

**SEVENTH-DAY ADVENTIST CHURCH
(BRITISH COLUMBIA CONFERENCE) ACT****CHAPTER 75***Assented to July 27, 1990.***Contents****Section**

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Preamble

WHEREAS the Seventh-day Adventist Church in British Columbia is a Conference of the Seventh-day Adventist Church in Canada which is a part of the world church organization under the authority of the General Conference of Seventh-day Adventists;

AND WHEREAS the Conference in British Columbia is governed by a Committee of Trustees and is known as the British Columbia Conference of the Seventh-day Adventist Church;

AND WHEREAS the Seventh-day Adventist Church in British Columbia is presently incorporated under the *Society Act* as The British Columbia Corporation of the Seventh-day Adventist Church;

AND WHEREAS the British Columbia Conference of the Seventh-day Adventist Church and The British Columbia Corporation of the Seventh-day Adventist Church have represented that they desire to incorporate a new body and amalgamate;

AND WHEREAS it is expedient that the incorporation and amalgamation be granted;

THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:

Citation

1. This Act may be cited as the *Seventh-day Adventist Church (British Columbia Conference) Act*.

Interpretation

2. In this Act, unless the context otherwise requires,

“bylaws” means the bylaws of the Conference as passed or amended from time to time by resolution approved by a simple majority of Conference delegates;

"committee of trustees" means those persons who are trustees of the British Columbia Conference of the Seventh-day Adventist Church on the day this Act comes into force;

"Conference" means the Seventh-day Adventist Church (British Columbia Conference) as incorporated and amalgamated under this Act;

"constituency" means all the members of the Conference;

"delegate" means a person authorized by the members of a local Seventh-day Adventist Church or by the bylaws to vote at a general meeting or special general meeting of the Conference;

"executive committee" means a committee of 5 or more persons, elected or appointed under the bylaws, who are responsible for the management and administration of the property, revenue, business and affairs of the Conference;

"member" means a person admitted to membership in the Conference who is in good standing under the bylaws;

"officer" means a person elected or appointed under the bylaws to fill an office of the Conference or to serve on a committee or board of the Conference.

Incorporation and amalgamation

3. (1) The committee of trustees shall be and are hereby constituted a body corporate, without a share capital, by and under the name "Seventh-day Adventist Church (British Columbia Conference)".
- (2) The British Columbia Corporation of the Seventh-day Adventist Church, incorporated under the *Society Act*, and the Seventh-day Adventist Church (British Columbia Conference) are hereby amalgamated under the name "Seventh-day Adventist Church (British Columbia Conference)".
- (3) On the coming into force of this Act, every person who is a director of The British Columbia Corporation of the Seventh-day Adventist Church or who is on the committee of trustees is deemed to be a member of the executive committee until such time as his or her successor is elected or appointed, and, subject to this Act and the bylaws, the members of the executive committee shall exercise all of the powers of the Conference.
- (4) The Conference shall be the sole successor of The British Columbia Corporation of the Seventh-day Adventist Church and the committee of trustees on behalf of the British Columbia Conference of the Seventh-day Adventist Church.
- (5) The estate and interest of The British Columbia Corporation of the Seventh-day Adventist Church in any land registered under the *Land Title Act* shall, on application by the Conference to the registrar of the appropriate land title office, be registered in the name of the Conference.
- (6) On the coming into force of this Act, every bequest, devise and gift to and all property, rights, obligations and liabilities of the British Columbia Conference of the Seventh-day Adventist Church, the Seventh-day Adventist Church on behalf of the British Columbia Conference of the Seventh-day

Adventist Church, or the committee of trustees by whatever name called, pass to and vest in the Conference without further act or deed.

- (7) On the coming into force of this Act, The British Columbia Corporation of the Seventh-day Adventist Church, incorporated under the *Society Act*, is dissolved and every bequest, devise and gift to and all property, rights, obligations and liabilities of that society pass to and vest in the Conference without further act or deed.
- (8) On the coming into force of this Act, every bequest, devise and gift to the British Columbia Conference of the Seventh-day Adventist Church, The British Columbia Corporation of the Seventh-day Adventist Church, the Seventh-day Adventist Church on behalf of the British Columbia Conference of the Seventh-day Adventist Church, or the committee of trustees by whatever name called, is deemed to mean a bequest, devise or gift to the Conference.

