

2019



FELLOWSHIP OF CHRISTIAN ASSEMBLIES

.....

*Connecting to Advance God's Kingdom*

.....

## NOTICE OF SPECIAL BUSINESS FCA ANNUAL BUSINESS MEETING

To be held at the FCA Convention in Vancouver May 8, 2019 at 2:45 PM.  
Executive Airport Plaza Hotel & Conference Centre, Richmond, B.C.  
For more info on 2019 FCA Convention, please go to [www.fcaconvention.ca](http://www.fcaconvention.ca).

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## **ANNUAL BUSINESS MEETING AGENDA**

**Wednesday, May 8, 2019 | 2:45 PM**  
**Executive Airport Plaza Hotel & Conference Centre, Richmond, BC**

- |             |   |
|-------------|---|
| 5 minutes   | Welcome/Prayer  |
| 10 minutes  | Introductions of new ministers and church delegates   |
| 2 minutes   | Approval of Agenda  |
| 2 minutes   | Approval of May 2, 2018 Business Meeting Minutes  |
| 2 minutes   | Introduction and recognition of reports and those who submitted them  |
| 20 minutes  | Secretary-Treasurer's Report – Gene Enns <ul style="list-style-type: none"><li>a. Notice to Reader</li><li>b. 2020 Budget</li></ul>   |
| 7.5 minutes | Fellowship Pastor's Report – Glen Forsberg  |
| 7.5 minutes | Missions' Coordinator's Report – James Humphries  |
| 7.5 minutes | Group RRSP Report – Jim Reimer  |
| 7.5 minutes | FCA Plus Report – George Bradley  |
| 5 minutes   | Envisioning Meeting Report - Trevor Hoskins   |
| 30 minutes  | <b><u>Business Items:</u></b> <ul style="list-style-type: none"><li>a. Statement of Common Beliefs Alignment</li><li>b. Parachurches Permitted to Endorse</li><li>c. Amendments to Articles of the Corporation</li><li>d. Updating of Handbook (to separate Constitution &amp; Bylaws from Policies &amp; Procedures)</li><li>e. 2022 International Convention Location</li></ul> |
| 10 minutes  | <b><u>Affirmation of Elders:</u></b> <ul style="list-style-type: none"><li>a. Elders for Re-election: Glen Forsberg, Trevor Hoskins</li><li>b. Elder Emeritus recognition: James Humphries</li><li>c. New Elder for Election: Gene Enns</li></ul>   |
| 5 minutes   | 2020 International Convention Promotion San Diego, California by Gabe Carlson   |
| 2 minutes   | Acknowledgement of staff and volunteers and adjournment   |

## **Business Item a. Statement of Common Beliefs Alignment**

- **Proposed Amendment to Bylaws/Statement of Common Beliefs**

### **Intention**

The intention of this motion is simply to align the Statement of Common Beliefs of the FCA US and the FCA Canada. Some changes are simply related to punctuation and stylistic consistencies. However, the changes that are being proposed regarding wording are underlined and highlighted in the resolution. The one section in yellow near the end of the proposed statement is an addition.

### **Proposed Resolution**

***Resolved, That the current Statement of Common Beliefs, which is***

#### **WE BELIEVE:**

The Bible to be the only inspired, infallible, and authoritative Word of God. (*John 16:13; II Timothy 3:15-17; I Peter 1:21; 1 Thessalonians 2:13*)

That there is one God, eternally existent in three persons: Father, Son and Holy Spirit. (*Deuteronomy 6:4; Isaiah 43:10-11; Matthew 28:18; Luke 3:22; John 14:16*)

In the deity and humanity of our Lord Jesus Christ, (*John 1:1, 14; 20:28-29; Philippians 2:6-11; Isaiah 9:6; Colossians 2:9*)

His virgin birth, (*Matthew 1:18; Luke 1:34-35; Isaiah 7:14*)

His sinless life, (*II Corinthians 5:21; Hebrews 4:15; 7:26-27; I John 3:5; I Peter 2:22*)

His miracles, (*Matthew 4:23; Luke 6:17-19; John 3:2*)

His vicarious and atoning death through His shed blood, (*Colossians 1:14, 20; Romans 5:8-9; Ephesians 1:7*)

His bodily resurrection, (*I Corinthians 15:3-4; Luke 24:4-7, 36-48; Revelation: 1:17-18*)

