



Court File No. **VLC-S-S-146656**

No.
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

Between

DOMINIC LI

Petitioner

and

ELAINE CHAN, HENRY CHEUNG, KENNETH IP, EDWARD LI, JIMMY KO, PHILIP MAH, JAMES NG, TINA TSANG, BETTY YUEN AND VANCOUVER CHINESE BAPTIST CHURCH

Respondents

PETITION TO THE COURT

This proceeding has been started by the petitioner for the relief set out in Part 1 below.

If you intend to respond to this petition, you or your lawyer must

- (a) file a response to petition in Form 67 in the above-named registry of this court within the time for response to petition described below, and
- (b) serve on the petitioner
 - (i) 2 copies of the filed response to petition, and
 - (ii) 2 copies of each filed affidavit on which you intend to rely at the hearing.

Orders, including orders granting the relief claimed, may be made against you, without any further notice to you, if you fail to file the response to petition within the time for response.

Time for response to petition

A response to petition must be filed and served on the petitioner,

- (a) if you reside anywhere within Canada, within 21 days after the date on which a copy of the filed petition was served on you,
- (b) if you reside in the United States of America, within 35 days after the date on which a copy of the filed petition was served on you,
- © if you reside elsewhere, within 49 days after the date on which a copy of the filed petition was served on you, or

(d) if the time for response has been set by order of the court, within that time.

(1) The address of the registry is:

800 Smithe Street, Vancouver, BC V6Z 2E1

(2) The ADDRESS FOR SERVICE of the petitioner is:

c/o DE JAGER VOLKENANT & COMPANY
#5 - 15243 - 91 Avenue, Surrey, BC V3R 8P8

Fax number address for service (if any) of the petitioner: 604-953-1501

E-mail address for service (if any) of the petitioner: cdejager@dvclawyers.com

(3) The name and office address of the petitioner's lawyer is:

T. CHARLES DE JAGER
DE JAGER VOLKENANT & COMPANY
#5 - 15243 - 91 Avenue, Surrey, BC V3R 8P8

Claim of the Petitioner

Part 1: DECLARATIONS AND ORDERS SOUGHT

1. Declaration that the steps taken and decisions made by the Rogue Leaders, the Illegal Directors, the PC Committee, the Evaluation Committee and the Members described in Part 2: FACTUAL BASIS paragraphs 40 to 92 are illegal, void and of no force and effect under the Bylaws, Act or law.
2. Order removing the Rogue Leaders, the Illegal Directors, the PC Committee, the Evaluation Committee from their positions with VCBC.
3. Order appointing qualified and trusted individuals as the interim legal directors of VCBC (the "Directors").
4. Order that the Directors lawfully manage the affairs of VCBC until new directors are elected and appointed under VCBC bylaws that comply with the Act and law.

5. Order that future VCBC director and member actions and meetings comply with the Act and law.

Part 2: FACTUAL BASIS

1. The petitioner and his family are long-time members of the respondent, Vancouver Chinese Baptist Church ("VCBC").
2. VCBC is an evangelical Christian church in the Baptist tradition.
3. The respondent, Elaine Chan ("E. Chan"), is a government worker who resides at 8023 Fremlin Street, Vancouver, BC.
4. The respondent, Henry Cheung ("Cheung"), is a pharmacist who resides at 944 Avenue E., Vancouver, BC.
5. The respondent, Kenneth Ip ("Ip"), is a retired accounting clerk who resides at 8004 Ash Street, Richmond, BC.
6. The respondent, Edward Li ("Li"), is a businessman who resides at 6678 Marguerite Street, Vancouver, BC.
7. The respondent, Jimmy Ko ("Ko"), is a businessman who resides at 5231 Turner Street, Richmond, BC.
8. The respondent, Philip Mah ("Mah"), is a retired university worker who resides at 2805 Rosemont Drive, Vancouver, BC.
9. The respondent, James Ng ("Ng"), is a retired custodian who resides at 3434 Wellington Avenue, Vancouver, BC.
10. The respondent, Tina Tsang ("Tsang"), is an accountant who resides at 1364 E. 34 Avenue, Vancouver, BC.
11. The respondent, Betty Yuen ("Yuen"), is a retired nurse who resides at 3731 Linwood Street, Vancouver, BC.
12. At all times material to this matter the legal constitution and bylaws of VCBC were the constitution (the "Constitution") and bylaws (the "Bylaws") dated July 8, 1969 and filed with the BC Registrar of Companies on July 23, 1969.
13. Article IV of the Constitution provides in part as follows: "We engage, therefore ... to walk together in Christian love; to strive for the advancement of this church ... to promote its prosperity ... to sustain its worship, ordinances, discipline, and doctrines" and "To walk

circumspectly in the world; to be just in our dealings, faithful to our engagements, and exemplary in our deportment ...”.

