



Halifax Region United Baptist Association (HRUBA)

By-Law #1

(Office Consolidation with Amendments to March 23, 2019)
(and Suggested Changes to October 25 2020)

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Halifax Region United Baptist Association

By-Law #1

Article I: Definitions and Interpretation

1.1 Definitions

In these By-Laws:

- a. "Association" means the Halifax Region United Baptist Association;
- b. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act*; and
- c. "Special Resolution" means a resolution passed by not less than three quarters (3/4) of such Delegates of Member Churches entitled to vote as present in person or via teleconference at an Annual or Special Meeting of the Association Body of Delegates of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given ~~at the previous Meeting of the Association~~ at least thirty (30) days in advance of the Meeting.

1.2 Interpretation

In these By-Laws

- a. Words importing the singular number only, include the plural number and *vice versa*, and words importing the masculine gender only, include the feminine or neuter gender and *vice versa*.
- b. The headings and other descriptions of all articles, sections, paragraphs and sub-paragraphs are inserted for convenience of reference only and shall not affect the construction or interpretation of these By-Laws.

Article II: Name

- 2.1 The name of the Association is Halifax Region United Baptist Association.

Article III: Mission

- 3.1 The Mission of the Association is to encourage the Churches:

- a. To obey the Great Commandment;

...the Lord our God, the Lord is one. Love the Lord your God with all your heart and with all your soul and with all your mind and with all your strength... Love your neighbour as yourself. {Mark 12: 29b-31a New International Version ©1984};

- b. To fulfill the Great Commission;

Then Jesus came to them and said, "All authority in heaven and on earth has been given to me. Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age." {Matthew 28:18-20 New International Version ©1984};

and

- c. To preserve the Unity of the Church.

Make every effort to keep the unity of the Spirit through the bond of peace. There is one body and one Spirit—just as you were called to one hope when you were called—one Lord, one faith, one baptism; one God and Father of all who is over all and through all and in all. {Ephesians 4:3-6 New International Version ©1984}.

Article IV: Role

- 4.1** The Association will fulfill its mission by being a fellowship-based organization, providing resources and equipping opportunities for Member Churches to fulfil their missions.

Article V: Affiliation

- 5.1** The Association is affiliated with, in fellowship with, and a Member of the Canadian Baptists of Atlantic Canada, which is incorporated as a not for profit corporation under the Canada Corporations Act.

Article VI: Baptist Distinctives

- 6.1** The following are Distinctives which are held in common by the Baptist Churches which are Members of this Association:
- a. The Lordship of Jesus Christ;
 - b. The Authority of the Scriptures;
 - c. The Priesthood of the Believer;
 - d. Believer's Baptism;
 - e. Regenerate Church Membership;
 - f. The Autonomy of the Local Church; and
 - g. The Separation of Church and State.

Article VII: Membership

7.1 Voluntary Association

The Halifax Region United Baptist Association is a voluntary association of local Baptist Churches situated in the Halifax Regional Municipality of Nova Scotia or in close proximity to the Halifax Regional Municipality, and membership shall be limited to local Baptist Churches situated within this geographic area.

7.2 Joining

7.2.1 A local Baptist Church wishing to unite with the Halifax Region United Baptist Association shall:

- a. Send written application from the church to the Clerk of the Association requesting consideration for membership in the Association, including a brief history of the church and the reasons why the church is making application for Association membership and its commitment to support the Mission and Objectives of the Association;
- b. Give satisfactory evidence as to its faith and practice with respect to the Baptist Distinctives listed in Section 6.1;
- c. Give satisfactory evidence that it is not in conflict with any of the existing Member Churches of the Association or that it is actively seeking to be reconciled to such Member Church(es). In the event that conflict remains between the applicant church and an existing Member Church of the Association, both churches should agree to participate in a reconciliation process ~~directed by the Mediation Team of the Association or a similar team~~ established by the Association Council for such purpose; and
- d. Agree to enter into a period of mentorship/sponsorship with one of the existing Member Churches of the Association for a duration of no less than one year, during which time the pastor/leadership team of the sponsoring church shall meet with the pastor/leadership team of the applicant church on a quarterly basis to provide encouragement and guidance and discuss ministry and development issues pertaining to the applicant church.

