

Summary of Proposed Amendments to the By-Laws for the Canadian Association for Baptist Freedoms (CABF)

From the Constitution and Governance Committee
Presented to CABF Council June 30, 2020

Background:

The CABF Constitution and Governance Committee has been working on a comprehensive review of the CABF By-Laws, starting its work on November 27, 2017. The most recent version of the By-Laws included amendments that were approved by the Members on October 1, 2016. The Committee used that document as the starting point for its current review. The review has included consideration of recommendations referred from the previous Constitution Committee and those outlined in the 2016 CABF Annual Report and a line by line review of the present By-Laws with regard to the evolving needs of the Association.

More recently, the results of the Strategic Planning initiative have been considered to identify any implications for the drafting of suggested amendments to the By-Laws. Following approval by the membership, as an organization incorporated under the *Societies Act* for Nova Scotia, any changes to the CABF By-Laws must be approved by the Registrar of Joint Stock Companies.

A summary of proposed changes up to January 23, 2020 is outlined in the table below. Formatting, grammatical, and other minor changes are not highlighted in this table, but these are noted in the MSWord “Mark-Up” document that has been circulated.

In undertaking its work, the committee has looked at the long term view. What will the needs of our Association be in the future as well as at present, and we have tried to draft a document that will give us the flexibility to deal with those changing needs without having to make further amendments every couple of years. It should also be noted that the Council has the authority to establish a Policy and Procedures Manual that can be updated easily (does not require the approval of the Registrar) and much of the detail of the workings of committees and operational procedures will be contained in that document. To date, some committees have developed content for their parts of the P&P Manual, and when the review of the proposed amendments to the By-Laws is complete, consolidating this material into a draft P&P Manual will be the committee’s next task.

Special thanks go to Sheila Stanley, the former Chair of this committee, to John Churchill with his historic knowledge and previous work on the By-Laws, to Gary Nelson who has provided legal advice, and to our President, Lee Nicholas-Pattillo, who has participated in recent discussions.

By-Law	Proposed Amendment	Rationale or Comment
1.	Title changed from <i>Interpretation</i> to <i>Definitions</i>	Reflects content of items in (a) through (e)
1. (a)	'Fellowship' and 'Society' deleted	Simplification; Throughout remainder of By-Laws, only CABF or Association are used to reference the CABF
1. (d)	Reference to proxy voting deleted	Consistency with language in By-Law 14 that prohibits proxy voting
2.	Title <i>Interpretation</i> added	Items in this article refer to interpretation
2. (b)	New text added on terms of office	Clarity added on commencement and end of terms of office
4.	<i>Re: Eligibility for Membership</i> Reference to Covenant added	Members of CABF are expected to support the Covenant
7.	<i>Re: Individual Membership</i> Individual Members: Text on eligibility for voting moved to By-Law 14 Member's meetings; Text added to allow recommendation for membership by Membership Committee and approval by Council, subject to ratification at a General Meeting	By-Law 14 speaks to process for voting provisions for Member's meetings; eligibility for voting seems to fit better there Facilitates an individual becoming a Member, subject to ratification at a General Meeting
8.	<i>Re: Church Membership</i> Member Churches: Text on number of delegates moved to By-Law 14 (b) re voting at Members Meetings; Similar edit to By-Law 7 allowing for recommendation by Membership Committee and approval by Council subject to ratification at a General Meeting	By-Law 14 speaks to process for voting provisions for Member's meetings; eligibility for voting seems to fit better there Facilitates a Church becoming a Member, subject to ratification at a General Meeting
9 NEW	<i>Re: Lifetime Membership</i> Lifetime Members: Text added for recommendation by Membership Committee and approval by Council subject to ratification at a General Meeting	Formalizes the establishment of this new honorary class of membership and the process for electing people to it.
10. (f)	<i>Re: Termination of Membership</i> Text re-worked; Reference to $\frac{3}{4}$ majority vote deleted	To provide clarity and to ensure alignment with text in By-Law 31 re termination of a Member of Council ; By definition, a Special Resolution

By-Law	Proposed Amendment	Rationale or Comment
		requires a $\frac{3}{4}$ majority to pass
10. (h) NEW	Due process added to allow Member at risk of being removed from Membership to a hearing	Consistent with principles of natural justice and fairness
Old 10.	<i>Re: Attend Meetings:</i> Deleted.	Covered by By-Law 14: Voting
14. (a) and (b)	<i>Re: Voting</i> Previous (a) split into (a) and (b) and new (c) added	Voting for Member Church treated in separate clause from voting for Individual Member to add clarity.
14. (a)	<i>Re: Voting by Individual and Lifetime Members</i> Now includes vote for Lifetime Members and vote for those attending by teleconference	Updates to recognize new class of membership and growth of teleconferenced meetings (Teleconference means a conference with participants in different locations linked by telecommunications devices.)
14 (b) NEW	<i>Re: Voting Delegates from Member Churches</i> Text moved from By-Law 8 to become new 14(b) and vote for those attending by teleconference added	Consistent with content of By-Law 14 on Members Meetings and addition of teleconferenced delegates. All Member Churches now given equal voice with 2 Delegates
14 (c) NEW	Text added to ensure delegates are registered prior to any vote being taken	Ensures ability to determine quorum for voting purposes
15. (a)	<i>Re: Calling General or Special Meeting</i> Chair changed to President in 15(a)	More exact language; greater clarity re who Chair is
15. (c)	<i>Re: 10 percent of the Members</i> Clarity added to number votes that can be attributed to Individual Member and Member Church	Removes ambiguity
18. (d)	<i>Re Business at Annual General Meeting</i> Appointment of Auditors removed from the list of ordinary business items to be considered at the Annual General Meeting	The appointment of an auditor is an optional decision and is covered by By-Law 63. This change removes the confusion between the two By-Laws
20.	<i>Re: Quorum for Members Meeting</i> Clarity added re who comprises the twenty percent (20%) needed for quorum	Example of old calculation: If there were 7 Member Churches whose number of eligible delegates totaled 25 (min # Delegates per Member Church is 2 and max is 5) and there were also 65 Individual Members, the total potential