14. Article I 6. of the Bylaws provides in part as follows: “All cases of difficulties between members shall be dealt with according to the directions given by our Lord as recorded in Matthew 18: 15 - 17” and “All proceedings against a member shall be pervaded by a spirit of Christian kindness and forbearance ...”.
15. The Bylaws do not identify the legal directors of VCBC. The Bylaws only refer to the Executive Officers (the “EO”) of VCBC. The EO are not the legal directors of VCBC.
16. Article II 2. of the Bylaws provides that “All executive officers, except the pastor and deacons, shall be elected by the church annually”.
17. Article II 4. 6. of the Bylaws provides that “The church shall ordain deacons and deaconesses from among the membership”.
18. Article II 4. of the Bylaws provides that “The executive officers of the church shall be elected and shall include: (a) Pastor (b) Deacons and/or Deaconesses (c) Secretary (d) Treasurer (e) Financial Secretary”.
19. Article III of the Bylaws provides that “All church committee members shall be selected annually by the nominating committee and elected by the church” and that the nominating committee shall consist of the EO. The nominating committee has the authority to recommend persons for election to volunteer positions in VCBC.
20. The Articles of the Bylaws do not provide for a committee charged with responsibility for employment and human resources matters.
21. Article V (c) 2. provides that no member of VCBC is entitled to access to the books and records of VCBC except as authorized by law, the EO or resolution of the members.
22. The meeting notice requirements of the Bylaws are as follows. Article V (A) 2. of the Bylaws provides for a monthly regular business meeting held on a designated day. Article V (A) 7. (a) of the Bylaws requires 7 days notice posted on the VCBC bulletin board of such a meeting. Article V (A) 2. of the Bylaws provides for 1 week unspecified notice of “unusual business or matter of unusual interest” to be conducted at such a meeting. Article V (A) 3. of the Bylaws provides for special business meetings to consider “special matters of significant nature” that are to be called on 3 days unspecified notice.
23. The Bylaws implicitly provide that legal notice of a meeting includes the specific resolutions that will be voted upon. Resolutions may be put forward at a meeting only if the members approve a resolution amending the agenda to add the new resolution of which advance notice was not given. Otherwise resolutions from the floor are out of order and illegal.

24. On June 30, 1996 the members of VCBC purported to amended and replace the Bylaws with new bylaws of the same date (the "1996 Bylaws"). Section 23 (1) of the Act provides (1) that Bylaws can only be amended by a special resolution of the members passed at a duly called and properly conducted business meeting of members, and (2) that the amendments are effective the date on which the resolution and amendments are filed with the Registrar. A special resolution requires a minimum 75% vote of the members attending the meeting to approve the amendment. The 1996 Bylaws were not approved by the members of VCBC in accordance with the Bylaws and the Act nor were the 1996 Bylaws filed with the BC Registrar of Companies in accordance with the Act. At all times material to this matter the 1996 Bylaws were not the legal and operative bylaws of VCBC. The Bylaws remained the legal and operative bylaws of VCBC.
25. The 1996 Bylaws do not give VCBC members the power to discipline or terminate the senior pastor. Article III of the 1996 Bylaws, dealing with the function of the Church Council, also does not expressly provide this body with the power to discipline or terminate the senior pastor. This power resides with the legal directors under Article II E 2 of the 1996 Bylaws and the Act.
26. The 1996 Bylaws do not expressly provide that VCBC departments and committees are departments and/committees appointed and empowered by the legal directors, which is necessary for these entities to have legal authority. The 1996 Bylaws also do not set out the mandate and duties of the personnel committee.
27. Article V B of the 1996 Bylaws sets out the business meeting requirements including notice. This Article does not expressly give VCBC members, departments or committees or the Church Council the power to call and conduct business meetings. This power resides with the legal directors under Article II E 2 of the 1996 Bylaws and the Act. The notice requirements are set out in paragraphs 1 and 2 as follows. One week for a special meeting unless extreme urgency renders notice impractical. The notice must include subject, date, time and place but apparently not any resolutions proposed to be passed. Notice is to be via the church Sunday bulletin or posted on the Church bulletin board at least one week before the meeting except (1) for extremely urgent situations where 3 days' notice is required and (2) where a property rights issue is under discussion, in which case 2 weeks is required.
28. Pastor Kong joined VCBC in January 2011 as Senior Pastor.
29. In January 2012 Pastor Kong completed a one year probationary period with a satisfactory review and obtained a full time permanent position with VCBC.
30. In March 2012 Pastor Kong introduced a new set of practices and disciplines for the pastoral staff of VCBC.
31. In late 2012 differences began to develop between Pastor Kong and Associate Pastors Peter Teh and Sam Wong. Pastors Teh and Wong had been associate pastors at VCBC for 12 and 6 years, respectively.