7.2.2 Upon receipt of the application for membership in the Association from the applicant church, the Association Council, or its appointed representatives, shall meet with the pastor/leadership team of the applicant church to ensure that steps a, b, and c of Section 7.2.1 above are satisfied and that the applicant church is prepared to enter into step d. ~~If there are any deficiencies, the Association Council, or its appointed representatives shall work with the applicant church to determine whether they can be resolved.~~

7.2.3 If the applicant church has not made an agreement with a Member Church of the Association to act in the mentorship/sponsorship role, the Association Council, or its appointed representatives, shall work with the applicant church to determine whether a mentor/sponsor Member Church can be found.

7.2.4 When the requirements of Section 7.2.2 above are met and an agreement has been made with a Member Church to act as Mentor/Sponsor, the Association Council, or its appointed representatives shall meet with the pastor/leadership team of the applicant church and representatives of the mentoring/sponsoring Member Church to confirm the arrangements for the mentoring process.

7.2.5 At the end of the mentoring period both the applicant church and the Mentoring/Sponsoring Member Church shall submit written reports to the Association Council respecting the accomplishments of the mentoring year, and the readiness of the applicant church to proceed with its application for membership.

~~7.2.2~~7.2.6 The Association Council, or its appointed representatives, shall meet with the pastor/leadership team of the applicant church and with representatives of the mentoring/sponsoring Member Church to confirm readiness to proceed or to identify the need for additional mentorship or other requirements.

~~7.2.3~~7.2.7 ~~If so~~When satisfied that the applicant church is prepared for membership and is a suitable candidate for membership and upon receipt of a recommendation from the mentoring/sponsoring Member Church, the Association Council shall make notice of Special Resolution ~~at the next scheduled Meeting of the Association Body of Delegates~~ that the applicant church be admitted into the membership of the Association at the following Meeting of the Association Body of Delegates Meeting.

~~7.2.4~~7.2.8 At the following Meeting of the Association Body of Delegates, the Special Resolution regarding the applicant church being admitted into membership of the Association shall be put to the vote.

7.3 Transferrability of Memership

~~7.2.5~~7.3.1 Membership in the Association is not transferrable.

7.3.4 Rights and Obligations of Member Churches

~~7.3.1~~7.4.1 Member Churches shall have the following rights:

- a. To be notified of and to participate in the activities of the Association;
- b. To send Delegates to Meetings of the Association Body of Delegates; and
- c. To nominate persons to serve as Officers of the Association, on the Association Council or on Association Working Groups, Committees and Ministries.

~~7.3.2~~7.4.2 Member Churches shall have the following obligations:

- a. To support the Mission and Objectives of the Association;
- b. To participate in the activities of the Association; and
- c. To support the Budget of the Association.

7.4.5 Revocation of Membership

~~7.4.1~~7.5.1 The Association may revoke the membership of a Member Church which has been found to have departed from Baptist faith and practice with respect to the Baptist Distinctives listed in Section 6.1 or is no longer meeting the obligations of a Member Church as described in Section 7.4.2, provided that:

- a. An attempt at reconciliation by the Association has taken place using a reconciliation process ~~directed by the Mediation Team of the Association or a similar team~~ established by the Association Council for such purpose;

- b. Following the attempt at reconciliation the Association Council has carefully examined the matter;
- c. Association Council is convinced that the membership of the Member Church should be revoked.

~~7.4.27.5.2~~ 7.5.2 If so convinced, the Association Council shall make notice of a Special Resolution ~~at the next scheduled Meeting of the Association Body of Delegates~~ that the membership of the Member Church be revoked at the following Meeting of the Association Body of Delegates.

~~7.4.37.5.3~~ 7.5.3 At the following Meeting of the Association Body of Delegates, the Special Resolution regarding the membership of the Member Church being revoked shall be put to the vote.

7.57.6 **Termination of Membership**

~~7.5.17.6.1~~ 7.6.1 The Association may terminate the membership of a Member Church upon the dissolution or loss of visibility of the Member Church.

7.67.7 **Disassociation by a Member Church**

~~7.6.17.7.1~~ 7.7.1 A Member Church of the Association which desires to withdraw its membership in the Association may do so, provided that:

- a. An attempt at reconciliation by the Association has taken place using a reconciliation process ~~directed by the Mediation Team of the Association or a similar team~~ established by the Association Council for such purpose;
- b. The membership of the Member Church has passed a Resolution of Disassociation by a majority vote; and
- c. A copy of the Resolution has been forwarded to the Moderator of the Association.

~~7.6.27.7.2~~ 7.7.2 Upon receiving the Resolution of Disassociation from the Member Church, the Moderator of the Association shall place the motion on the Agenda of the next Meeting of the Association Body of Delegates for information.

