

BY-LAW NO. 1

A By-Law to regulate the affairs of
EVANGELICAL MISSIONARY CHURCH OF CANADA

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IT IS HEREBY ENACTED as By-law #1 of EVANGELICAL MISSIONARY CHURCH OF CANADA (hereinafter called the “Corporation” or “EMCC”) as follows:

1. SECTION ONE INTERPRETATION

1.1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. “**Absentee Voting**” shall have the meaning ascribed to that term in Section 4.09;
- b. “**Act**” means the Canada Not-For-Profit Corporations Act, S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- c. “**Annual General Meeting**” means the regular meeting of the Members to be held annually as described in Section 4.04;
- d. “**Assembly**” means a meeting of the Members where attendance is predominantly physical attendance by individuals (rather than through proxy representation or Absentee Voting), being either Individual Members or Delegates of Corporate Members;

- e. **"Articles"** means the original or restated Articles of Incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- f. **"Articles of Faith and Practice"** means the Articles of Faith and Practice of the Corporation attached to and forming part of these by-laws as Appendix #1;
- g. **"Articles of Governance"** means the Articles of Governance of the Corporation attached to and forming part of these by-laws, as Appendix #2;
- h. **"Board"** means the board of directors of the Corporation and "Director" means a member of the board;
- i. **"by-law"** means this by-law and any other by-law of the Corporation which is, from time to time, in force and effect (as they may be amended from time to time);
- j. **"Corporate Member"** shall have the meaning ascribed to that term in the Articles of the Corporation;
- k. **"Delegates"** means the representatives entitled to vote on behalf of Corporate Members at a meeting of members as provided by the Articles of the Corporation;
- l. **"EMCC World Partners"** shall have the meaning ascribed to that term in Gov - 1.6 of the Articles of Governance;
- m. **"Individual Member"** shall have the meaning ascribed to that term in the Articles of the Corporation;
- n. **"Officer"** means any of the officers as described in Section 6.01 herein;
- o. **"Ordinary Meeting"** means a meeting of the Members where attendance is expected to be by a limited number of individuals who act by proxy authorization on behalf of the bulk of the Membership, as described in Section 4.06 herein;
- p. **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- q. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
- r. **"Special Meeting"** shall have the meaning ascribed to that term in Section 4.08 herein;
- s. **"Special Business"** has the meaning ascribed to that term in the Act, as is set forth in Section 4.07 herein;
- t. **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, trust and unincorporated organizations.

1.2. Conflict with the Act

To the extent of any conflict between the provisions of the by-laws and the provisions of the Act, the provisions of the Act shall govern.

1.3. Headings and Sections

The headings used throughout the by-laws are inserted for convenience of reference only and are not to be used as an aid in the interpretation of the by-laws. "Section" followed by a number means or refers to the specified section of this by-law.

1.4. Invalidity of any Provision of By-laws

The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

2. SECTION TWO ARTICLES OF FAITH AND PRACTICE and ARTICLES OF GOVERNANCE

2.1. Integrated Articles

The "Articles of Faith and Practice" which are attached hereto as Appendix #1, and the "Articles of Governance" which are attached hereto as Appendix #2, are each an integral part of these by-laws. Neither may be amended, supplemented, repealed or replaced except by a special resolution of the Members.

3. SECTION THREE BUSINESS OF THE CORPORATION

3.1. Head Office

The head office of the Corporation shall be located in the City of Kitchener, in the Regional Municipality of Waterloo, in the Province of Ontario or at such location within Canada as the Board may determine from time to time. The Corporation may establish and maintain, in addition to its head office, such other offices, places of business and agencies elsewhere as the Board determines from time to time.

3.2. Corporate Seal

The corporate seal shall be in such form as shall be prescribed by the Board of the Corporation and shall have the words "Evangelical Missionary Church of Canada" endorsed thereon. It shall be kept in the custody of the Secretary or such other Officer as may be designated by the Board.

3.3. Financial Year End

The financial year of the Corporation shall end on December 31 in each year.

3.4. Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the EMCC by any two of the President, the Director of Operations, the Moderator, the Secretary or the Treasurer of the Corporation, subject to the policies of the Board. In addition, the Board may, from time to time, direct the manner in which, and the person(s) by whom, any particular instrument or class of instruments may be signed. Any signing officer may affix the Corporation's seal to any instrument requiring the same. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

3.5. Execution of Instruments - Securities

In particular, without limiting and generality of the foregoing, any two of the President, the Director of Operations, the Secretary or the Treasurer, as authorized by the Board, may sell, assign, transfer, exchange, convert any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute, under the corporate seal of the Corporation or otherwise, all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants, or other securities.