Objects of the Conference

4. The objects of the Conference are as follows:

- (a) to promote and maintain a Christian ministry including, but not limited to, a pastoral, evangelistic, teaching, health, literature and missionary ministry, and to preach, teach, practice and extend the Christian gospel and Seventh-day Adventist principles of faith, stewardship and lifestyle;
- (b) to undertake a pastoral ministry by the education, internship and ordination of ministers and lay persons for pastoral and related work and by building, purchasing and maintaining houses of worship, parsonages and mansees, and by undertaking programs for the enhancement of family life, counselling, and the spiritual welfare of the members and also by reaching out to non-members by pastoral concern, by encouraging members and non-members to participate in the activities of the Conference, to study the Christian scriptures and to worship;
- (c) to undertake an evangelistic ministry by means of personal witness, public meetings, group and private study, religious and community service seminars, radio, television, literature, signs and other means of communication;
- (d) to undertake a teaching ministry by the organization, ownership and operation of schools, colleges, seminaries, training centres, camps, retreats and child care facilities, and by the promotion of the study of religion, science and the arts, and by providing for the training, authorization and placement of teachers and the appointment of lay persons to assist in the teaching ministry of the Conference, and to provide scholarship, bursary or other assistance to students or for the continuing education of employees;
- (e) to undertake a health ministry by the organization, ownership and operation of hospitals, clinics, sanitariums, asylums, cemeteries, dispensaries, mobile units, health food manufacturing and sales facilities, health education facilities, orphanages, homes for the aged and homes of refuge, and by promoting and operating programs of health and

lifestyle education, testing, rehabilitation, health related publications and programs for the relief of poverty and illiteracy;

- (f) to undertake a literature ministry by the publication and distribution of printed matter, the operation of publishing facilities, and by book and periodical sales and distribution outlets and programs;
- (g) to undertake a missionary ministry by organizing, promoting, maintaining, operating and participating in Christian missionary, benevolent, philanthropic and relief programs, including missionary schools, colleges and training centers, and to promote the welfare of other Seventh-day Adventist congregations and mission outreaches throughout the world;
- (h) to establish, support, maintain and carry on offices, libraries, buildings, stores, agencies and communications to facilitate the ministries of the Conference, and to administer the property, business and affairs of the Conference.

Powers of the Conference

5. (1) Subject to any law of general application in the Province, the bylaws of the Conference and the terms of any trust, the Conference has power to:

- (a) solicit, collect, receive, manage, retain and acquire, by purchase, gift, devise, bequest or otherwise, real and personal property within or without the Province, and may hold, sell, exchange, alienate, mortgage, hypothecate, encumber, lease, let, give, transfer, improve and develop any such property;
- (b) borrow, raise or secure the payment of money;
- (c) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (d) issue, sell or pledge bonds, debentures and other securities in accordance with its bylaws;
- (e) guarantee, with or without security, upon such terms as it may determine, any debts, obligations or repayment of any advances made to or for the purposes of anyone and, notwithstanding that any such guaranteed party may not have power to borrow money or undertake the activity or transaction guaranteed, any such guarantee shall be valid and binding upon the Conference in the same way as if the guaranteed party had such power;
- (f) receive, hold, retain or manage for the benefit of the Conference or any of the trusts in connection with the Conference, or any of the institutions, organizations, schemes or funds of the Conference, sums of money in consideration of the payment during the life of the donor or during any other period of interest therein at such rate as may from time to time be agreed upon, or in consideration of the payment of an annuity or annuities to any person or persons in respect thereof;
- (g) issue or manage annuities, life income agreements or trust agreements of every nature and kind with power to act as a corporate charitable trustee,

a committee or as the personal representative of deceased persons through an appointed officer for those purposes;

- (h) establish one or more plans providing for payments by way of gratuities, pensions, superannuation or retirement allowances, annuities, health, insurance or similar benefits for Conference ministers, teachers, other employees and their dependants, or former Conference ministers, teachers, other employees and their dependants;
 - (i) invest or reinvest, combine and consolidate, or establish a plan or plans combining and consolidating, all money and investments belonging to any trusts, institutions, organizations, schemes and funds held or managed by the Conference, receive the income therefrom and apportion it pro rata according to the respective interests therein, and any such investment made by the Conference shall not be limited to investments authorized by law for trustees;
 - (j) employ investment or other professional advisers and, in priority to any allocation or distribution of income, pay out of the income of trust funds administered by the Conference any expense incurred in the administration of the trust funds;
 - (k) enter into and perform any agreement, contract or arrangement with any person, body of persons, corporation, society, organization, association, firm, authority or government which may be incidental to the attainment of the objects of the Conference;
 - (l) entrust any or all sum or sums of money belonging to the Conference to any trust company or bank to be held, controlled, administered and dealt with by the trust company or bank for such time and in such manner as the executive committee may from time to time direct;
 - (m) select a common seal and have custody of the seal.
- (2) Nothing in this section authorizes the Conference to issue any note or bill payable to bearer which is intended to be circulated as money or as the note or bill of a bank, or to engage in the business of banking or insurance.