Article VIII: Association Body of Delegates

8.1 Appointment of Delegates

8.1.1 Each Member Church of the Association may appoint Delegates to Meetings of the Association Body of Delegates as follows:

- a. In addition to any Delegates appointed pursuant to Sections 8.1.2 and 8.1.3, each Member Church may appoint up to 10 Delegates.
- b. Delegates must be members of a local Baptist Church which is a Member Church of the Association;
- c. Delegates should be appointed by a meeting of the members of the Member Church or other method determined by the Member Church; and

d. On or before the date of the Meeting of the Association Body of Delegates, the Member Church should send to the Association Clerk a list of the Delegates so appointed.

8.1.2 Pastors and Ministry Directors in active ministry in local Baptist Churches, retired Baptist Pastors and Missionaries, and Baptist Chaplains residing within the geographic area served by the Association shall be Delegates to Meetings of the Association Body of Delegates.

8.1.3 Officers of the Association and Members of the Association Council shall be Delegates to Meetings of the Association Body of Delegates.

8.2 Role of Association Body of Delegates

8.2.1 The Association Body of Delegates shall be the governing body of the Association.

8.2.2 The Association is ultimately responsible to the Member Churches through the Association Body of Delegates.

8.2.3 The Association Body of Delegates may delegate such authority and responsibility to the Association Officers and the Association Council as it determines to be necessary from time to time. Such delegation shall be recorded in the Policy and Procedures Manual

Article IX: Meetings of Association Body of Delegates

9.1 Annual Meeting

9.1.1 The Association shall have an Annual Meeting of the Association Body of Delegates not later than March 31 each year.

~~9.1.19.1.2~~ The Annual Meeting may be held in person, or via teleconference, or with some delegates present in person and some present via teleconference.

9.2 Special Meetings

9.2.1 Special Meetings of the Association Body of Delegates may be called:

- a. If requested by the Moderator;
- b. If requested by a majority vote of Association Council; or
- c. If requested in writing to the Clerk by 10 Member Churches of the Association.

9.2.2 Special Meetings may be held in person, or via teleconference, or with some delegates present in person and some present via teleconference.

9.3 Notice of Meetings

9.3.1 Notice of Meetings of the Association Body of Delegates shall be provided to Member Churches and other Delegates entitled to attend the Meeting at least thirty (30) days in advance of the Annual Meeting and at least fifteen (15) days in advance of Special Meetings, and shall:

- a. Include the date, time and place of the Meeting; ~~and~~

b. Specify the purpose of the Meeting; and

b.c. Be delivered by Canada Post or by email.

9.3.2 The non-receipt of notice by any Member Church or other Delegate entitled to attend the Meeting shall not invalidate the proceedings of the Meeting.

9.3.3 Notice may be waived for Meetings with the unanimous approval of all Member Churches and of all other Delegates entitled to attend the Meeting.

9.4 Quorum at Meetings

9.4.1 At any Annual or Special Meeting of the Association Body of Delegates, a Quorum shall consist of Delegates from fifteen (15) Member Churches plus including a minimum of five (5) Delegates who are Members of the Association Council. No business shall be conducted at any Meeting unless a Quorum is present.

9.4.2 When a Quorum is not present, the Meeting may proceed for information purposes only.

9.4.3 When a Quorum is not present, a Meeting may be adjourned to a time and place as may be decided by a majority of those Delegates who are present.

9.5 Voting

9.5.1 At any Annual or Special Meeting of the Association Body of Delegates, every Delegate who is present in person or via teleconference shall have the right to cast one (1) vote.

9.5.2 There shall be no proxy voting.

9.5.3 All regular motions and ordinary resolutions shall be decided on the basis of a simple majority vote. Where there is an equality of votes, the motion or the resolution shall be lost.

9.5.4 Special Resolutions must meet both the notice and voting requirements set out in Section 1.1 (c).

9.5.5 A declaration of the Chair of the Meeting that a motion or resolution has been carried or lost is sufficient unless a poll is demanded by at least ten (10) Delegates. If a poll is demanded, it shall be held by show of hands or secret ballot as the Chair may decide.

9.6 Fellowship Meetings

9.6.1 Fellowship Meetings, where no business is conducted, may be held at any time.

Article X: Officers

10.1 The Officers of the Association shall be:

- a. Moderator, for a term of one (1) year;
- b. Past Moderator, for a term of one (1) year;
- c. Clerk for a term of three (3) years;

- d. Treasurer, for a term of three (3) years; and
- e. The Vice Moderator, for a term of one (1) year.

