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*Heritage Baptist College and
Heritage Theological Seminary Act, 1994*

EXPLANATORY NOTE

The purpose of the Bill is set out in the Preamble.

BILL Pr

1994

**An Act to incorporate Heritage Baptist
College and Heritage Theological Seminary**

Preamble

Central Baptist Seminary and Bible College and London Baptist Bible College and London Baptist Seminary have been operating as one institution since January 1, 1993 and have applied for special legislation to continue under the name "Heritage Baptist College and Heritage Theological Seminary" as an institution for religious education that is authorized to grant certain degrees in the field of religious study. The applicants represent that they have been operating seminaries for the education and training of students preparing for Christian work at home and abroad since they were incorporated.

It is appropriate to grant the application.

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

Definitions

1. In this Act,

"Alumni Association" means the association of individuals who have received degrees, diplomas or certificates from a charter college or from the Seminary;

"charter college" means Central Baptist Seminary and Bible College and London Baptist Bible College and London Baptist Seminary, as they existed immediately before the coming into force of this Act;

"Seminary" means Heritage Baptist College and Heritage Theological Seminary.

Seminary incorporated

2. (1) Heritage Baptist College and Heritage Theological Seminary is established as a corporation without share capital consisting of the members of its board of directors.

Charter colleges dissolved

(2) The charter colleges are dissolved on the day this Act comes into force.

By-laws, etc., continued

(3) All by-laws, resolutions and appointments of the charter colleges shall continue as by-laws, resolutions and appointments of the Seminary, except to the extent that they are inconsistent with this Act, until they are amended, repealed or revoked.

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Objects

3. The objects of the Seminary are,

- (a) to operate Heritage Baptist College as an undergraduate educational community of maturing believers, to advance the church of Jesus Christ by equipping individuals for a life ministry based on God's Word; and
- (b) to operate Heritage Theological Seminary as a graduate school of theological studies, to prepare men and women to advance the church of Jesus Christ in both Canadian and international settings.

Power to grant degrees

4. The Seminary may, upon the recommendation of the Seminary's president, administrators and full-time faculty, award diplomas and certificates and grant the degrees of Bachelor of Theology, Bachelor of Religious Education, Bachelor of Sacred Music, Master of Theology, Master of Religious Education, Master of Theological Studies, Master of Divinity and, in recognition of meritorious attainment in Christian scholarship or ministry, the honorary degree of Doctor of Divinity.

Board of directors

5. (1) The affairs of the Seminary shall be managed by its board of directors.

Composition

(2) The board of directors shall consist of not fewer than ten persons and not more than 15 persons, excluding members by virtue of their office, as set out in the by-laws of the Seminary.

Requirements for election to board

(3) No person shall be elected as a member of the board of directors unless the person is in full agreement with the doctrinal statement of the Seminary, is a member in good standing of a Fellowship Baptist Church or other church that is in full agreement with the Seminary doctrinal statement, and is a Canadian citizen.

Same

(4) At least 75 per cent of the elected members of the board of directors must be members of a church that is designated as a partner church by by-law of the Seminary made under paragraph 20 of section 8.

Members by virtue of office

(5) The chair of the Advisory Council established under section 10 and the president of the Alumni Association shall be voting members of the board of directors, by virtue of their

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office, for a two-year term or as otherwise indicated in the by-laws of the Seminary.

Same

(6) The president of the Seminary shall be a non-voting member of the board of directors, by virtue of the office, and may participate in all board meetings except when the subject matter of a meeting relates directly to the president's person or salary, during which discussions the president may be excluded from the meeting.

Election

(7) The members of the board of directors, other than those referred to in subsections (5) and (6), shall be elected by secret ballot by the current board of directors and the Advisory Council at the annual meeting of the members of the Seminary.

Term of office

(8) The term of office for the elected members of the board of directors is three years.

First members

(9) The first members of the board of directors shall be the persons named in the Schedule to this Act.

Same

(10) Despite subsection (8), the board of directors may by by-law provide for the retirement in rotation of the first members of the board and, despite any other provision of this Act, may provide that one or more of the first members of the board shall serve for an initial period of less than three years.

Two term limit

(11) No elected member of the board of directors shall serve for more than two consecutive terms but a member who has served for two consecutive terms shall again be eligible for election to the board of directors one year after the second term is completed.

Same

(12) Service on the board of directors of a charter college before this Act comes into force, service on the board of directors of the Seminary for a period of less than three years by any first member of the board of directors, service on the board of directors of the Seminary as a member by virtue of an office, or service on the board of directors of the Seminary for the balance of an unexpired term by a member elected under subsection (15) does not constitute service of all or part of a term or terms for the purposes of subsection (11).