Bylaws

6. (1) The bylaws of the British Columbia Conference of the Seventh-day Adventist Church, so far as not inconsistent with this Act, are continued as the bylaws of the Conference.
- (2) Nothing that is in conflict with this Act shall be included in the bylaws, and the bylaws shall not contain anything contrary to law.
- (3) The Conference delegates in general meeting or special general meeting may make, amend or repeal bylaws for all purposes relating to the affairs, business, property and objects of the Conference, and, without limiting the generality of the provisions of this Act, the Conference shall have the power to make or amend bylaws respecting the following matters:
- (a) the application and publication of the principles, doctrines, religious standards, discipline, policies and procedures of the Seventh-day

Adventist Church as required or authorized from time to time by the General Conference of Seventh-day Adventists;

- (b) the administration, management and control of the churches, schools, property, business and affairs of the Conference;
- (c) the determination of qualifications, admission, regulation, discipline and expulsion of members and delegates;
- (d) the preparation and custody of minutes of meetings of the Conference, executive committee or any other committee or board of the Conference;
- (e) the procedure for delegate voting at general meetings and special general meetings;
- (f) the election, appointment and membership of the executive committee and any other committee or board of the Conference, and defining their powers and duties;
- (g) the place and conduct of meetings of the executive committee and the Conference or any other committee or board of the Conference, the procedure prerequisite to meetings, quorums, voting rights at meetings and all other matters in connection with meetings;
- (h) the filling of vacancies of the executive committee or any other committee or board of the Conference;
- (i) all matters relevant to the terms and conditions of employment of any officer, employee, agent and servant of the Conference and any termination thereof;
- (j) the exercise of borrowing powers;
- (k) the audit of accounts of the Conference;
- (l) the location of the head office of the Conference;
- (m) the custody and use of the common seal of the Conference;
- (n) the establishment, levying, payment, remission and collection of registration fees and any other fees and assessments;
- (o) the authorization of school curricula;
- (p) the resolution of disputes arising out of the affairs of the Conference by arbitration, mediation or conciliation;
- (q) the granting of theological degrees and honorary theological degrees;
- (r) the delegation to the executive committee from time to time of all or any of the powers of the Conference and jurisdiction herein granted, upon terms or for a time, and subject to revocation without cause or notice, as the delegates may determine;
- (s) the general carrying out of the objects, purposes and ministries of the Conference.

Legal relationships

7. (1) The Conference has the powers and capacity of a natural person of full capacity.

- (2) The Conference may sue and be sued, and may contract and be contracted with in its corporate name.

Meetings of the Conference

8. (1) The first general meeting of the delegates to the Conference shall be held not more than 3 years after the date this Act comes into force, and thereafter general meetings of the Conference shall be held once every 3 years, unless otherwise provided in the bylaws.
- (2) A special general meeting of the delegates to the Conference may be called at any time in accordance with the bylaws.

Meetings of executive committee

9. (1) The executive committee shall meet not less than once in each calendar year and at other times it may deem necessary or advisable.
- (2) The Conference shall enact bylaws for the giving of notice of every meeting of the executive committee to each member thereof and for the election or appointment of a chairperson, secretary and any other officer of the executive committee that the Conference considers necessary or advisable.
- (3) A quorum for a meeting of the executive committee shall be a simple majority of all the members of the executive committee.

No personal liability

10. (1) Every member of the executive committee and every officer shall act honestly and in good faith and in the best interests of the Conference in exercising his or her powers and functions under this Act.
- (2) Subject to subsection (1), no member of the executive committee and no officer is, in his or her individual capacity, liable for any debt or liability of the Conference.
- (3) The executive committee may indemnify any person against any judgment, cost or expense actually and necessarily incurred during the performance of or in consequence of duties or activities undertaken honestly and in good faith in the furtherance of the objects of the Conference.

Execution of documents

11. Every document to which the Conference is a party is deemed duly executed if it contains the signature of a person duly authorized by the executive committee for that purpose.

Administration of gifts

12. Where, under the terms of any gift, bequest, trust or donation, an officer is appointed to undertake any act or administration, including the administration or probate of an estate and a power of appointment, that function or undertaking shall be carried out by a person appointed by the executive committee for that purpose.

Other Acts

13. (1) Notwithstanding section 3 (1) of the *Company Act*, the provisions of the *Company Act*, except Division (3) of Part 9, do not apply to the Conference.
- (2) The provisions of the *Company Clauses Act* do not apply to the Conference

Dissolution or winding up

14. (1) On dissolution or winding up of the Conference, the assets of the Conference shall revert to the Seventh-day Adventist Church in Canada or its successor
- (2) The provisions of the *Company Act* relating to the winding up of companies apply, *mutatis mutandis*, to the Conference, but whenever there is a reference therein to a special resolution, the reference shall be deemed to be a resolution.

Commencement

15. This Act comes into force by regulation of the Lieutenant Governor in Council.