

December 10, 2018

Dear CBOQ Church Family,

As we approached our 2018 Assembly, the Board was unaware of the full ramifications of the Canada Not-for-Profit Corporations Act (CNCA) until just a few days before Assembly commenced. Particularly, it affected the way motions/proposals are brought to Assembly. We apologize for that and for the misunderstandings that have arisen as a result. We stated at that time that we would clarify by the end of 2018 the procedures that are now in place. You will find them below.

While this is a somewhat different procedure than what we have been used to in the past, we believe it is a more reasoned and fair approach. It is also legally required for federally incorporated not-for-profit organizations. As a positive consequence, in dealing with any new proposals, it will give all of our churches a chance to come better prepared.

Once a motion/proposal is brought in the way outlined, it will be discussed at Assembly in the same way as usual. As Baptists, we cherish the freedom that allows for diversity of opinion in our gatherings, but we also appreciate the grace and goodwill that fosters respect and charity within the family. The necessity of dealing publicly with any issue provides an opportunity to treat our brothers and sisters with love and respect, even when we disagree.

Each item of business as presented in the Assembly agenda will be allocated a certain amount of time. The presiding officer will indicate how much time has been allocated before each item. The presiding officer will attempt to adjourn discussion and ask the Assembly for a decision within the time allotted. We respectfully request that speakers from the floor adhere to a three-minute limit and avoid the repetition of comments. Someone on the stage will act as the timer for each speaker. When they stand, the speaker has 30 seconds to summarize their comments.

Ultimately, the presiding officer will have to decide whether or not to permit debate to continue. Such a decision will be based on personal judgment, on the urgency of the issue before the Assembly and on the potential disruption to the remainder of the agenda. If someone in the Assembly disagrees with the ruling of the presiding officer, that person may appeal the officer's ruling. The Assembly will then make the final decision.

In moving forward, we trust that this and the following details will help you to understand more clearly the Assembly procedures regarding proposals. If you have any questions or need for clarification, please feel free to contact us at CBOQ's office at cboqpresident@baptist.ca.

May the blessings of Christ abound to you all as you journey through this season of Advent and on into the new year.

Together in Christ's Service,



Rev. Bob McCarty
CBOQ President

CANADIAN BAPTISTS OF ONTARIO AND QUEBEC (CBOQ)
BOARD OF DIRECTORS COMMUNICATION

December 10, 2018

Options Available to CBOQ Churches to Raise Issues for Review at Annual Assembly

Purpose: The CBOQ has had a long tradition of enabling its Local Churches^[1], through their Delegates, to raise issues of interest or concern for discussion and possible decision at the Annual Assemblies. In order to ensure that Local Churches continue to have this ability but also that, as required by the Canada Not-for-Profit Corporations Act (CNCA), there is adequate notice to all Local Churches of the business to take place at each Annual Assembly, the Board of Directors has prepared this communication for the information of all of its Local Churches.

This document is intended to be a reference tool for our CBOQ Local Churches to better understand their options in requesting that the CBOQ place a motion/proposal on the agenda of an Annual Assembly. This is distinct from an item already on the agenda and it should be noted that motions may still be made from the floor regarding any items on the agenda. When requesting that the CBOQ place a motion/proposal on the agenda of the Annual Assembly this document is not a comprehensive summary of each option's specific requirements. Accordingly, Local Churches are strongly encouraged, particularly if pursuing a proposal under the CNCA, to carefully review the CNCA's requirements, the CBOQ's own Articles of Continuance and By-laws.

Options to Request the Addition of “Any Matter” to the CBOQ Annual Assembly’s Notice of Meeting:

1. Formal Member Proposal Under the CNCA

The only way to ensure that a Local Church is able to bring a matter for consideration at an Annual Assembly (or a special Members meeting, if applicable) is to comply with the requirements of a “proposal” set out in the CNCA (section 163 as well as the related CNCA regulations). The CNCA and its regulations in their entirety are available at the following links: (1) CNCA: <https://www.laws-lois.justice.gc.ca/eng/acts/C-7.75/>; and (2) CNCA Regulations: <https://www.laws-lois.justice.gc.ca/eng/regulations/SOR-2011-223/index.html>.