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Dismissal for cause

(13) Despite any other provision in this Act, any member of the board of directors may bring a motion before a meeting of the board of directors to dismiss for cause an elected board member.

Same

(14) A motion brought under subsection (13) shall be given to every member of the board of directors as set out in the by-laws of the Seminary, shall be voted on by secret ballot and shall be passed if it receives at least two-thirds of the votes cast at the meeting.

Vacancy

(15) Where a vacancy occurs among the elected members of the board of directors, the remaining members of the board of directors shall decide whether or not to fill the vacancy and, if so, the manner and procedure for doing so.

Quorum

(16) Unless the by-laws of the Seminary otherwise provide, a majority of the board of directors constitutes a quorum for the transaction of business but, in no case, shall the quorum be less than a majority of the board of directors.

Majority vote to pass by-laws, resolutions

(17) All by-laws of the Seminary and resolutions of the board of directors, except as provided in subsection (14) and paragraph 18 of section 8, shall be passed by a majority of the votes cast at a meeting of the board of directors.

Tie vote

(18) In case of a tie, the chair of the board of directors shall have a second and deciding vote.

Meetings of board

6. (1) The board of directors of the Seminary shall meet at least four times a year and at such other times as the chair of the board of directors or, in the chair's absence, the vice-chair of the board of directors considers necessary.

Same

(2) Any two members of the board of directors may request a meeting of the board upon written notice being sent to every other member of the board as set out in the by-laws of the Seminary.

Annual meeting of members

(3) The board of directors shall call an annual meeting of the members of the Seminary once in each calendar year.

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Chair

7. (1) The board of directors of the Seminary shall elect annually from among its members a chair who shall preside at meetings of the board of directors, and a vice-chair, and the chair and vice-chair shall both be eligible for re-election.

Officers

(2) The board of directors shall elect annually a secretary, a treasurer, and such other officers as the board of directors may determine, who shall be eligible for re-election for successive terms, and the secretary, treasurer and other officers elected under this subsection need not be members of the board of directors.

Vice-chair

(3) If the chair is absent for any reason or that office is vacant, the vice-chair shall act as and have all the powers of the chair.

Vacancy

(4) If any office referred to in this section is vacant or if for any reason any officer is unable to act, the board of directors may designate another eligible person to act in that capacity.

Executive committee

(5) The board of directors shall elect annually from among its members an executive committee consisting of the president of the Seminary and three other members of the board of directors.

Powers of board

8. The board of directors of the Seminary has all powers necessary or convenient to perform its duties and achieve the objects of the Seminary including, without limiting the generality of the foregoing, the following powers:

1. To enact by-laws for the conduct of its affairs.
2. To establish, change, and terminate programs and courses of study after consideration of the recommendations, if any, of the Seminary's president, administrators and full-time faculty.
3. To establish, change and dissolve any faculty, school, institute, department or other academic division within the Seminary, and to determine the powers and duties of any such unit, after consideration of the recommendations, if any, of the Seminary's president, administrators and full-time faculty.

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4. To appoint, promote, grant leave to, suspend and remove the Seminary's president, administrators and full-time faculty.
5. To fix the duties, salaries and other benefits of the employees of the Seminary, as the board of directors considers appropriate.
6. To approve and enforce rules and regulations respecting the admission, discipline and dismissal of students as the Seminary's president and administrators recommend.
7. To regulate the conduct of the Seminary's president, administrators, faculty, other employees and students and of all other persons on or using the Seminary's property.
8. To appoint a nominating committee and other committees, and, if so desired, to delegate to any committee the power and authority to act for the board of directors with respect to any matter or class of matters, where a majority of the members of that committee are members of the board of directors.
9. To federate or affiliate the Seminary with any other institution of higher learning, and to dissolve any such federation or affiliation or any existing federation or affiliation, or modify or alter the terms of any federation or affiliation.
10. To establish and collect fees and charges for tuition and services of any kind offered by the Seminary, and to collect fees and charges on behalf of any entity, organization or element of the Seminary.
11. To combine trust money into a common trust fund, except where a trust instrument otherwise directs.
12. To acquire any kind of property, whether designated to London Baptist Bible College and London Baptist Seminary, Central Baptist Seminary and Bible College or Heritage Baptist College and Heritage Theological Seminary, and to enter into and carry out agreements, contracts and undertakings with respect to the property and to hold any such property for the purpose of drawing revenues from it and to sell, lease, mortgage, dispose of and convey the property or any part of it or any interest in it as the board of directors considers advisable.
13. To hold, manage, sell or convert any of the real or personal property owned by the Seminary, and to invest

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and reinvest any principal in such manner as it considers advisable.

