes cast by the Members.

#### PART 16: BOOKS AND RECORDS

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

#### PART 17: BYLAWS

1. These bylaws shall not be altered or added to except by resolution of the Board sanctioned by a Special Resolution.