His ascension to the right hand of the Father, (*Acts 2:33; 5:30-31; I Peter 3:22*)

His personal return in power and in glory. (*Acts 1:11; Philippians 2:9-11; I Thessalonians 1:10; 4:13-18; John 14:1-3*)

That justification by faith in the atonement of Jesus Christ and regeneration by the Holy Spirit are absolutely essential for the salvation of lost and sinful man. (*Romans 3:24-25; John 3:3-7; I John 5:11-13; Ephesians 2:1-16; Revelation 5:9; Acts 4:23; I Corinthians 6:11*)

That the prime agency for the work of God's Kingdom is the Christian local church functioning under the sovereignty of our Lord Jesus Christ. The church has been entrusted with the ordinances of Believer's Baptism and the Lord's Supper. (*Acts 16:4-5; Matthew 16:18; 28:18-20; Acts 2:41-47; Ephesians 1:22-23; I Corinthians 12; I Corinthians 11:23-26*); and, "the Great Commission" to preach the Gospel, making disciples of all nations, baptizing them in the name of the Father, the Son Jesus Christ, and the Holy Spirit, teaching them to observe all Christ's commands as recorded in the Bible. (*Matthew 28:19-20; Mark 16:15-16; Luke 24:44-49; John 20:21; Acts 1:6-8*).

In the present ministry of the Holy Spirit, which includes: the baptism in the Holy Spirit as a distinct experience from regeneration; His indwelling whereby the Christian is enabled to live a Godly life; His supernatural gifting and empowering of the church for its work, life and worship. (*Luke 24:49; Acts 1:4-8; 2:1-4; 10:44-46; 1 Corinthians 12, 14*)

In the return of Jesus Christ, to consummate His Kingdom in the resurrection of both the saved and the lost; those who are saved unto the resurrection of life, and those who are lost unto the resurrection of damnation. (*John 5:28-29; Mark 14:62; II Thessalonians 1:2-10; Revelation*

1:5-7; 20:4-5, 11-12)

In the spiritual unity of believers in our Lord Jesus Christ. (*John 17:11; 21-23; Romans 12:4-5; Ephesians 4:11-16*)

be replaced with the following:

#### **WE BELIEVE:**

The Bible to be the only inspired, infallible, and authoritative Word of God (*John 16:13; 2 Timothy 3:15-17; 2 Peter 1:21; 1 Thessalonians 2:13*).

**There** is one God, eternally existent in three persons: Father, Son and Holy Spirit (*Deuteronomy 6:4; Isaiah 43:10-11; Matthew 28:18; Luke 3:22; John 14:16*).

In the deity and humanity of our Lord Jesus Christ (*John 1:1, 14; 20:28-29; Philippians 2:6-11; Isaiah 9:6; Colossians 2:9*),

His virgin birth (*Matthew 1:18; Luke 1:34-35; Isaiah 7:14*),

His sinless life (*2 Corinthians 5:21; Hebrews 4:15; 7:26-27; 1 John 3:5; 1 Peter 2:22*),

His miracles (*Matthew 4:23; Luke 6:17-19; John 3:2*),

His vicarious and atoning death through his shed blood (*Colossians 1:14, 20; Romans 5:8-9; Ephesians 1:7*),

His bodily resurrection (*1 Corinthians 15:3-4; Luke 24:4-7, 36-48; Revelation 1:17-18*),

His ascension to the right hand of the Father (*Acts 2:33; 5:30-31; 1 Peter 3:22*),

His personal return in power and in glory (*Acts 1:11; Philippians 2:9-11; 1 Thessalonians 1:10; 4:13-18; John 14:1-3*).

That justification by faith in the atonement of Jesus Christ and regeneration by the Holy Spirit are absolutely essential for the salvation of lost and sinful man (*Romans 3:24-25; John 3:3-7; 1 John 5:11-13; Ephesians 2:1-16; Revelation 5:9; Acts 4:23; 1 Corinthians 6:11*).

That the prime agency for the work of God's kingdom is the Christian local church functioning under the sovereignty of our Lord Jesus Christ **to fulfill the Great Commission of preaching the Gospel to make and baptize disciples of all nations. The church has been entrusted with the ordinances of Believer's Baptism and the Lord's Supper** (*Acts 1:6-8; 2:41-47; 16:4-5; Matthew 16:18; 28:18-20; Mark 16:15-16; Luke 24:44-49; John 20:21; Ephesians 1:22-23; 1 Corinthians 11:23-26; 12:1-31*).