32. In late 2012 and early 2013 the leadership of VCBC called a number of meetings to address the differences that had developed among the Pastors.
33. On January 22, 2013 the leadership of VCBC received a complaint of unethical conduct by Alfred Au ("Au"), a moderator of VCBC at the time. A committee was formed to investigate the matter and make recommendations to the VCBC leadership.
34. In March 2013 Pastor Kong filed a complaint with the VCBC leadership regarding the process being used to address the differences between the VCBC Pastors.
35. On April 11, 2013 the committee informed the VCBC leadership that it was unable to reach a conclusion regarding the complaint described in paragraph 33 above.
36. On April 16, 2013 Pastor Kong exercised his authority as Senior Pastor of VCBC and resolved the complaint by removing Au from his position with VCBC in accordance with past practice.
37. On April 19, 2013 two members of VCBC commenced a legal proceeding against Au in relation to the complaint described in paragraph 33 above.
38. In late April to early May of 2013 certain members of the VCBC leadership protested the actions of Pastor Kong described in paragraph 36 above, however, he remained steadfast in his decision.
39. The differences between the VCBC Pastors continued which culminated in Pastors Teh and Wong resigning from VCBC on May 16, 2013. These resignations resulted in a division in VCBC with some members supporting Pastor Kong with other members supporting Pastors Teh and Wong.
40. The Personnel Committee of VCBC (the "PC Committee") had sought to intervene in the conflict between the pastoral staff and seek resolution of the issues but this was not successful.
41. The PC Committee is not mentioned in the Bylaws and is not legally constituted and empowered by the legal directors of VCBC. This committee is not empowered to deal with staff discipline and termination under the 1996 Bylaws.
42. Prior to May 26, 2013 the legal directors of VCBC consisted of Kelly Chan ("K. Chan"), Cheung, Ko, Mah, Tsang and J.W. Li ("JWLi") (the "Directors").
43. The differences between the pastoral staff and subsequent resignations were brought before the VCBC membership in a series of business meetings that took place between May 26 and June 30, 2013. A further business meeting to address the matter was set for July 14. Except for the meeting of May 26, these meetings were initiated and conducted by E. Chan, Ip, Li, Mah, Ng and Yuen (collectively the "Rogue Leaders"), unauthorized church members supportive of Pastors Teh and Wong and intent on removing Pastor Kong

as Senior Pastor of VCBC. The Rogue Leaders were included in the members of the VCBC leadership opposed to the actions of Pastor Kong as described in paragraphs 36 and 38 above.

44. On May 26, 2013 VCBC held a regular bi-monthly members meeting. This meeting was properly called by the Directors.
45. The pastors spoke at the meeting. Pastor Kong claimed that the PC Committee process was unfair and biased against him. The PC Committee alleged that Pastor Kong was not cooperating in the process. Pastors Teh and Wong spoke regarding their resignations. E. Chan, a member of the PC Committee, told the meeting that she had received legal advice that the confidential minutes of the PC Committee relating to the pastoral team dispute could be released to the members if a floor motion was passed. E. Chan took this action without the authorization of the Directors. A floor motion was passed to this effect and a further floor motion was passed to call a members meeting on June 9 to review the minutes proposed to be released. Mah resigned as a vice-moderator of VCBC following this meeting.
46. Notwithstanding these resolutions, the minutes were subsequently emailed to VCBC members and distributed at the church at the June 2 Sunday service by the Rogue Directors.
47. On May 31 a number of the Directors met and passed resolutions (1) authorizing the retainer of legal counsel for advice and the payment of fees regarding the disclosure of the confidential minutes of the PC Committee and (2) postponing the planned June 9 special members meeting pending the receipt of legal advice regarding the matter.
48. On June 1 a large number of concerned members of VCBC provided two letters to K. Chan, a moderator of VCBC, regarding the motions passed at the May 26 members meeting described in paragraph 45 above.
49. On the same date a number of the Directors met again and passed resolutions affirming the resolutions passed at the May 31 meeting. K. Chan subsequently retained and instructed legal counsel to provide VCBC with advice regarding the disclosure of the PC Committee minutes. Legal counsel subsequently advised K. Chan that the minutes should not be released to the VCBC members.
50. On June 2 VCBC members received copies of the resolutions passed at the May 26 meeting and were told by the Rogue Leaders that there would be a special members meeting on June 9 to discuss the release of the minutes, despite the fact that they had already been released to the members. The resolutions were contradictory as they also indicated that the June 9 meeting would be cancelled as the church lawyer was of the view that the minutes should not be released to the members.
51. Between June 2 and 9 emails were sent to VCBC members by the Rogue Leaders telling them there would be a special meeting on June 9. There was considerable confusion