10.2 The Officers of the Association shall be members in good standing of Member Churches of the Association.

10.3 The Officers of the Association shall be elected by the Delegates at a Meeting of the Association Body of Delegates.

10.4 The Officers of the Association shall be eligible for re-election to the same or other office.

10.5 The Delegates at a Meeting of the Association Body of Delegates may, by Special Resolution, remove any Officer and appoint another person to complete the term of office.

10.6 Officers of the Association shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his or her position as such; provided that an Officer may be paid reasonable expenses incurred by him or her in the performance of the duties of that Officer.

10.7 The Moderator shall:

- a. Preside at ~~all~~ Meetings of the Association Body of Delegates;
- b. Preside at ~~all M~~meetings of Council;
- c. Be responsible for the effectiveness of Council; and
- d. Perform such other Duties as may be assigned from time to time by the Association Council.

10.8 In the absence of the Moderator, the Vice Moderator or the Past Moderator shall assume the role of the Moderator.

10.9 The Clerk shall:

- a. Have responsibility for the preparation and custody of all the books and records of the Association, including but not limited to, the minutes of Meetings of the Association Body of Delegates, the minutes of Association Council and the Register of Members;
- b. Prepare and file the annual requirements with the office of the Registrar;
- c. File with the Registrar, within fourteen (14) days of their election, a list of Members of Association Council, with their addresses, occupations and dates of election;
- d. File with the Registrar a copy of every Special Resolution, within fourteen (14) days after the resolution is passed;
- e. Have custody of the Seal of the Association, which may be affixed to any document upon resolution of the Association Council; and
- f. Perform such other Duties as may be assigned from time to time by the Association Council.

10.10 The Treasurer shall:

- a. Have responsibility for the custody of the financial books and records of the Association;

- b. Have responsibility for the preparation of the year-end Financial Report of the Association as required by Section 12.7;
- c. File with the Registrar a signed copy of the Financial Report of the Association within fourteen (14) days of the Annual Meeting of the Association;
- d. File the applicable Registered Charity Information Return as required by the Canada Revenue Agency, and application for GST/HST rebates; and
- ~~d.e.~~ _____ In consultation with the Association Council, participate in the development of a Draft Budget for the Association for presentation to the Annual Meeting of the Association Body of Delegates; and
- ~~e.f.~~ _____ Perform such other Duties as may be assigned from time to time by the Association Council.

Article XI: Association Council

11.1 The Association Council shall be composed of:

- a. The Officers of the Association as prescribed by Section 10.1.
- ~~b. A District Representative from each of the three (3) Districts, for a term of three (3) years, with one District Representative being elected each year;~~
- ~~e.b.~~ _____ The Chair or Coordinator of each Standing Committee established by the Association Council~~the Delegates at a Meeting of the Association Body of Delegates;~~
- ~~d.c.~~ _____ The Chair or Coordinator of each Working Group established by the Association Council~~Delegates at a Meeting of the Association Body of Delegates;~~
- ~~e.d.~~ _____ The Coordinator or Director of each Association Ministry established by the Association Council~~Delegates at a Meeting of the Association Body of Delegates;~~ and
- ~~f.e.~~ _____ The President of the HRUBA Women's Missionary Society~~Up to two Members at Large.~~

11.2 The Members of the Association Council shall be members in good standing of Member Churches of the Association.

11.3 The Members of the Association Council shall be elected by the Delegates at a Meeting of the Association Body of Delegates.

11.4 The Delegates at a Meeting of the Association Body of Delegates may, by Special Resolution, remove any Member of Association Council and appoint another person to complete the term of office.

11.5 Members of Association Council shall serve without remuneration and no Member of Association Council shall directly or indirectly receive any profit from his or her position as such; provided that a Member of Council may be paid reasonable expenses incurred by him or her in the performance of the duties of that Member of Council.

11.6 For the purposes of the *Societies Act* of Nova Scotia, the Members of the Association Council are the Directors of the Association.