The following is a brief summary of the generic CNCA rules on proposals:

- *Any member entitled to vote at an annual meeting of members may submit to the corporation notice of any matter that the member proposes to raise at the meeting, referred to as a “proposal”; and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. It only requires one member to bring a proposal under the CNCA.*
- *The corporation must include the proposal in the notice of meeting and, if so requested by the member, shall also include a statement by the member in support of the proposal and the name and address of the member, provided that the statement and the proposal together shall not exceed five hundred (500) words. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless the members decide otherwise at the said meeting by a majority vote.*
- *There are a number of requirements that must be complied with in order to have a valid proposal under the CNCA. One of the key ones is that the proposal must be submitted to the corporation within 90 to 150 days before the anniversary of the previous annual meeting of members. In relation to the CBOQ, its last Annual Assembly was held on June 8, 2018, meaning the applicable one year anniversary date under the CNCA proposal requirements is June 8, 2019. Utilizing this date of June 9, 2019, the applicable dates to submit a proposal for the 2019 Annual Assembly are **January 9, 2019** (150 days) and **March 10, 2019** (90 days).*
- *In addition to this key timing requirement, it is also important to be aware that a proposal does not need to be brought forward if it falls within the list of other exceptions set out in section 163 (6) of the CNCA. The corporation also must, within 21 days after the day on which it receives the proposal, notify in writing the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.*

As you can see, these generic CNCA rules on proposals are complex. A Local Church wishing to bring a proposal under the CNCA is strongly encouraged to carefully review the specific requirements of the CNCA and its regulations.

2. Informal Request to the CBOQ Board of Directors

A less formal option available to Local Churches to possibly add a motion/proposal to the notice of the Annual Assembly is to simply do so by way of written requests to the CBOQ Board of Directors. Each Local Church can make an informal request in this regard on its own.

Such a written request should outline in sufficient detail the nature of the issue that the Local Church wishes to have added to the agenda and specifically the decision, if any, the Local Church wishes to have the Membership consider and vote upon at the Annual Assembly. The written request must be provided to the CBOQ Board of Directors on or before their **first meeting of 2019 (Feb. 5, 2019)**, in order that the Board has sufficient time to review the request, seek more information from the Local Church if the same is required and make a formal decision on whether to accept the request or not.

While this option of an informal request to the CBOQ Board is not as rigorous as a formal proposal under the CNCA, any Local Church considering this option must clearly understand that the final decision on whether or not to accept such a request is that of the CBOQ Board alone. Where the CBOQ Board determines for any reason that it is not appropriate to add a Local Church's request to the notice of the 2019 Annual Assembly, then such a request will be denied. The CBOQ Board will inform the requesting Local Church in writing of its decision within 21 days of the decision being made but shall not be required to provide the Local Church written reasons for its decision.

3. Exception

A proposal may be made at Assembly, outside of the criteria of 150-90 days before, only by unanimous consent of Assembly delegates.

To Only Propose Amendments to the CBOQ By-law:

Section 15.02 of the CBOQ's General Operating By-law No. 3 ("By-law") contemplates an additional mechanism by which Local Churches can propose amendments to the By-law. This involves a written notice of proposed amendments to the By-law being signed by at least five (5) Delegates and then given to the CBOQ to provide notification to the Local Churches at the previous Annual Assembly. Where these requirements are complied with, then the proposed by-law amendments would be included as part of the notice of the next Annual Assembly sent out by the CBOQ Board, with the said proposed amendments to be voted on by the Local Churches through their Delegates at the said Annual Assembly. Such by-law amendments, similar to any by-law amendments proposed by the Board itself, would need to be approved by an affirmative Special Resolution of the Members present at this Annual Assembly.

[1]As this term is defined in the CBOQ's General Operating By-law No. 3, as amended from time to time ("By-law No. 3").
Note: All capitalized terms in this document have the meaning assigned to them in By-law No. 3.