- among the members about whether or not there was a meeting.
52. On June 9 K. Chan informed the members during the 11:15 AM service that there would be no meeting on the advice of the church lawyer.
 53. During the 1 PM service Pastor Wong encouraged the members to attend the meeting.
 54. A meeting of the members proceeded later in the day on June 9. The Directors had not called the meeting nor had legal notice of this meeting been provided to the members. Again it appears that this meeting was initiated by the Rogue Leaders. The meeting adopted a revised resolution of the May 26 meeting to have full disclosure of the confidential minutes, appoint Ko as chair of the meeting and to have a special members meeting to discuss the matter. Mah in fact chaired this meeting.
 55. At this meeting floor motions were passed to remove K. Chan from all his positions in the church, form a joint committee, chaired by Ip, to evaluate Pastor Kong's suitability as senior pastor and report to the members at a subsequent members meeting to be held June 23. K. Chan was not at the meeting and had received no notice that he was going to be removed from his positions with VCBC. K Chan disagreed with this action.
 56. On June 11 a number of members of a committee (the "Evaluation Committee") allegedly formed to evaluate Pastor Kong met. The Evaluation Committee consisted of 20 deacons and Personnel Committee members, 14 of whom were opposed to Pastor Kong with the remaining 6 being more supportive of him. The Rogue Leaders were members of this committee. The Evaluation Committee had no legal authority to deal with Pastor Kong. The Rogue Leaders arranged the meeting on a date on which the 6 committee members more supportive of Pastor Kong were not available. Pastor Kong was also not present in this meeting and was therefore unable to address any concerns raised about him. The Evaluation Committee members that attended the meeting determined that Pastor Kong was not suitable as Senior Pastor of VCBC. The minutes of this meeting (the "June 11 Meeting Minutes") consist largely of highly subjective comments and perceptions from the Rogue Leaders and others committee members in attendance at the meeting. The June 11 Meeting Minutes do not identify particular problems or deficiencies in Pastor Kong's job performance or serious, unresolved problems with him but simply conclude that he is unsuitable to carry on a Senior Pastor of VCBC.
 57. On June 12 Ip, Li, Ng and Yuen approached Pastor Kong and suggested he resign.
 58. On June 14 Pastor Kong informed VCBC that he was taking a medical leave from his position with the church.
 59. On June 16 the member resolutions described in paragraph 55 were put into the Sunday Service bulletins along with an agenda for the June 23 meeting. This was not legal notice of the June 23 meeting.
 60. A member meeting proceeded on June 23 chaired by Mah. The Directors had not called

the meeting. It appears that this meeting also was initiated by the Rogue Leaders. Mah advised the members that the meeting would conclude around 6 PM. In the course of the meeting the Evaluation Committee announced that a member meeting would be held on July 14 to review their recommendations regarding Pastor Kong and vote on the matter. At approximately 6:30 PM Mah indicated that the meeting had come to an end and many of the members left the church.

