
MEMORANDUM

TO: Classis Huron of the Christian Reformed Church of North America
Attn: Craig Hoekema

FROM: David Van der Woerd and Mia Tassone

DATE: December 15, 2025

RE: Interpretation of Statutory Obligations alongside Ecclesiastical Orders

You have requested clarification regarding the extent to which Classis Huron of the Christian Reformed Church of North America (“Classis Huron” or the “Classis”), is required to comply with the ecclesiastical structures, procedures, and governance requirements provided by the Christian Reformed Church in North America (“the CRCNA”), the Acts of Synod, and the Church Order of your denomination in relation to the corporate requirements as a corporation incorporated under the Canada Not-for-profit Corporations Act (“CNCA”).

This memorandum summarizes

- (a) how the Classis was incorporated,
- (b) how courts have interpreted ecclesiastical orders in corporate structures;
- (c) why the ecclesiastical Church Order continues to govern Classis Huron notwithstanding corporate statutory obligations.

In preparing our analysis, we have reviewed and considered the following documents:

- Classis Meeting Minutes of September 17th, 2024
- Excerpts from Agenda & Acts of Synod 1967 as provided:
 - Overture 8 – Organization of a New Classis Requested;
 - Page 15 – Organization of a New Classis in Canada;
- Articles of Incorporation of Classis Huron issued on November 15, 2016;
- The Draft Memorandum of Wayne Gray dated June 2025.

QUESTION PRESENTED:

1. Assuming Classis Huron intends to follow the decisions of the Christian Reformed Church in North America (“CRCNA”) Synod 2024 (the “Church Order”) (in particular, its decisions about re-signing the covenant for office bearers and limited suspension), can Classis Huron follow/implement them at this time, based on the Canada Not-for-profit Corporations Act (“CNCA”) and Classis' current articles and by-laws?

- a. Could Classis Huron follow the decisions if it amended its articles and by-laws first?
 - b. As per Section 158 of the CNCA, would Classis Huron need to add provisions for discipline in its articles or bylaws before following the decisions of Synod 2024?
2. Do you agree with the assessment of the hierarchy of rules in Wayne Gray's Memorandum dated as they apply to Classis Huron implementing the decisions of Synod 2024?

BACKGROUND: How the Classis was Incorporated:

In acknowledging the memorandum from Wayne Gray dated July 2025, it is accepted that the hierarchy from a corporate law perspective starts at the governing incorporating legislation, being the CNCA, followed by the articles of incorporation, by-laws and policies.

However, it is also important to acknowledge the originating mandate that created the Classis through ecclesiastical order. Based on the incorporation documents and supporting materials, the Classis was constituted as a charitable corporation for the purpose of carrying out the ministry, functions, and decision-making responsibilities assigned to it under the denominational Church Order.

- See Classis Minutes dated September 17th, 2014.
- See also the Correspondence dated August 13th, 2014 re Charitable Status

In viewing it from this lens, the incorporation did not create a new secular governance structure separate from the denomination. Rather, the corporation was created as an administrative vehicle to facilitate the Classis's ecclesial duties (e.g., holding property, managing funds, and limiting liability), while preserving its underlying identity as a body within the denomination's established system of church governance.

This is supported in Articles 27, 32, and 39 of the Church Order of the Christian Reformed Church:

Article 27

- a. Each assembly exercises, in keeping with its own character and domain, the ecclesiastical authority entrusted to the church by Christ; the authority of councils being original, that of major assemblies being delegated.*
- b. The classis has the same authority over the council **as the synod has over the classis** [Emphasis added].*

Article 32

[...]

*d. Each assembly shall provide for the safeguarding of its property **through proper incorporation.*** [Emphasis added].

Article 39

*A classis is a group of Christian Reformed churches that come together to seek, discern, and submit to God's will; offer one another mutual support and accountability; find ways to live out a collective calling within their region; and allow for a healthy and sustained connection to the wider denomination. A classis shall consist of a group of neighboring churches. **The organization of a new classis and the redistricting of classes require the approval of synod.*** [Emphasis added].

Schedule 3 in the Articles of Incorporation make explicit reference to the Classis as an ecclesiastical body and explicitly incorporate the Church Order into the Classis' mandate, stating as one of its provisions:

The Church Order, adopted by the Synod of the Christian Reformed Church in North America, and any revision thereof, are incorporated herein by reference and shall regulate the ecclesiastical government, organization and operation of the Corporation in its corporate expression and form.