In the present ministry of the Holy Spirit which includes: the baptism in the Holy Spirit as an experience distinct from regeneration; his indwelling **by which the Christian** is enabled to live a godly life; his supernatural gifting and empowering of the church for its work, life, and worship (*Luke 24:49; Acts 1:4-8; 2:1-4; 10:44-46; 1 Corinthians 12:1-31; 14:1-40*).

**In a lifestyle and practice of ethical conduct and integrity consistent with the character of Jesus Christ and biblical standards** (*Romans 12:1-2; 1 Corinthians 6:9-10; Galatians 5:19-21; Ephesians 4:13-32; 1 Timothy 3:1-13; Titus 1:5-11; 2:11-13; 3:9; 1 Peter 1:13-16*).

In the return of Jesus Christ, to consummate his kingdom in the resurrection of both the saved and the lost; those who are saved unto the resurrection of life, and those who are lost unto the resurrection of damnation (*John 5:28-29; Mark 14:62; 2 Thessalonians 1:2-10; Revelation 1:5-7; 20:4-5, 11-12*).

In the spiritual unity of believers in our Lord Jesus Christ (*John 17:11, 21-23; Romans 12:4-5; Ephesians 4:11-16*).

## ***Business Item b. Para-Churches Permitted to Endorse***

- **Proposed Amendment to Entitlements of Member Parachurch Organizations**
- **Proposed Amendment to Bylaw Part I.A.3**

### **Proposed Resolution**

***Resolved, That member parachurch organizations be represented by 2 delegates at membership meetings instead of 1.***

***Resolved, That member parachurch organizations be enabled to endorse ministers in the same way that churches do.***

### **Discussion**

There has been an ongoing discussion in the Fellowship regarding the status of parachurch organizations in the FCA, resulting in the above proposed resolution. The rationale is that parachurch organizations:

1. Pay the same membership fees that churches do
2. Have the same type of involvement with the FCA in terms of membership as churches do (e.g. they are involved with regional meetings, conventions, etc.)
3. Meet the criteria of endorsing churches as indicated in the Handbook
4. At times function in similar ways as churches do in terms of a body regularly meeting together for prayer, worship, fellowship, and biblical teaching with recognized spiritual leadership, etc.
5. Have the ability to vouch for potential ministers and maintain ongoing connection with them. Oftentimes, these ministers have been raised up in the parachurch ministry and there is a stronger relationship there than they would have with the leadership of a local church.

This proposal also raises a number of questions. The Envisioning meetings on Tuesdays of our annual convention (May 7 in Vancouver) are important for this reason, and give us a great opportunity to explore the implications of this resolution... another important reason to be in Vancouver. Here are some of the questions to explore:

1. Are there meaningful theological arguments either way for parachurch endorsements? Are there other endorsement models in the New Testament beyond local churches?
2. Parachurch ministries tend to be more diverse in their structure. Is there a place to distinguish an endorsing parachurch ministry from a not-qualified-to-endorse parachurch ministry? What would we consider as clear criteria for distinguishing?
3. What are the implications internationally for mission organizations? Do we want to allow endorsements of foreign ministers; or, would we rather encourage a local body to establish a foreign national FCA body that FCA Canada could recognize (not endorse) as such?
4. Is there a place for parachurch ministries to endorse other ministries as well and not just ministers? The resolution does not propose parachurch ministries sponsor other ministries; however, why or why not?
5. The FCA USA allows for ministers to be endorsed by two FCA ministers. Do we want to align ourselves with this allowance adopted by our American Fellowship?
6. Parachurch organizations face the same membership fee structure as churches, yet do not receive the same membership privileges as churches (i.e. endorsing and 2 delegates). The one privilege received by parachurch organizations is 1 delegate. The proposed motion helps address that difference, but are there other membership privileges to consider for parachurch organizations?

7. What elements of the differences among parachurch organizations need to be considered?

As we consider the needs of the Fellowship, the Biblical pattern, and the realities of fewer churches in the FCA to endorse ministers, this proposal is potentially the beginning of a solution. Other considerations that create context for this discussion include the question of why FCA ministers do not align their churches with the FCA as members. However, that is beyond the scope of our intended conversation in Vancouver.