61. A number of members remained in the church and at approximately 7 PM 2 floor motions were presented via a PowerPoint presentation that had been prepared before the meeting. The motions were to accept a directors recommendation to engage a lawyer for advice related to the dismissal of Pastor Kong and approve \$10,000 for this engagement. The Directors had not made a recommendation to this effect.
62. On June 30 the June 23 resolutions as well as an agenda for the July 14 meeting were distributed as bulletin inserts. The main agenda item was the suitability of Pastor Kong as senior pastor of VCBC and whether or not he should continue in this position. This was not legal notice of the July 14 meeting. The July 14 meeting, like the prior June meetings, was not called by the Directors and was initiated by the Rogue Leaders.
63. On July 9 the Evaluation Committee met again and passed a resolution affirming the decision made at the June 11 meeting and directing that the matter be put before the members at a special meeting on July 14.
64. On July 10 a large number of concerned members of VCBC provided a letter to the Directors and VCBC objecting to the actions of the Rogue Leaders, PC Committee and Evaluation Committee.
65. On July 11 counsel for the Petitioner sent a letter to the Directors and VCBC demanding that they declare all of the above meetings and resolutions to be void and that all further actions of the Directors and VCBC be in accordance with the Bylaws, the *BC Society Act* (the "Act") and all other legal requirements.
66. At the July 14 meeting the matter put before the membership for a vote was the suitability of Pastor Kong as Senior Pastor of VCBC. The notice of the meeting contained no substantive information regarding Pastor Kong's suitability as Senior Pastor of VCBC such as a written evaluation or report. The notice only referenced a few meetings dealing with the matter and that Pastor Kong was on sick leave. Approximately 300 members of VCBC attended the meeting. Approximately 60 - 70 of these members left the meeting before the vote in protest of the manner in which the matter had been handled by VCBC. A motion to adjourn the meeting for 2 weeks to allow the membership to more carefully consider the matter was made but immediately defeated. The members voted to terminate Pastor Kong's employment with VCBC with the effective termination date and severance package to be subsequently determined by VCBC.
67. At no time prior to this meeting had Pastor Kong received an evaluation, formal or informal, of his job performance at VCBC or a reasonable and fair opportunity to address

any concerns about him. The only information about Pastor Kong put before the membership were the June 11 Meeting Minutes. The June 11 Meeting Minutes were not included in the notice of the meeting or otherwise distributed to VCBC members prior to the meeting but rather were distributed at the meeting itself, hardly enough time for the members to reasonably review and consider them and make an informed decision. It was on the basis of this information alone that the members of VCBC decided to terminate Pastor Kong as Senior Pastor of the church. The members of VCBC did not make an independent and informed decision about Pastor Kong's future at the church at the July 14 meeting.

68. Pastor Kong subsequently retained legal counsel to make claims (the "Legal Claims") against VCBC for wrongful dismissal and breach of the British Columbia Human Rights Code (the "Code").
69. On August 22 the petitioner and other concerned members of VCBC held a town hall meeting to discuss the actions of the Rogue Leaders. Approximately 100 VCBC members attended this meeting.
70. On August 28 VCBC purported to file a Notice of Change of Directors with BC Registry Services appointing Mah, Cheung, Tsang, Li and Ko as directors of the VCBC (collectively the "Illegal Directors") and terminating the directorships of Au, K. Chan and Ip. The Directors had not passed a motion to this effect.
71. On September 23 counsel for the petitioner sent a second letter to counsel for VCBC referencing his July 11 letter and again demanding that the Directors and VCBC declare all of the above meetings and resolutions to be void and that all further actions of the Directors and VCBC be in accordance with the Bylaws, the Act and all other legal requirements.
72. On September 25 the petitioner and other concerned members of VCBC held a second town hall meeting to discuss the actions of the Rogue Leaders and Illegal Directors. Again approximately 100 VCBC members attended this meeting.
73. On September 26 the Rogue Leaders and Illegal Directors approved and recommended to the VCBC church council, nomination committee and deacons new Nomination Committee Guidelines for Nomination Process 2013 (the "Guidelines"). The Directors had not passed a motion to this effect. Paragraph 5 of the Guidelines provides as follows: "Members who have shown inappropriate attitude, behaviour and speech in meetings since May 26, 2013 are advised to take leave and wait upon God's guidance for one year (not discipline, let members understand the seriousness of their action, they have to take the responsibility)". Paragraph 9 of the Guidelines provides as follows: "Following are guidelines for members who are not being nominated to serve in 2014 and are not appropriate to be leaders for next year, through discussions, we have set up some rules as follow:
 - a. inappropriate behaviour, attitude, speech during meetings since May 26, 2013
 - b. Leader show dishonesty, absence of the fruit of the Holy Spirit

- c. Absent or not attending Church services since June 2013
- d. Recently resign from the positions due to various reasons
- e. Circulate inappropriate emails
- f. Distribute inappropriate letters on the street
- g. Inappropriate face book communication
- h. Disclose confidential information/documents
- I. File law suit against VCBC”.

The Guidelines are clearly directed against the petitioner and all other VCBC members opposed to the actions of the Rogue Leaders and Illegal Directors and wrongfully block them from taking up a leadership position in VCBC.