By-Law	Proposed Amendment	Rationale or Comment
		votes would be 25 + 65 = 90. Quorum would be satisfied if there were 20% of 90 present – i.e. 18 people present who were eligible to vote, each individual being able to cast only one vote. New calculation standardizes Delegates from Member Churches at 2 each, which is both more equitable and easier to calculate quorum as current membership of church not needed to determine number of Delegates
21.	<i>Re: Quorum not Present</i> Edits consistent with those in By-Laws 15 and 20	Removes ambiguity; attempts to ensure reasonableness/ fairness
28.	<i>Re: Members of Council</i> Reformatted	For greater clarity
29.	<i>Re: Term of Office for Editor</i> Addition of text to allow for indefinite term, to be determined by Council in consultation with the Editor	Due to the nature of the role, greater flexibility preferred
30.	<i>Re: Filling Vacancies in Council</i> Re-wording and formatting;	Ease of reading and clarity
31.	<i>Re: Removal of a Member of Council</i> Text re-worked to align with By-Law 9(g) and (h) Text to ensure due process added prior to vote on termination	Consistency, clarity Consistent with principles of natural justice and fairness
32.	<i>Responsibilities of Council</i> Added: Council responsible for strategic and operational planning and for implementing those plans	Not previously defined, but is important executive function
37.	<i>Notice of Council Meetings</i> Meetings called by President	Clarity
38.	<i>Quorum for Council Meetings</i> Added participation via teleconference	Recognizes growing use of teleconference meetings
40.	<i>Re: Voting at Council Meetings</i> Text added to give President a single vote Added: “Except as otherwise provided by section 9(f)”,	President is a Member of Council 9(f) requires $\frac{3}{4}$ vote. The exception wording was added to avoid conflicting language re simple majority for other Council voting.

By-Law	Proposed Amendment	Rationale or Comment
41.	<i>Re: All Meetings Open</i> Text added to allow visitors to attend when invited and to provide for in camera sessions as circumstances warrant	Intention is to have meetings open to all members of CABF while ensuring flexibility to have in camera sessions if needed
43.	<i>Re: President</i> Text added to clarify President is an ex officio, non-voting member of all Standing Committees	Ensures reasonable weight of influence in cases where number of individuals on a Standing Committee is small
44.	<i>Re: Past President</i> Text added to provide alternative where Past President unwilling or unable to serve	Flexibility and clarity
46. (b)(iii)	<i>Re: Secretary</i> Text added to include consultation with Membership Committee with respect to Secretary's role in maintaining all non-financial records of CABF	Clarity
46. (d)(iii) NEW	<i>Re: Filing with Registrar</i> Need to file Annual Financial Statements within 14 days of approval	Requirement of Registrar
46. (e) NEW	<i>Keep Records</i> Added responsibility to keep records required by section 53 of the By-Laws	Amendment to Section 53 also suggested.
47. (c) NEW	<i>Re: Duties of Treasurer</i> Need to submit Registered Charity Returns to CRA and apply for GST/HST rebates. Preparation of CBAF Budget now given to Finance Committee: see section 50. (g)	Consistency with federal statute
49. (b)	<i>Re: Signing Officers</i> Text added to reflect previous resolutions and current practice with respect to signing officers for cheques on the CABF account	Clarity, alignment with present practice
50.	<i>Re: Standing Committees</i> Text on basic requirements of all standing committees added; (a) Bulletin Committee re-named Publications Committee (b) "Committee Members" added	Intent was to describe basic function of all Standing Committees Adds specificity and reflects current practice

By-Law	Proposed Amendment	Rationale or Comment
	(d) Tweaks to the role of the Membership Committee (g) Finance Committee added; (h) Constitution and Governance Committee added (note change in name)	Adds financial controls and moves development of the CABF Budget to this committee Governance added to reflect role as keeper of the Policy and Procedures Manual
51.	<i>Re: Composition and Term for Members of Standing Committees</i> Text added to define process for appointment and to set a basic term of appointment	Clarity, detail, consistency and reasonableness
59.	<i>Re: Fiscal Year End</i>	No change made but Finance Committee considering pros and cons of potential change in fiscal year end
63.	<i>Re: Auditor</i> Clarity and flexibility added with respect to audits and ability to have a Financial Review rather than an audit	Language is consistent with requirements of Registrar
Appendix 1	<i>Re: Covenant</i> In last bullet, 'fellowship' is no longer capitalized	If recommendations accepted, Fellowship will no longer be a defined term for CABF in the Definitions

Respectfully submitted

Constitution and Governance Committee
 Dave Gibson, Chair
 Sheila Stanley
 John Churchill
 Gary Nelson