

CONSTITUTION and BYLAWS

of the

CENTRE FOR SPIRITUAL LIVING – CAMPBELL RIVER

of

Campbell River, British Columbia

A Member of

CENTRES FOR SPIRITUAL LIVING
Golden, Colorado

Province of British Columbia

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the Society is

CENTRE FOR SPIRITUAL LIVING – CAMPBELL RIVER

2. The purposes of the Society are:

To advance and teach the religious tenets, doctrines, observances and culture associated with the Religious Science Faith through teaching the Science of Mind principles

- by providing ongoing Sunday services, classes, seminars, support groups and discussion groups that fulfill the purpose of this Society.

3. Upon the dissolution or winding-up of the organization, its assets remaining after payment or provision for payment of all debts and liabilities of this organization, all remaining assets shall be distributed as determined by the membership to a chosen non-profit organization which is operated exclusively for charitable purposes and which has established its tax-exempt status under the laws of Canada and the Province of British Columbia. This provision shall be unalterable.

BYLAWS OF
CENTRE FOR SPIRITUAL LIVING – CAMPBELL RIVER
Member of Centres for Spiritual Living Golden, Colorado USA

Definitions

In these ByLaws:

“**ELECTION**” mean election by ordinary majority.

ARTICLE I

Members

1.1 There shall be one class of members. Any person may become a member upon application therefore and approval thereof by the Membership Committee or the Minister/Executive Director and their name shall entered in a Registry of Members to be kept by the Secretary of the Society, as referred to in the Article 5.05

1.2 Membership Fee

The membership fee shall be set annually by the Board of Trustees as the first meeting of the Trustees following the Annual Meeting of the membership. Each member shall be required to pay such annual fee by no later than June 1st of each year. The membership application shall be accompanied by the membership fee.

All members are in good standing except a member who 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.

1.3 Termination and Re-instatement of Membership

- a) A membership may be terminated by a majority vote of the Board of Trustees and the Minister/Executive Director, if the judgment of the Board of Trustees, the member is a disruptive element and a cause of dissension so that his removal would enhance harmony within the membership and thereby be in the best interest of the Society.
- b) A written notice of intention to terminate membership must be sent by the Secretary, to the member 15 days before the Board intends to vote on the termination. Such written notice shall contain the reasons for the intention to terminate the membership. Upon request, the Board must grant a member a hearing prior to the vote to terminate the member, but the decision of the Board shall be final and not subject to further appeal.

- c) Upon termination of a membership, the member's name shall be removed from the Register of Members, by the Secretary.
- d) Re-instatement is to be approved by a majority vote of the Board of Trustees and the Minister/Executive Director.

1.4 Withdrawal of Member

Any member of the Society may withdraw from the Society by mailing to the registered office of the Society a written notice indicating his desire to withdraw from the Society. Upon receipt of the written notice by the Society, the Secretary shall remove the member's name from the Register of Members and that person will cease to be a member forthwith.

1.5 The Expectations of the member shall be:

- a) To uphold the teachings and practices of the Society by continuous effort therein and to exemplify them in daily life.
- b) To attend as far as possible the weekly celebration and class meetings of the Society.
- c) To attend the business meetings of the Society whenever possible and vote thereat.
- d) To contribute regularly, as able, to the financial support of the Society.
- e) To hold office and act on committees.

ARTICLE II

Board of Trustees

- 2.1 The affairs of the Society shall be administered by a Board of Trustees consisting of a minimum of 5 members. The Minister/Executive Director will attend all board meetings as a non-voting member.
- 2.2 The Trustees, with the exception of the Minister/Executive Director, who shall always be a non-voting member of the Board of Trustees by virtue of the office, shall be ELECTED by the members of the Society at the Annual Meeting of the membership for a term of 3 years.
- 2.3 The members of the first Board of Trustees shall classify themselves by lot as to their initial term of office: one-third of whom will hold office officially for one year, one-third initially for two years, and one-third initially for three years. Thereafter at

each Annual Meeting Trustees shall be ELECTED to the end that each year there shall be ELECTED one-third of the members of the Board of Trustees.

- 2.4 A Trustee may be removed from office by special resolution and another trustee may be ELECTED, or appointed by ordinary resolution, to serve during the balance of the term.
- 2.5 A Trustee may be removed from office if he or she is absent from three consecutive meetings of the Board, whether regular or special meetings, without providing advanced notice to the Society detailing the reasonable explanation for his or her anticipated non-attendance.
- 2.6 Any member of the Society shall be eligible for election or appointment to the Board.
- 2.7 The members by special resolution remove a trustee at a general meeting of the Society.