CASE LAW:

Canadian courts are reluctant to interfere with ecclesiastical decisions of a religious body. Particularly, courts have consistently held that they will not interfere with ecclesiastical decisions of a congregation unless civil or property rights of individuals are infringed.¹

In *Ethiopian Orthodox Tewahedo Church of Canada St. Mary Cathedral v. Aga*, ("Ethiopian Orthodox") the Supreme Court of Canada allowed an appeal by leadership of a church, upholding their decision to expel a group of members on the basis that they were part of a movement that the church viewed as heretical.² Writing for the court, Rowe J relied on *Ukrainian Greek Orthodox Church of Canada v. Ukrainian Greek Orthodox Cathedral of St. Mary the Protectress, Lakeside Colony of Hutterian Brethren v. Hofer*, and *Highwood Congregation of Jehovah's Witnesses (Judicial Committee) v. Wall*,

¹ 2021 SCC 22 at para 27 [*Ethiopian Orthodox*].

² *Ibid.*

(“*Wall*”) in deciding that the court would not interfere with the ecclesiastical orders of the church since there was no property or civil right breached.³

It should be noted however, that in *Ethiopian Orthodox* and *Wall* the congregations of the churches were deemed to be voluntary associations, not governed by the same rules as the incorporated churches. This distinction was heavily weighed in finding that the corporate statutes did not apply to decisions of the congregation as voluntary associations.⁴

In *Birhane v. Medhanie Alem Eritrean Orthodox Tewahdo Church*, the Ontario Court of Appeal applied the decisions in *Ethiopian Orthodox* and *Wall* to a situation where the incorporated church and congregation were not separate entities, and therefore had to reconcile conflict between an order from the Trial Judge to hold an Annual General Meeting (“AGM”) as required by the *Not-for-Profit Corporations Act*, and a Canon Law Promulgation which required the Church’s by-laws to be amended before the next AGM.⁵ In this case the Court awarded deference to the canon law, and found that the order did not “respect the priority afforded to canon law by the common law in internal church matters”, and ultimately allowed the Church to amend their by-laws before the AGM.⁶

In *Birhane*, the Ontario Court of Appeal ruled that even when a church is bound by corporate statutes, they do not necessarily trump canon law. On this issue, the Court wrote, “whether a church is organized by way of incorporation has no bearing on whether it is also subject to canon law. The act of incorporation creates an additional set of legal obligations that need to be reconciled with ecclesiastical obligations, but it does not oust canon law categorically.”⁷ The court provided reasons they were reluctant to interfere with internal affairs of religious organizations when there is conflict between canon and civil law. These reasons are:

1. The risk of misunderstanding the relevant tradition and culture.⁸
2. The risk of straying into non-justiciable matters of religious doctrine.⁹

³ 1940 CanLII 59 (SCC) [*Ukrainian Greek Orthodox Church*]; 1992 CanLII 37 (SCC) [*Lakeside*]; 2018 SCC 26 [*Wall*]; *Ethiopian Orthodox*, *supra* note 1 at para 27.

⁴ *Supra* note 1 at para 30; *Highwood Congregation of Jehovah's Witnesses (Judicial Committee) v. Wall*, *Supra* note 3 at para 24.

⁵ 2023 ONCA 815 [*Birhane*]; *Not-for-Profit Corporations Act*, 2010, SO 2010, c 15.

⁶ *Birhane*, *supra* note 5 at para 35.

⁷ *Ibid* at para 27.

⁸ *Ibid* at para 28.

⁹ *Ibid* at para 29.

Ultimately, the rules resolving disputes between corporate statutes and ecclesiastical decisions of a church have not been fully worked out.¹⁰ However, courts have shown a consistent deference to the ecclesiastical decisions of a church, and have avoided applying civil law, including corporate statutes, to church decisions where they do not impact a member's property or civil rights. Therefore, courts would give the Acts of Synod and ecclesiastical order that a Classis is bound by significant weight where there is a dispute with the relevant corporate statutes.

CONCLUSION

Although the Classis is incorporated as a charitable corporation under the CNCA, its incorporation documents as well as caselaw affirm that the corporation exists for the sole purpose of carrying out its ecclesiastical mandate under the denominational Church Order.

As a result, the Church Order defines and limits the authority of the corporation, and its provisions take precedence over the general discretionary powers otherwise available to a corporation under federal or provincial corporate statutes.

Put differently, the ecclesiastical governance structure is primary, and the corporate structure is secondary. The corporate entity must therefore operate in compliance with the Church Order and attempt where possible to reconcile their by-laws and policies to meet both the legal and ecclesiastical obligations. This includes incorporating disciplinary procedures permitted by section 158 of the CNCA in the Classis' by-laws. However, where there is any apparent conflict between corporate autonomy and denominational governance, the Church Order governs.

¹⁰ *Ivantchenko, et al. v. The Sisters of Saint Kosmas Aitolos Greek Orthodox Monastery*, 2011 ONSC 6481 at para 8; *Ibid* at para 31.