## ***Business Item c. Amendments to Articles of the Corporation***

### ***Introduction***

The Fellowship of Christian Assemblies of Canada is a federally registered not-for-profit corporation registered under the Canada Not-for-profit Corporations Act. We have recognized that the articles and the bylaws that govern the corporation require various amendments in order to:

- Align our articles and present practices
- Establish the FCA for future endeavours

The articles are the official documents that are registered with the government to establish the legal existence of the organization and deal with foundational organizational issues (e.g. name, location, number of directors, purposes, etc.). The bylaws are the set of rules established by the organization to govern key operational aspects (e.g. directors, membership requirements, officers, meetings, finance, etc.) of the corporation.

The FCA Board desires to pursue registered charity status with the Canada Revenue Agency. Our present articles present some challenges to this initiative, and the proposed amendments will help address some of those challenges. This is a strategic review and alignment of our articles with the already-existing intentions, purposes, and vision that forms the FCA. This is *not* a comprehensive review of our bylaws. Only bylaws that have a direct relationship with the proposed article amendments are considered here. A comprehensive bylaw revision may take place in the future.

The following proposals are all considered *special resolutions* according to the Canada Not-for-Profit Corporations Act. As a result, they require affirmation by at least two-thirds of the votes cast. Our bylaws also presently state that any amendment to the bylaws requires affirmation by at least two-thirds of the members present at the meeting.

The current articles (called the Articles of Continuance) have been included for your reference.



# **1. Proposed Amendment #1: Minimum and maximum number of directors (Article 5, Bylaw Part II. C. 1., Bylaw Part II. A.)**

## **Present Status**

- a. The present articles state that our minimum is 3 and our maximum is 8
- b. The present bylaws state that our minimum is 4 (Part II. C. 1.)
- c. The present bylaws state that “The directors of the corporation shall be Chair, Vice-Chair, Secretary-Treasurer, Recording Secretary and the Fellowship Elders.” (Part II. A.)

## **Why an Amendment?**

There are three items to address in this amendment.

First, we need to align our articles and bylaws regarding the minimum number of directors. For our desired functions, we are only required to have a minimum of 3 directors, which our articles already have in place. Therefore, an amendment of our bylaws is proposed.

Second, the role of the Recording Secretary was historically filled by serving elders or elected officers. Through the addition of gifted administrators to support the directors and office functions of the FCA, that responsibility has shifted. Although a recording secretary plays a key role by taking minutes at meetings, it is not usually understood to be a position of authority on its own. Therefore, an amendment to remove the position of recording secretary as a director is proposed.

Third, our articles state that our maximum number of directors is 8. However, even within the last year, at one point we would have had 11 individuals considered directors of the corporation at the same time, according to our present bylaw definition. Along with the second item already mentioned (removing one position), a proposal to increase our maximum to 12 will allow us to continue functioning as we have.

## **Proposed Resolution**

**Whereas, The articles and the bylaws of the FCA are in conflict regarding the minimum number of directors;**

**Whereas, The Recording Secretary is not normally understood to be granted the status of director ex-officio; and**

**Whereas, The current maximum number of directors in the articles of the FCA prevent the corporation from functioning according to the intention in the bylaws; therefore, be it**

***Resolved, That the minimum number of directors as indicated in the FCA bylaws be decreased from 4 to 3;***

***Resolved, That the bylaws be amended to remove the Recording Secretary as an ex-officio director of the corporation; and***

***Resolved, That the maximum number of directors as indicated in the FCA articles be increased from 8 to 12.***

## **2. Proposed Amendment #2: Statement of the purpose of the corporation (Article 6)**

### **Present Status**

The statement of the purpose of the corporation is presently as follows:

***The purpose of the FCA is to enable churches to share in mutual Christian care and practical cooperation in carrying out the Great Commission of our Lord Jesus Christ. The FCA is committed to both local church autonomy and inter-church cooperation as biblical norms for ministry.***

### **Why an Amendment?**

Although this statement is fine in general, the articles are meant to provide the *legal* purpose(s) of the corporation, rather than an inspirational purpose or a summary phrase. This is also perhaps the most significant part of the articles in any attempt at obtaining charitable status. Canada Revenue Agency has specific guidelines and expectations regarding wording of the purpose(s), and an attempt to obtain charitable status with the present wording would prove very difficult due to the vagueness of the description of charitable activities. Therefore, to clarify our legal purposes and help establish us for charitable status, an amendment is necessary.