ARTICLE III

Meetings of the Board of Trustees

- 3.1 A quorum for a transaction of business by the Board of Trustees shall be a majority of the members thereof.
- 3.2 The first regular meeting of the Board of Trustees each year shall be held within 30 days following the date of the Annual Meeting of the membership of the Society.
- 3.3 The Board shall hold such other regular or special meetings as the Board may, from time to time, by resolution or otherwise specify, and such resolution or other specification of the Board, in relation to regular meetings, shall of itself be sufficient notice thereof, and no other or further notice thereof need be given.
- 3.4 The President, the Minister/Executive Director, or any 2 of the Trustees may at any time call a special meeting of the Board of Trustees, provided notice of such special meeting is given each Trustee by phone, or in person at their last known address, at least 24 hours prior to the meeting date.
- 3.5 All meetings of the Board of Trustees shall be held at the principal place of business of the Society unless otherwise specified in the notice, resolution or other specification convening such meeting.
- 3.6 The Trustees may, by a majority of the Trustees present and the prior written consent of the absent Trustees waive any provision restriction or requirement relative to notice, time and place of any meeting of the Board of Trustees. The majority consent, including the written consent of the absent Trustees, shall be entered into the minutes of any meeting so held.

- 3.7 Any matter of business which is of interest to, or which affects the Society may be brought before, considered, acted upon or transacted at any duly properly convened regular or special meeting of the Board of Trustees.
- 3.8 Trustees may attend board meetings in person or via conference call, internet call or similar means.

ARTICLE IV

Power and Duties of the Board of Trustees

- 4.1 To the end that the purposes of the Society may be accomplished, the Board of Trustees, with input from the Minister/Executive Director, shall conduct of the affairs of the Society in a manner not inconsistent with the laws of the Province of British Columbia, the spirit of the organization and these by-laws.
- 4.2 Save as provided in Paragraph 4.6, the Board of Trustees shall elect, appoint, employ and remove the officers and employees of the Society, and shall fix the compensation as well as the scope, nature and course of their respective duties and authority, with input from the Minister/Executive Director.
- 4.3 The members of the Board of Trustees shall receive no monetary remuneration, except for the Minister/Executive Director.
- 4.4 The Board of Trustees shall cause appropriate records to be kept of the meetings and proceedings of the Board and of other affairs of the Society and shall submit in writing at each Annual Meeting of the Society an appropriate and comprehensive report of activities of the Society during the preceding year and a complete statement of the financial condition of the Society as of a date not more than 90 days preceding the time of the annual general meetings.
- 4.5 The Secretary and the Treasurer will be members of the Board of Trustees.

ARTICLE V

Officers, Authorities and Duties

- 5.1 The officers of the Society shall be the President and a Vice-President, a Secretary and a Treasurer who shall be ELECTED by the Board of Trustees from amongst the membership of the Board of Trustees.
- 5.2 Any 2 or more offices, other than the offices of the President and Secretary may be combined.
- 5.3 The officers have the authority, powers, and duties usually accorded or pertaining to such respective officers, except as the Board of Trustees may, from time to time, enlarge upon or limit the same.

- 5.4 The President shall be the Chairman of the Board of Trustees and shall preside at all Board and Society business meetings. In the absence or inability of the President to act, the Vice-President shall exercise the duties and powers of the President, and in the absence or inability of the Vice-President, a Chairman shall be ELECTED by the Trustees at the meeting to preside for the duration of the meeting.
- 5.5 The Secretary shall attend and be the Secretary of all meetings of the Board of Trustees, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he or she shall cause to be given, as and when instructed, all notices to the members of the Society, members of the Board of Trustees, officers, auditors and members of committees of the Board; he or she shall establish and maintain a Register of Members of the Society; he or she shall be the custodian of the Corporate Seal of the Society and shall have such other powers and duties as the Board of Trustees may specify.
- 5.6 The Treasurer shall keep appropriate accounting records and shall be responsible for the deposit of money and disbursements of funds of the Society; he or she shall render to the Board of Trustees whenever required an account of all the transactions and he or she shall have such other powers and duties as the Board of Trustees may specify.
- 5.7 The Board of Trustees may, from time to time, create and abolish such other offices as it may deem appropriate and fix the powers, duties, qualifications and manner of selection of officers.
- 5.8 The Board of Trustees may appoint an Executive Committee comprised of any number of its members, and delegate to such committee such powers and authority of the Board, except the power to adopt, amend, or repeal these by-laws, as it may deem advisable and expedient, provided however, that the President and Minister/Executive Director shall be members of such Executive Committee.