14. To acquire and maintain such real property, equipment and furnishings as the board of directors considers necessary for the operation of the Seminary.
15. To acquire, accept, solicit or receive any gift.
16. To approve and enforce rules and regulations respecting the management and control of residences and other buildings and the property and operation of the Seminary in general as recommended by the Seminary's president and administrators.
17. To enact by-laws and policies respecting the qualifications required to be a member of the board of directors or an employee of the Seminary.
18. To adopt and amend, by unanimous vote of the board of directors, the doctrinal statement of the Seminary.
19. To create one or more advisory bodies, and to determine the composition, functions and procedures of any such body and of the Advisory Council that is established under section 10.
20. To designate any church that declares itself committed to the philosophy, objects and operation of the Seminary as a partner church of the Seminary.

President

9. The Seminary shall be administered by a president who is appointed by and reports to the board of directors and is responsible for the direction and administration of the Seminary.

Advisory Council

10. (1) There shall be an Advisory Council consisting of persons appointed by the board of directors of the Seminary upon the recommendation of the board's nominating committee.

Same

(2) The nominating committee of the board of directors shall consider the recommendations of partner churches and of members of the board of directors in making its recommendation respecting appointments to the Advisory Council to the board of directors.

Same

(3) The composition, functions and procedures of the Advisory Council shall be set out in the by-laws of the Seminary.

8.

Meetings open to the public

11. (1) The meetings of the board of directors of the Seminary shall be open to the public and prior notice of meetings shall be given to the members of the board of directors and to the public in a manner determined by the board of directors.

Exception, confidential matters

(2) Where a matter is confidential to the Seminary, that part of a meeting of the board of directors concerning that matter may be closed to the public.

Exception, personal matters

(3) Where a matter of a personal nature concerning an individual may be considered at a meeting of the board of directors, that part of the meeting concerning the individual shall be closed to the public unless the individual and the board of directors agree that that part of the meeting shall be open to the public.

Removal for conduct

(4) The board of directors may remove from a meeting a person who, in the opinion of the board, engages in conduct that could interfere with the proceedings.

Publication of by-laws

12. (1) The Seminary shall publish its by-laws in a manner determined by the board of directors.

Examination by public

(2) The by-laws of the Seminary shall be open to examination by the public during the normal office hours of the Seminary.

Audit

13. (1) The board of directors of the Seminary shall annually appoint one or more public accountants licensed under the *Public Accountancy Act* to audit the accounts and trust funds of the Seminary.

Publication

(2) The audited statements of the Seminary shall be made available to the public in a manner determined by the board of directors.

Fiscal year

(3) The fiscal year of the Seminary shall be as established by the board of directors.

Property, liabilities of charter colleges assumed by Seminary

14. (1) The property, rights, privileges and powers of the charter colleges are continued and vested in the Seminary and the liabilities of the charter colleges, together with the benefits

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and burdens of all contracts and covenants of the charter colleges, are continued in and assumed by the Seminary.

Documents, references to charter colleges

(2) For the purposes of construing any instrument or other document, unless the contrary intention appears, a reference to a charter college or any of its divisions or departments shall be deemed to be a reference to the Seminary.

Dissolution or winding-up of Seminary

15. In the event of the dissolution or winding up of the Seminary, all its remaining property, after the payment of all debts and liabilities, shall be distributed to one or more charitable organizations in Canada, within the meaning of the *Income Tax Act* (Canada), having objects of a religious nature as similar as possible to those of the Seminary.

Transition

16. (1) The Seminary shall grant to all its students full recognition for all credits and marks awarded by a charter college or by the Seminary before the coming into force of this Act.

Same

(2) On and after the day this Act comes into force, the employment contracts, including employee benefits, of the charter colleges are obligations of the Seminary, and all appointments held by the employees of the charter colleges shall be deemed to have been granted by the Seminary.

Repeal

17. *The London Baptist Bible College and London Baptist Seminary Act, 1981 and the Central Baptist Seminary and Bible College Act, 1984* are repealed.

Commencement

18. This Act comes into force on the day it receives Royal Assent.

Short title

19. The short title of this Act is the *Heritage Baptist College and Heritage Theological Seminary Act, 1994*.

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SCHEDULE

First Board of Directors of Heritage Baptist College and Heritage Theological Seminary:

Rev. Lambert Baptist

Rev. Donald Brubacher

Rev. Marvin Brubacher

Rev. John Buchwald

Mr. Steven Creery

Rev. James DeMarsh

Rev. Donald Fitchett

Mr. Theodore Flemming

Rev. Mark Hollywood

Rev. Donald Howard

Mr. George Layzell

Mr. Raymond Loney

Mr. William Marshall

Dr. Rodger McCready

Mr. Murray Pipe

Mr. Jerry Polach

Mr. William Springle

Rev. Edward Stimers

Rev. Kenneth Taylor