### **Proposed Resolution**

**Whereas, Article 6 – Statement of the purpose of the corporation provides for the legal purposes of the FCA; and**

**Whereas, The present legal purpose does not align with CRA's expectations for charitable registration; therefore, be it**

***Resolved, That the current statement of purpose of the FCA in the articles, which is:***

**The purpose of the FCA is to enable churches to share in mutual Christian care and practical cooperation in carrying out the Great Commission of our Lord Jesus Christ. The FCA is committed to both local church autonomy and inter-church cooperation as biblical norms for ministry.**

**Be replaced with:**

**The purposes of the FCA are:**

- 1. To advance religion by conducting public worship and by preaching and advancing the teachings of the Christian faith;**
- 2. To advance religion by establishing, maintaining, and supporting evangelism, missions, and missionaries to propagate the Christian faith;**
- 3. To advance religion by establishing, maintaining, and supporting Christian places of worship;**
- 4. To advance religion by promoting and facilitating fellowship among churches and Christians of like faith;**
- 5. To advance religion by producing, publishing, distributing, and selling Christian literature;**
- 6. To advance religion and education by establishing, maintaining, conducting, and supporting schools and programs of instruction based on Christian teachings;**
- 7. To advance religion and education by providing scholarships based on qualifying criteria to allow candidates to attend post-secondary Christian education;**
- 8. To relieve poverty by providing financial assistance based on qualifying criteria to allow candidates to attend post-secondary Christian education;**
- 9. To relieve poverty by providing for education, skills training, the basic necessities of life, and other humanitarian needs in accordance with the tenets of Christianity; and**
- 10. To assist with the efficiency and/or effectiveness of the carrying out of the charitable purposes and activities of other affiliated Christian charities by facilitating, administering, advising, or**

**otherwise assisting in charitable and administrative areas.**

### **Further Explanation**

Purposes 1-5 address the advancement and promotion of Christianity around the world, and cover things like worship gatherings (e.g. conventions), evangelism, missions, church planting, fellowship gatherings (e.g. regional meetings), and Christian literature (historical, fiction, academic, etc.). Purposes 6-8 focus on Christian education and cover things like Bible College (e.g. should we want to partner in a post-secondary program) or local church programs, facilitating scholarships (e.g. Crane Memorial Scholarship), and bursaries. Purpose 9 addresses humanitarian causes, which are often a component of various missionary endeavours. Purpose 10 provides us with the ability to help member churches in a variety of ways (e.g. facilitating FCA Plus, perhaps providing guidance in administrative areas, etc.).

Two important things to note:

- These changes to the FCA articles have no bearing on the activities of member churches and para-church organizations. Those member organizations have their own purposes established in their corporate or other founding documents.
- Even if the FCA corporation itself is not carrying out these specific purposes, if the FCA corporation wants to partner with organizations that *do* carry out these specific purposes, our purposes need to allow for that. For example, if we want to provide funds for missions, scholarships, church planting, etc., our purposes need to provide for that in some way. Otherwise, we are operating outside of the boundaries of our purposes even if we are a charity.

### **3. Proposed Amendment #3: The classes, or regional or other groups, of members that the corporation is authorized to establish (Article 8)**

#### **Present Status**

The statement in our articles is presently as follow:

***The corporation is authorized to establish one class of members. Each member is entitled to vote.***

#### **Why an Amendment?**

The bylaws of the FCA, and our precedent, has actually provided for three separate groups of members. There are individual ministers, church members, and parachurch members. Our bylaws presently provide up to two votes per church member. The articles are in conflict with this intention, since having only one membership class by default means that each member has only one vote (including churches). Therefore, to align our articles with the intentions and operations of the FCA, an amendment is required.