ARTICLE VI

Committees

- 6.1 The Board of Trustees may appoint such special committees as are deemed necessary to carry on the business of the Society.
- 6.2 Membership Committee. The Board of Trustees shall appoint a Membership Committee who shall be comprised of not less than 3 and not more than 5 members, one of whom shall be the Minister/Executive Director. The term of the members of the said committee shall be one year.
- 6.3 Nominating Committee. The Board of Trustees shall appoint a Nominating Committee who shall be comprised of 3 members, 2 of which are current Board members not up for re-election, and one from the membership at large.

6.4 The Minister/Executive Director shall be an ex-officio member of all committees.

ARTICLE VII

The Office of Minister/Executive Director

- 7.1 No person shall hold the office of Minister/Executive Director of the Society unless he or she is a licensed Minister as defined by Centres for Spiritual Living.
- 7.2 The Minister/Executive Director shall be the leader and the director of the Society. He or she shall have and exercise all of the prerogatives and responsibilities usually accorded to and pertaining to the office of a Pastor. He or she shall conduct and arrange the programs of all religious and educational meetings of the Society.
- 7.3 The Board's selection of the Minister/Executive Director shall be ratified by the membership of the Society, in a special membership meeting called for that purpose.
- 7.4 In the event that the membership of the Society decides to terminate the employment of the Minister/Executive Director, such employment may be terminated by a vote of not less than 75% of those members, who is entitled to vote do so, in person or by proxy. See Paragraph 7.5 below.
- 7.5
- (a) For the purposes of Paragraph 7.4, 35% of the membership as defined in Paragraph 7.5. (b), represented in person or by proxy, shall constitute a quorum at the special membership meeting, but never less than 3 members.
 - (b) For the purposes of Paragraph 7.4, only those members who have been members in good standing for 6 months prior to the meeting date, are entitled to vote.
- 7.6 Action by the membership of the Society pursuant to Paragraph 7.3 and 7.4 of this Article may only be taken at a special meeting of the Society. Notice of the time, place and purpose of such meeting shall be given by at least 3 consecutive weekly announcements at the weekly meetings of the membership, and by written notice sent to each member of the Society at least 21 days prior to the date of the special meeting.
- 7.7 The Minister/Executive Director shall be responsible for selecting and directing the activities and presentations of class material for the Accredited Religious Science Teachers and/or Assistant or Staff Ministers. The Minister/Executive Director may remove or discharge any Accredited Teacher or Minister, at his or her discretion.

- 7.8 The Minister/Executive Director is responsible for the on-going educational requirements of licensed Practitioners within the Society and may refuse to re-license a Practitioner at his/her discretion. The Minister/Executive Director may also request that Religious Science International revoke for cause the license of a Practitioner of the Society.

ARTICLE VIII

Society Meetings

8.1

(a) The Annual General Meeting of the membership of the Society shall be held no later than the month of March in each year. The time and place of the said meeting shall be established by the Board of Trustees. Notice of the time and the place of the Annual General Meeting shall be sent to each member of the Society at least 21 days prior to the date of the Annual General Meeting. Such Annual General Meeting shall be adjourned from day to day, or to a subsequent day by a majority vote of the members in attendance at such meeting.

(b) A quorum for purposes of the Annual General Meeting shall be 5% of the membership or 25 in number, whichever is greater, and who may be present in person or by proxy.

8.2 At the Annual General Meeting of the Society, the membership shall receive reports of the Board of Trustees, elect Trustees to fill the positions of the terms then expiring, and pass upon and transact such other business as may properly come before such meeting.

8.3 Special meetings of the membership of the Society may be called by a majority of the membership of the Board of Trustees or by a petition for the call of such meeting signed by a minimum of 10% of the members of the Society. Notice of the special meeting shall be given by at least 3 consecutive weekly announcements at the weekly meetings of the membership and by written notice sent to each member of the Society at least 21 days prior to the date of the special meeting. Notice of a special meeting shall state the nature of the business to be transacted in sufficient detail to permit the member to form a reasonable judgment thereon.