- 11.7** Subject only to direction from a Meeting of the Association Body of Delegates, the Association Council shall have the responsibility for the operation of the Association between Meetings of the Association Body of Delegates.
- 11.8** The Association Council shall endeavour to implement the decisions made from time to time by the Association Body of Delegates.
- 11.9** Subject only to a ratification vote at the next Meeting of the Association Body of Delegates, the Association Council may:
- a. Establish its own Terms of Reference and Rules of Procedure;
 - b. Establish Roles and Responsibilities for the Officers of the Association;
 - c. Establish Committees, Working Groups and Association Ministries and appoint members to each and appoint up to two Members at Large;
 - d. Nominate Chairs or Coordinators for Committees, Working Groups and Association Ministries for election, and fill mid-term vacancies for ratification, at the next Meeting of the Association Body of Delegates;
 - e. Establish Terms of Reference and Rules of Procedure for Committees, Working Groups and Association Ministries;
 - f. Establish Rules of Order for Meetings of the Association Body of Delegates; and
 - g. Establish a Budget for the Association.

Article XII: Finance

- 12.1** The fiscal year end of the Association shall be the last day of December.
- 12.2** The Signing Officers of the Association shall be the Moderator, the Vice Moderator, the Past Moderator, the Clerk and the Treasurer, and such additional member or members of Association Council as Council shall appoint.
- 12.3** Every cheque issued on behalf of the Association shall be signed by two of the Signing Officers.
- 12.4** Every contract, deed, bill of exchange and other instrument and document executed on behalf of the Association shall be authorized by resolution of the Association Council and signed by two of the Signing Officers.
- 12.5** The Association shall not advance funds, make loans or guarantee loans to any Officer or Member of Association Council.
- 12.6** The Association may only borrow money as approved by a Special Resolution of the Association.
- 12.7** At the Annual Meeting of the Association Body of Delegates, Association Council shall present to the Delegates a written report on the financial position of the Association. The report shall be in the form of:
- a. A Balance Sheet showing the assets, liabilities and equity of the Association; and

- b. A Statement of the income and expenditures of the Association in the preceding fiscal year.
- 12.8** The Financial Report described in Section 12.7 shall be signed by the auditor, if one has been appointed or by two (2) Members of Association Council if no auditor has been appointed.
- 12.9** An auditor may be appointed by resolution of Delegates at the Annual Meeting of the Association Body of Delegates, and if Delegates fail to appoint an auditor, Association Council may do so or may authorize an External Financial Review but is not required to do so.
- 12.10** Delegates may inspect the Annual Financial Statements and the Minutes of the Meetings of Association Body of Delegates at the registered office of the Association with one week notice.
- 12.11** Delegates may inspect all other books and records of the Association at any reasonable time within two days prior to the Annual Meeting of the Association Body of Delegates.

Article XIII District Structure

- ~~**13.1** To enhance community-based activities, the Association Council may divide the Member Churches into several Districts. By dividing into three (3) Districts, the Association will seek to work in a community-based format as follows:~~
- ~~a. **District One:** Bethel, Eastern Passage, First Dartmouth, Foundation, Immanuel, Jeddore, New Beginnings, Regal Heights, Shiloh Community, South End and Stevens Road;~~
- ~~b. **District Two:** Bayside, Bedford, Birchy Head, Elmsdale, Faith, Hammonds Plains First, Head of St. Margaret's, Sackville, Sackville Christian Fellowship and Uniacke; and~~
- ~~c. **District Three:** Bayers Road, Birch Cove, Springfield Christian Community Church, First Halifax, Mulgrave Park, New Life, Timberlea, and West End.~~

Article XIV: Statutory Compliance

- 14.1** For as long as the Association is incorporated under the *Societies Act* of Nova Scotia, the Association shall do all things necessary to comply with that *Act*. If, for reasons of polity or otherwise, the Association cannot comply with that *Act*, the Association may by Special Resolution and satisfying any other requirements of the *Act* ~~or By Law~~, surrender its Certificate of Incorporation.

Article XV: Amendment

- 15.1** By Special Resolution, the Delegates at a Meeting of the Association Body of Delegates for which proper notice of the proposed action has been given, may repeal, amend or add to the Memorandum of Association or this By-Law or establish a further By-Law.

15.2 No amendment to the Memorandum of Association or to this By-Law or establishment of a further By-Law shall take effect until the Registrar approves of it.

Article XVI: Coming into Force

~~**16.1** Section 1.1 b. and Section 15.2 of this By Law #1 shall not come into force until the Association has been incorporated under the Nova Scotia Societies Act and the Memorandum of Association and this By Law #1 have been approved by the Registrar as required by that Act.~~

~~**16.2**16.1 The remainder of this By Law #1 shall come into force as the Revised Constitution of the unincorporated Halifax Region United Baptist Association upon adoption by a two-thirds (2/3) affirmative vote of the delegates present at a Meeting of the Association Body of Delegates providing notice has been given at the previous Regular Meeting.~~