- 74. On September 29 the Rogue Leaders and Illegal Directors recommended to the VCBC members that a legal bill for approximately \$4,600 for services approved by the Directors as described in paragraphs 48 and 49 not be paid by VCBC leaving K. Chan with the personal responsibility to pay the bill. The VCBC members passed a resolution to this effect.
- 75. On October 12 the petitioner presented to the Rogue Leaders and Illegal Directors a letter and petition dated September 22 and signed by 103 VCBC members addressing the events set out above and requesting that the Rogue Leaders voluntarily step down from their leadership activities at VCBC. The expectation of the VCBC members that signed the petition was that the Rogue Leaders and Illegal Directors would engage with them over the issues raised in a confidential and appropriate manner.
- 76. On the same day the Rogue Leaders and Illegal Directors responded to the petitioner advising that they would not respond to the petition.
- 77. The petitioner pressed the Rogue Leaders and Illegal Directors for a response which was finally delivered on October 26. The Rogue Leaders refused to step down from their leadership activities at VCBC.
- 78. On October 30 Pastor Kong commenced a Human Rights Complaint against VCBC before the British Columbia Human Rights Tribunal (the “Human Rights Claim”).
- 79. On November 4 and 6 the petitioner on behalf of the VCBC members who had signed the petition requested a face to face meeting with the Illegal Directors to discuss the matter. On November 13 and 16 the Illegal Directors refused to participate in such a meeting.
- 80. On November 13 Pastor Kong commenced a legal proceeding in the Supreme Court of British Columbia against VCBC for wrongful dismissal (the “Dismissal Claim”).
- 81. On November 24 the Rogue Leaders and Illegal Directors without notice to the petitioner and other VCBC members who had signed the petition publically posted the petition and their response to the petition on the bulletin board of the VCBC foyer. The Rogue Leaders and Illegal Directors also distributed copies of these documents to the VCBC members as

well. As a result the petitioner and other VCBC members who signed the petition suffered embarrassment and ridicule from other VCBC members.

82. On that same day the members of VCBC purported to elect and appoint the Rogue Leaders as legal directors of VCBC. The appointment was not in accordance with the Bylaws, Act and other applicable legal requirements.
83. On November 27 counsel for the petitioner sent a letter to counsel for VCBC demanding immediate removal of the petition from the VCBC bulletin board. Counsel for VCBC responded on November 29 and advised that the Rogue Leaders and Illegal Directors would not immediately remove the petition.
84. On December 4 a number of VCBC members submitted letters of complaint to the Rogue Leaders and Illegal Directors regarding alleged misconduct of K. Chan. The petitioner says that these letters were sent as a result of directions or requests off the Rogue Leaders and Illegal Directors. The allegations are all strongly disputed by K. Chan.
85. As a result of the actions of the Rogue Leaders and Illegal Directors a significant portion of the members of VCBC left that church and established their own church, Mission Baptist Church ("MBC").
86. On February 26, 2014 a Pastor Hamish Buntain approached Pastor Kong and VCBC and proposed that Pastor Kong, VCBC and MCB engage in an alternate dispute resolution process before a third party religious body. Neither Pastor Kong nor any representatives of MCB had initiated this proposal or had any prior contact with Pastor Buntain. The petitioner believes that this was initiated by the Rogue Leaders and Illegal Directors.
87. The Rogue Leaders and Illegal Directors through their legal counsel advised Pastor Hamish that Pastor Kong would have to withdraw the Dismissal Claim and Human Rights Claim as a condition of engagement in the alternate dispute resolution process.
88. On March 30 the Rogue Leaders and Illegal Directors approved and recommended to VCBC members a resolution to remove K. Chan from his leadership position in VCBC. The VCBC members passed the resolution.
89. Pastor Kong refused to accept the condition set out in paragraph 87 above.
90. On April 8 Pastor Kong and VCBC and their respective legal counsel attended a settlement conference in relation to the Human Rights Claim. A settlement was not reached at the conference.
91. Pastor Kong continues to pursue the Dismissal Claim and Human Rights Claim.
92. On May 22 the Rogue Leaders and Illegal Directors proposed and the VCBC members approved the re-hiring of Pastor Wong at a VCBC meeting.