3.6. Execution of Instruments - Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such officer(s) or person(s), whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

3.7. Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business, or any part thereof, shall be transacted under such agreements, instruments and delegations of powers as the Board may from time to time prescribe or authorize.

3.8. Borrowing Powers

The Corporation upon decision of the Board may from time to time:

- a. borrow money upon the credit of the Corporation;
- b. limit or increase the amount to be borrowed;
- c. issue debentures or other securities of the Corporation. Such securities or debentures shall not be made as a public offering and shall be in compliance with applicable securities law;
- d. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e. secure any such debentures or other securities or any other present or future borrowing or liability of the Corporation by charge, mortgage, hypothec or pledge of all or any currently owned or subsequently acquired real or personal, moveable and immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings and rights of the Corporation.

3.9. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

3.10. **Voting Rights in Other Bodies Corporate**

All of the shares or other securities carrying voting rights of any other company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities, as the case may be, of such other company or corporation, in such manner and by such person(s) as the Board shall from time to time determine.

4.

SECTION FOUR MEMBERSHIP AND MEETINGS OF MEMBERS

4.1. **Membership**

The membership of the EMCC consists of both Corporate Members and Individual Members, as those are described and delineated in the Articles of the Corporation. Qualifications and requirements of an Individual Member are as set forth in those Articles. Qualifications and requirements of a Corporate Member are as set forth in the Articles of Governance (GOV-2).

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to the Articles or provisions of these By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

4.2. **Membership Transferability**

Membership, whether Corporate or Individual, is not transferable.

4.3. **Termination of Membership**

Membership in the Corporation is terminated, and the rights of the Member as such cease to exist, when:

- a. an Individual Member dies, resigns, or otherwise ceases to occupy the qualifying position allowing for his or her Membership as described in the Articles;
- b. A Corporate Member has relinquished or withdrawn its Membership in accordance with the Articles of Governance (Gov - 2.9);
- c. the Member's term of membership expires (if and where applicable);
- d. the Member is expelled, or their membership is otherwise terminated, in accordance with provisions in the Articles or these By-laws; or
- e. the Corporation is liquidated and dissolved under the Act.

4.4. Annual General Meeting

An Annual General Meeting shall be held yearly, not later than six (6) months after the end of the Corporation's financial year, and no later than fifteen (15) months after the last such meeting, to consider the following items of business:

- a. consideration of the financial statements and auditor's report;
- b. election of Directors; and
- c. reappointment of the incumbent auditor, or tentative appointment of a replacement auditor (subject to ratification at the General Assembly in the following year) where the incumbent auditor is not able or willing to continue for the following year.

An Ordinary Annual General Meeting shall not consider any resolution or item of business other than the foregoing, but an Annual General Meeting by Assembly may further consider any resolution or item of business which may properly be placed before a General Assembly in accordance with these By-laws and EMCC practice or policy, provided that any business items transacted at an Annual General Meeting additional to those items listed above are considered Special Business, requiring notice as described in 4.07 below.

4.4.1. Calling and Venue of Annual General Meeting

Subject to 4.04, the Annual General Meeting shall:

- a. be conducted or held every two years by Assembly in accordance with the procedures for Assembly described in Section 4.05, and in each alternate year by Ordinary Meeting in accordance with the procedures for an Ordinary Meeting described in Section 4.06;
- b. be held at such time and place within Canada as the Board shall determine;
- c. be convened at the discretion of the Board, in accordance with the forgoing.

4.4.2. Notice of Members Meeting

Subject to the provisions of Section 4.07 in respect of any Special Business, written notice of the time and place of a Members' meeting shall be sent to each Member entitled to vote at the meeting, by one of the following means:

- a. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, not less than 21 nor more than 35 days before the day on which the meeting is to be held; PROVIDED THAT if a Member has provided to EMCC a written request that the notice to that Member be given by non-electronic means, then such notice shall thereafter be provided instead as described in paragraph (b) below; or
- b. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.5. MEETING BY ASSEMBLY

4.5.1. Provision of Supplemental Documentation and Proposed Agenda

Although not an essential part of the formal "notice" of the meeting as required under Section 4.04.02, supplemental written documentation will be provided to Members in preparation for Assembly, containing a proposed agenda, accompanied by whatever supporting material is deemed expedient or advisable by the Board, or as may from time to time may be required by ordinary resolution of the Members. Such documentation will be provided either personally, or by otherwise sending to Members (through the post in a prepaid wrapper or letter, by facsimile, or by email) at least fourteen (14) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the Assembly. Delivery as aforesaid may be made to Corporate Members for distribution by them among their Delegates.