Note: Depending on the vote regarding the ability of parachurch organizations to have two votes each, only the applicable proposal below will be considered:

#### **Proposed Resolution Option A (If parachurch organizations are granted two votes):**

**Whereas the articles and the bylaws of the FCA are in conflict regarding the different classes of members; therefore, be it**

***Resolved*, That the current article regarding the classes, or regional or other groups, of members that the corporation is authorized to establish, which is:**

**The corporation is authorized to establish one class of members. Each member is entitled to vote.**

**Be replaced with:**

**The corporation is authorized to establish the following classes of members:**

- 1. Class A: Ministers. Class A members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.**
- 2. Class B: Churches. Class B members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class B member shall have two (2) votes at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.**
- 3. Class C: Parachurch Organizations. Class C members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class C member shall have two (2) votes at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.**

#### **Proposed Resolution Option B (If parachurch organizations are *not* granted two votes):**

**Whereas the articles and the bylaws of the FCA are in conflict regarding the different classes of members; therefore, be it**

***Resolved*, That the current article regarding the classes, or regional or other groups, of members that the corporation is authorized to establish, which is:**

**The corporation is authorized to establish one class of members. Each member is entitled to vote.**

**Be replaced with:**

**The corporation is authorized to establish the following classes of members:**

- 1. Class A: Ministers. Class A members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.**
- 2. Class B: Churches. Class B members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class B member shall have two (2) votes at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.**
- 3. Class C: Parachurch Organizations. Class C members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class C member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.**

### **Further Explanation**

The bylaws outline conditions and other responsibilities and privileges for the different classes of members. Also, according to the Canada Not-for-profit Corporations Act, certain items that directly impact a class of members in a specific way require a separate vote from that class of members for approval (see proposed amendment #5 for additional information).

Note: In accordance with our bylaws, voting delegates of ministries with 2 votes must supply written authorization of the ministry in order to exercise that privilege. Delegates must be someone other than the individual voting ministers of the church.

#### **4. Proposed Amendment #4: Statement regarding the distribution of property remaining on liquidation (Article 9)**

##### **Present Status**

The statement in the articles is presently as follow:

***In the event of the dissolution of winding-up of the corporation all its remaining assets after payment of its liabilities shall be distributed equally amongst its member churches.***

##### **Why an Amendment?**

There are two adjustments proposed to this statement. First, considering parachurch organizations also contributing to the FCA as members, there is a desire to include parachurch organizations in the distribution of the remaining assets. Second, CRA requires that upon dissolution, all remaining assets of a registered charity be distributed to qualified donees (i.e. registered charities). It is presently possible that an FCA member church is not considered a qualified donee, even if the vast majority are. Therefore, in order to satisfy CRA's requirements as we pursue charitable registration, an amendment is required.

##### **Proposed Resolution**

**Whereas, parachurch ministries contribute to the financial wellbeing of the FCA; and**

**Whereas, CRA requires all registered charities to distribute remaining assets to qualified donees; therefore, be it**

***Resolved, That the current article on the statement regarding the distribution of property remaining on liquidation, which is:***

***In the event of the dissolution or winding-up of the corporation all its remaining assets after payment of its liabilities shall be distributed equally amongst its member churches.***

**Be amended as follows:**

***In the event of the dissolution or winding-up of the corporation all its remaining assets after payment of its liabilities shall be distributed equally amongst its Class B and Class C members that are qualified donees.***

## 5. Proposed Amendment #5: Six Additional Provisions (Article 10, Bylaw Part VII)

### Present Status

There are no additional provisions presently.

### Why an Amendment?

There are six additional provisions proposed below, and one bylaw amendment proposed. None of these provisions provide any substantial change to how the organization has already been functioning or will function.

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**Proposed Provisions 1 and 2** are recommended by CRA for organizations seeking registered charity status.

### Proposed Resolution

**Whereas, CRA recommends various statements to be included in a charitable corporation's articles; therefore, be it**

**Resolved, That the following provisions be added to the articles:**

1. The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.
  2. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.
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**Proposed Provision 3** aligns our articles with what we already do. Where more than a simple majority is required for bylaw changes, a provision for this needs to be in the articles.

Related to Provision 3 is a slight adjustment to what number is used to determine whether a motion passes (e.g. two-thirds). Our bylaw amending process currently refers to "...an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called..." This means abstentions (including blank ballots) hold the same power as a negative vote. Both the Act and Robert's Rules of Order by default use the number of votes cast as the point of reference, not the number of members present. In order to align ourselves with this, an amendment is required.