Part 3: LEGAL BASIS

1. At all times material to this matter the legal constitution and bylaws of VCBC were the constitution (the "Constitution") and bylaws (the "Bylaws") dated July 8, 1969 and filed with the BC Registrar of Companies on July 23, 1969.
2. Article IV of the Constitution provides in part as follows: "We engage, therefore ... to walk together in Christian love; to strive for the advancement of this church ... to promote its prosperity ... to sustain its worship, ordinances, discipline, and doctrines" and "To walk circumspectly in the world; to be just in our dealings, faithful to our engagements, and exemplary in our deportment ...".
3. Article I 6. of the Bylaws provides in part as follows: "All cases of difficulties between members shall be dealt with according to the directions given by our Lord as recorded in Matthew 18: 15 - 17" and "All proceedings against a member shall be pervaded by a spirit of Christian kindness and forbearance ...".
4. The Bylaws do not identify the legal directors of VCBC. The Bylaws only refer to the Executive Officers (the "EO") of VCBC. The EO are not the legal directors of VCBC.
5. Article II 2. of the Bylaws provides that "All executive officers, except the pastor and deacons, shall be elected by the church annually".
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10. Article V (c) 2. provides that no member of VCBC is entitled to access to the books and records of VCBC except as authorized by law, the EO or resolution of the members.
11. The meeting notice requirements of the Bylaws are as follows. Article V (A) 2. of the Bylaws provides for a monthly regular business meeting held on a designated day. Article V (A) 7. (a) of the Bylaws requires 7 days notice posted on the VCBC bulletin board of such a meeting. Article V (A) 2. of the Bylaws provides for 1 week unspecified notice of "unusual business or matter of unusual interest" to be conducted at such a meeting. Article

V (A) 3. of the Bylaws provides for special business meetings to consider “special matters of significant nature” that are to be called on 3 days unspecified notice.

12. The Bylaws implicitly provide that legal notice of a meeting includes the specific resolutions that will be voted upon. Resolutions may be put forward at a meeting only if the members approve a resolution amending the agenda to add the new resolution of which advance notice was not given. Otherwise resolutions from the floor are out of order and illegal.
13. Under the and BC *Society Act* (the “Act”) it is only the legal directors of VCBC or their duly authorized delegates that have the legal power to take disciplinary or other actions in relation staff, including the pastoral staff. It is also only the legal directors of VCBC that have the legal power to call and conduct business meetings of VCBC.
14. The Act sets out the legal requirements for notice of member meetings in section 60 as follows: “A Society must give not less than 14 days’ written notice of a general meeting to those members entitled to receive notice of a general meeting”.
15. The VCBC Bylaw notice requirements do not comply with the Act in that they provide for less than the required minimum 14 day notice for all business meetings.
16. Notice via church bulletin is not legal notice under section 60 of the Act.
17. Article V (A) 7. (b) of the Bylaws, which is intended to rectify the consequence of a failure to give the required notice, is void and unenforceable.
18. The Bylaw business meeting notice requirements are illegal and unenforceable and any failure to give the required notice is not saved by the Bylaws.
19. On June 30, 1996 the members of VCBC purported to amended and replace the Bylaws with new bylaws of the same date (the “1996 Bylaws”). Section 23 (1) of the Act provides (1) that Bylaws can only be amended by a special resolution of the members passed at a duly called and properly conducted business meeting of members, and (2) that the amendments are effective the date on which the resolution and amendments are filed with the Registrar. A special resolution requires a minimum 75% vote of the members attending the meeting to approve the amendment. The 1996 Bylaws were not approved by the members of VCBC in accordance with the Bylaws and the Act nor were the 1996 Bylaws filed with the BC Registrar of Companies in accordance with the Act. At all times material to this matter the 1996 Bylaws were not the legal and operative bylaws of VCBC. The Bylaws remained the legal and operative bylaws of VCBC.
20. The 1996 Bylaws do not give VCBC members the power to discipline or terminate the senior pastor. Article III of the 1996 Bylaws, dealing with the function of the Church Council, also does not expressly provide this body with the power to discipline or terminate the senior pastor. This power resides with the legal directors under Article II E 2 of the 1996 Bylaws and the Act.