8.4 A quorum for purposes of a meeting referred to in Paragraph 8.3 shall consist of not less than 25 members of the Society present in person or by proxy.

ARTICLE IX

Finances

- 9.1 The financial support of the Society shall be volunteer offering, subscriptions, or gifts, and from such other sources and activities as may be proper and in keeping with the purpose of the Society.
- 9.2 All the members of the Society shall be informed of the financial responsibility of the Society in Religious Science International as determined by the Congress of Centres for Spiritual Living in Annual Convention.
- 9.3 The Society shall be represented at the Annual Congress of Centres for Spiritual Living.

ARTICLE X

Amendments

- 10.1 The Board of Trustees of this Society may propose changes and amendments to these by-laws and submit such proposals to the membership of the Society for approval. The by-laws of the Society shall not be rescinded, altered or added to except by special resolution as defined in the SOCIETIES ACT of [RSBC, 1996] Chapter 433, or future amendments thereto.

ARTICLE XI

Corporate Seal

- 11.1 The Society shall have a corporate seal containing the exact name of the Society. Any signing officer of the Society may affix a corporate seal to any instrument requiring the same but no instrument is invalid merely because the corporate seal is not affixed thereto.
- 11.2 Any instrument may be signed on behalf of the Society by any two of the President, Vice-President, Secretary, Treasurer or any other office created by these by-laws or by the Board.

ARTICLE XII

Voting

- 12.1 Any member who has not withdrawn from membership or whose membership has not been terminated as herein provided, shall have the right to vote at any meeting of the Society. Each member shall have one vote.
- 12.2 On a poll, votes may be given either personally or by proxy.
- 12.3 The proxy appointing a nominee shall be in writing under the hand of the appointer or of his attorney duly authorized in writing.

12.4 The proxy appointing a nominee and the power of attorney under which it is signed, or a notarially certified copy of that power or authority shall be deposited with the Society in a form of proxy in the following form, within the period of time preceding any meeting or adjourned meeting fixed by the Trustees and not exceeding 48 hours, excluding Saturdays and holidays, and which is specified in the notice calling the meeting.

Centre for Spiritual Living - Campbell River

The undersigned hereby appoints _____ of _____ (or failing him _____ of _____) as proxy holder for the undersigned to attend at and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the ____ day of ____, 20____, and at any adjournment of that meeting.

ARTICLE XIII

Notices

13.1 A notice or document required by these by-laws to be sent to a member of the Society or to a Trustee may be sent by mail, addressed to, or may be delivered personally to, the member or Trustee at his latest address as shown on the Register of Members.

13.2 A notice or document given or provided in accordance with Paragraph 13.1 is deemed to be received on the date of delivery if delivered personally, or if mailed, 5 days after the date the same is mailed by prepaid mail, unless there are reasonable grounds for believing that the member or Trustee did not receive the notice or document at the time or at all.

ARTICLE XIV

Audit of Accounts

14.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by 2 members of the Society ELECTED for that purpose at the Annual General Meeting of the Society. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.

14.2 The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Trustee shall at all times have access to such books and records.

ARTICLE XV

Borrowing Power

15.1

- (a) For the purpose of carrying out its objects, the Society may borrow or raise or secure payment of money in such manner as it thinks fit, with the exception of the issue of debentures.
- (b) The issue of debentures requires the sanction of a special resolution of the Society.

15.2 The Board of Trustees may by resolution delegate the powers referred to in Paragraph 15.1 (a) above, to the Executive Committee. (Also see Paragraph 11.2).

ARTICLE XVI

Indemnification

16.1 Subject to the Society Act, the Society shall hold Centres for Spiritual Living harmless against any action, litigation or suit brought against Centres for Spiritual Living as a result of the actions of the Society's Minister/Executive Director, employees, Board members, member's friends or volunteers. The Society shall defend Centres for Spiritual Living against said action and will furnish legal defense, legal counsel and/or advice at no cost to Centres for Spiritual Living . This Society agrees that Centres for Spiritual Living is in no way responsible for the actions of its member church Societies when such action contradicts Centres for Spiritual Living by-laws, policies or Church/Society by-laws.

ARTICLE XVII

Severability

17.1 The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws.

DATED this 25th day of March, A.D., 2012

DATED this 25th day of March, A.D., 2012

APPLICANTS for ByLaw Change:

SIGNED, SEALED & DELIVERED
in the presence of:

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