### Proposed Resolution

**Whereas, Voting threshold provisions must be included in the articles in order to be effective; Whereas, Abstentions do not normally hold the same status as negative votes; therefore, be it**

**Resolved, That the following provision be added to the articles:**

3. In order to effect any ordinary resolution on an amendment to the bylaws passed at a meeting of members, a majority of not less than two thirds of the votes cast by the members who voted in respect of that resolution shall be required.

**Resolved, That the current formula for amending bylaws found in Part VII of the bylaws which states the following:**

***...an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law...***

Be amended as follows:

**...an affirmative vote of at least two- thirds (2/3) of the votes cast by the members who voted at a meeting duly called for the purpose of considering the said by-law...**

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**Proposed Provision 4** allows the Board to *temporarily* appoint an additional director (not an Elder, and not a vacancy) between annual meetings. That is what happened in 2017 (due to health issues of Brad Montsion) with the appointment of a new Treasurer (Gene Enns). The wording is taken directly from the Act. It means that, using the 2017 example, since there were four directors voted in at that year's meeting, between that annual meeting and the 2018 annual meeting, the board could appoint one more director (no more than 1/3 of 4), which was the Treasurer, who then was to be affirmed by the membership at the 2018 annual meeting.

#### **Proposed Resolution**

**Whereas, The FCA's present articles do not align with applicable historical practices; therefore, be it**

**Resolved, That the following provision be added to the articles:**

- 4. The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members.**
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**Proposed Provision 5** also seeks to align our articles with what we already do. Up to now, all decisions at business meetings have been voted on by all members present in one vote. However, with the clarification of voting classes, with the recognition that the Act provides for separate votes for different classes in a few cases, and in order to maintain a spirit of unity, this provision removes some of those separate votes and allows the FCA membership as a whole to add, remove, or reclassify classes of members rather than requiring separate class votes on such proposals. There are other votes allowed to separate member classes that can't be removed, but this at least helps maintain the group nature of the Fellowship in most votes.

#### **Proposed Resolution**

**Whereas, The FCA desires to make business decisions as one membership group as much as possible; therefore, be it**

**Resolved, That the following provision be added to the articles:**

- 5. The members shall not be entitled to vote separately as a class or group on an amendment to:**
    - a. effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or**
    - b. create a new class or group of members having rights equal or superior to those of the members of any particular class.**
- 

**Proposed Provision 6** allows us to have our annual business meeting at the International Conventions in the United States. The Act requires these meetings to be in Canada unless otherwise specified in the articles (section 159). Since we will be joining the FCA US brethren for international conventions every few years, our annual meetings will be held in the US. The Americans must do the same thing when we share the international conference in Canada. Therefore, to align ourselves with the Act and to enable us to legally continue to carry on our business meetings, we need to include this provision in our articles.



**Proposed Resolution**

**Whereas, The FCA of Canada will be in the United States on occasion for conventions; and  
Whereas, The Annual Business Meeting of the FCA of Canada members takes place at conventions;  
therefore, be it**

***Resolved,* That the following provision be added to the articles:**

- 6. The annual meeting of members of the corporation may be held outside of Canada if held at an International FCA Convention located in the United States during a year when no Canadian National FCA Convention is held.**

**Canada Not-for-profit Corporations Act (NFP Act)**  
**Form 4031**  
**Articles of Continuance (transition)**

To be used only for a continuance from the *Canada Corporations Act*, Part II.

<b>1 - Current name of the corporation</b>
Fellowship of Christian Assemblies of Canada
<b>2 - If a change of name is requested, indicate proposed corporate name</b>
<b>3 - Corporation number</b>
4 , 1 , 8 , 9 , 0 , 3 , — , 5
<b>4 - The province or territory in Canada where the registered office is situated</b>
Alberta
<b>5 - Minimum and maximum number of directors</b> (for a fixed number, indicate the same number in both boxes)
Minimum number 3 Maximum number 8
<b>6 - Statement of the purpose of the corporation</b>
The purpose of the FCA is to enable churches to share in mutual Christian care and practical cooperation in carrying out the Great Commission of our Lord Jesus Christ. The FCA is committed to both local church autonomy and inter-church cooperation as biblical norms for ministry.
<b>7 - Restrictions on the activities that the corporation may carry on, if any</b>
None

**Canada Not-for-profit Corporations Act (NFP Act)**  
**Form 4031**  
**Articles of Continuance (transition)**

**8 - The classes, or regional or other groups, of members that the corporation is authorized to establish**

The corporation is authorized to establish one class of members. Each member is entitled to vote.