21. The 1996 Bylaws do not expressly provide that VCBC departments and committees are departments and/committees appointed and empowered by the legal directors, which is necessary for these entities to have legal authority. The 1996 Bylaws also do not set out the mandate and duties of the Personnel Committee.
22. Article V B of the 1996 Bylaws sets out the business meeting requirements including notice. This Article does not expressly give VCBC members, departments or committees or the Church Council the power to call and conduct business meetings. This power resides with the legal directors under Article II E 2 of the 1996 Bylaws and the Act. The notice requirements are set out in paragraphs 1 and 2 as follows. One week for a special meeting unless extreme urgency renders notice impractical. The notice must include subject, date, time and place but apparently not any resolutions proposed to be passed. Notice is to be via the church Sunday bulletin or posted on the Church bulletin board at least one week before the meeting except (1) for extremely urgent situations where 3 days' notice is required and (2) where a property rights issue is under discussion, in which case 2 weeks is required.
23. The notice provisions in the 1996 Bylaws are not in compliance with the Act.
24. Prior to May 26, 2013 the legal directors of VCBC consisted of Kelly Chan ("K. Chan"), Henry Cheung ("Cheung"), Jimmy Ko ("Ko"), Philip Mah ("Mah"), Tina Tsang ("Tsang") and J.W. Li ("JWLi") (the "Directors").
25. The Directors acting lawfully and in accordance with the Bylaws and Act had the legal authority to deal with and make decisions regarding VCBC matters including employment, director and member matters, call and run VCBC member meetings or release VCBC confidential information under the Bylaws, Act or law.
26. Mah, Elaine Chan, Edward Li, James Ng, Kenneth Ip and Betty Yuen (collectively the "Rogue Leaders"), Mah, Cheung, Edward Li, Ko and Tsang (collectively the "Illegal Directors"), the Personnel Committee of VCBC (the "PC Committee") and a committee allegedly formed to evaluate Pastor Kong on June 11 (the "Evaluation Committee") had no legal authority to deal with and make decisions regarding VCBC matters including employment, director and member matters, call and run VCBC member meetings or release VCBC confidential information under the Bylaws, Act or law.
27. At all times material to this matter the Rogue Leaders, the Illegal Directors, the PC Committee, the Evaluation Committee and the legal VCBC members (the "Members") had no legal authority to take the steps and make the decisions described in Part 2: FACTUAL BASIS paragraphs 40 to 92 the Bylaws, Act or law.
28. At all times material to this matter only the Directors and the Members acting lawfully and in accordance with the Bylaws and Act, had the legal authority to take the steps and make the decisions described in Part 2: FACTUAL BASIS paragraphs 40 to 92 the Bylaws, Act or law.

29. The steps taken and decisions made by the Rogue Leaders, the Illegal Directors, the PC Committee, the Evaluation Committee and the Members described in Part 2: FACTUAL BASIS paragraphs 40 to 92 were not in accordance with the Bylaws, Act or law including the meeting notice requirements of the Bylaws, Act or law.
30. In the alternative, if the steps taken and decisions made by the Rogue Leaders, the Illegal Directors, the PC Committee, the Evaluation Committee and the Members described in Part 2: FACTUAL BASIS paragraphs 40 to 92 were taken and made in accordance with the 1996 Bylaws, they were not in accordance with the Bylaws, Act or law including the meeting notice requirements of the Bylaws, Act or law, as the 1996 Bylaws are not the legal bylaws of VCBC.
31. In the alternative, at all times material to this matter the Rogue Leaders, the Illegal Directors, the PC Committee and the Evaluation Committee were under a legal duty to (a) act honestly and in good faith and in the best interests of VCBC and (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a director under the Act and the law (the "Statutory Duties").
32. In the alternative, at all times material to this matter the Rogue Leaders, the Illegal Directors, the PC Committee and the Evaluation Committee were fiduciaries under the law and subject to all duties associated with such a position (the "Fiduciary Duties").
33. In the alternative, the steps taken and decisions made by the Rogue Leaders, the Illegal Directors, the PC Committee and the Evaluation Committee described in Part 2: FACTUAL BASIS paragraphs 40 to 92 were not in accordance with and were in breach of the Statutory and Fiduciary Duties.
34. The petitioner therefore submits that the steps taken and decisions made by the Rogue Leaders, the Illegal Directors, the PC Committee, the Evaluation Committee and the Members described in Part 2: FACTUAL BASIS paragraphs 40 to 92 are illegal, void and of no force and effect under the Bylaws, Act or law.
35. The petitioner submits that the Rogue Leaders, the Illegal Directors, the PC Committee, the Evaluation Committee should be removed from their positions with VCBC for the reasons set out above.
36. The petitioner submits that qualified and trusted individuals should be appointed as interim legal directors of VCBC (the "Directors").
37. The petitioner submits that the Directors should lawfully manage the affairs of VCBC until new directors are elected and appointed under VCBC bylaws and actions that comply with the Act and law.
38. The petitioner submits that all future VCBC director and member actions and meetings should comply with the Act and law.

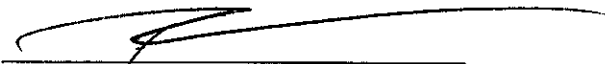
39. The petitioner relies on sections 6, 7, 23, 24, 25, 56 - 70 and 85 of the Act.

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit # 1 of the Dominic Li, made July 4, 2014

The petitioner estimates that the hearing of the petition will take 2 days.

Date: July 4, 2014


T. CHARLES DE JAGER
Lawyer for the Petitioner

To be completed by the court only:

Order made

in the terms requested in paragraphs of Part 1 of this petition

with the following variations and additional terms:

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.....
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Date:

Signature of Judge Master