**9 - Statement regarding the distribution of property remaining on liquidation**

In the event of the dissolution or winding-up of the corporation all its remaining assets after payment of its liabilities shall be distributed equally amongst its member churches.

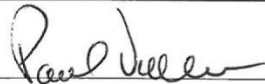
**10 - Additional provisions, if any**

None

**11 - Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature: \_\_\_\_\_



Print name: Paul Vallee

Phone Number: 403-341-3408

**Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).**

## ***Business Item d. Updating of Handbook (to separate Constitution & Bylaws from Policies & Procedures)***

As an organization grows, technology advances, legislation changes, and vision gets adjusted, there are certain elements within that organization that require updating in order to facilitate the needs of the present time. This is the reality we face within the FCA. We are realizing that some of the tools that have served us well in the past need to be brought into alignment with where we are now and where we're going in the future.

The Board has been looking at our present Handbook and bylaws and is proposing that we make some adjustments that would help to set us up for moving forward. The Handbook, although legally not our bylaws (except for the bylaw section at the end), has in some ways come to function much like bylaws do rather than as a procedural guide. In this process, the bylaws themselves have not been updated to stay current in terms of legislation and the needs of the Fellowship.

For clarity, the constitution and bylaws form a framework that identifies foundational aspects of who we are and how we function (Constitution) and provides organizational rules that regulate the basic operations of the organization in key areas such as membership, directors, officers, meetings, etc. (Bylaws). These are intended to guide the corporation at its most basic organizational level and provide important guidance to FCA members and directors. In addition, they are required by the government.

Policies are rules for the operation of the organization that address issues more specific than or left silent in the bylaws. These are typically developed and adjusted by the Board and are intended to be more flexible than bylaws to facilitate greater organizational efficiency. Procedures provide guidance in carrying out various responsibilities or tasks. These documents provide great value to the Board and administrative support for internal operations (e.g. specifics on handling expense reimbursements, etc.), but are also meant to serve the members (e.g. procedures to register as a member, etc.).

Here is what we propose to the Fellowship:

1. Clearly separate the policies and procedures from the constitution and bylaws. Some key documents (e.g. statement of ethics) are not a part of our official legal documents. And there is some confusion in our current Handbook about which aspects are constitutional/bylaw related and which are more policy/procedure.
2. Update the legal constitution and bylaws. We envision a fairly comprehensive review and update that will result in a document that meets the needs, while effectively legally empowering the membership, and appropriately empowering the Board. This is meant to reflect:
  - a. the present needs of the Fellowship (e.g. with the advancement of technology)
  - b. the governing legislation (i.e. new legislation was effective just a few years ago)
  - c. anticipated charitable status (we want to ensure our bylaws line up with requirements of charitable organizations)
  - d. present realities (the societal and demographic realities we face)
  - e. vision for the future (setting us up for where we want to go as a Fellowship).

3. Empower the Board to be good stewards and managers of the policies and procedures for the sake of the ministers and ministries of FCA. Due to #1 above, there has, over the years, been confusion about what aspects the Board may change or what area(s) the Board has authority and responsibility over. Our infrequent physical meetings at annual conventions once dictated pace of change and development in the FCA but with emerging communication tools we can work at Kingdom effectiveness year-round. Clearly separating the different elements in the Handbook and allowing for the Board to make changes in policies and procedures allows us to move forward in various areas efficiently (e.g. online registration instead of paper registration) while remaining in line with the constitution and bylaws. **Any changes to the policies and procedures guide would be communicated to the membership and the membership could have the authority to overrule any Board decision in this area.**
4. Key changes and affirmation of direction, policy and procedure in FCA life would always be accountable to the face to face, physical gathering of the FCA at Conventions. The best of all worlds is progress in building the Kingdom of God through gifts and power of the Holy Spirit and in the context of relationships: both transparency and accountability.

Since there presently is no official action being taken, there is no need for a particular motion. However, we feel it is important to have this discussion since it will impact the way that we have become accustomed to using our Handbook and bylaws.

We aim to have a full bylaw review and proposal ready for membership review and input within this next year, with an official membership vote to be taken at the **2020 International Convention in San Diego, CA.**