4.5.2. **Venue**

An Assembly may be held in Canada, in a single venue, or at the discretion of the Board, in two or more venues linked in accordance with the provisions of 4.05.03 below describing concurrent linked teleconference meetings. Assembly also may extend over the course of several days, and after being convened with quorum established, unless otherwise directed by the Chair of the meeting, the sessions of the annual meeting interspersed over that period shall all be considered continuations of the one business meeting, with breaks, recesses or other hiatuses as may be thought necessary or desirable.

4.5.3. **Mode of Multi-Venue Assembly**

An Assembly may be held at two or more concurrent meeting locations linked by communication facilities permitting all persons participating in the meeting at each of the two locations to hear and see the business of the overall meeting and in particular:

- a. to hear each person who is recognized and given the floor by the chairperson of the meeting in accordance with rules of order for the meeting; and
- b. if visual materials or presentations are being reviewed or presented, to see or be able to concurrently view such materials or presentations.

Without limiting the generality of the foregoing, teleconference or internet video conferencing achieving the foregoing shall be permissible means of holding such a meeting, and both or all of the concurrent linked meetings shall together be considered one amalgamated meeting (including for purpose of notice, quorum and similar technical requirements), conducted as one meeting subject to the rules of order in accordance with the directions of one overall chairperson. Independent scrutineers at each linked venue, as designated by the Board, shall tabulate votes taken at each such venue, and shall report the results to the overall chairperson of the meeting.

A Member who attends such a meeting in person, by telephone or by two-way audio-visual conference link as aforescribed, is deemed to have consented to the location(s) of the meeting except when he or she attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held. A Member participating in such a meeting in any of the manners aforescribed shall be considered present at the meeting and at the place of the meeting.

4.5.4. **Quorum**

A quorum for the transaction of business at any Assembly shall be at least 50 persons present in person, each being an Individual Member entitled to vote thereat, or a Delegate for a Corporate Member, and representing in the aggregate not less than 10% of the outstanding Members of the Corporation (whether Individual Members or Corporate Members) carrying voting rights at the meeting. If a quorum is present at the opening of a meeting of members, the members present may thereafter proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

4.5.5. **Voting**

As provided in the Articles, each Individual Member is entitled to one (1) vote, and each Corporate Member to one (1) vote per Delegate, and the number of Delegates to which each Corporate Member is entitled is determined according to the formula of one Delegate for each 100 members of the congregation or fraction thereof. Procedures for electing or appointing the Delegate(s) of each Corporate Member shall be governed in accordance with the procedures set forth in the constituting documents of each Corporate Member, or, in the absence of such provisions, by the convention of the Corporate Member. A Member under discipline or not in good standing within the EMCC cannot be a voting Member of an Assembly.

4.5.6. **Advisors to General Assembly**

The members may extend the privilege of attendance and limited participation (i.e. advisory role only, without motion nor vote) in an Assembly to:

- a. EMCC staff members and officers of the Corporation who are not otherwise qualified as Individual Members;
- b. members of committees appointed at an Assembly;
- c. visitors;
- d. consultants; and
- e. official representatives from Missionary Churches of other nations, and from the Evangelical Church of North America.

4.6. ORDINARY MEETING

4.6.1. Venue

An Ordinary Meeting shall normally be held at the head office of the EMCC, but it may be held at such other location in Canada as may be specified by the Board. Attendance by Individual Members and by Delegates on behalf of Corporate Members may be either personally or by proxy, but in most cases it is anticipated it will be by proxy.

4.6.2. Voting

As provided in the Articles, each Individual Member is entitled to one (1) vote, and each Corporate Member is entitled to appoint a number of Delegates or proxies (each with one vote), determined according to the formula of one Delegate or proxy for each 100 members of the congregation or fraction thereof. Proxy procedures are described below in Section 4.06.03. It is not necessary for a Corporate Member to appoint Delegates where it wishes to exercise its votes by proxy at an Ordinary Meeting.

4.6.3. Proxy

A Member entitled to vote at an Ordinary Meeting may by means of a proxy appoint a proxy holder (who may be entitled to multiple votes on behalf of a Corporate Member, where applicable) and one or more alternate proxy holders, who are not required to themselves be Members but must be members in good standing of a Corporate Member, to attend and act at the said meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy is valid only at the meeting in respect of which it is given or any adjournment of that meeting. A Member may revoke a proxy by depositing an instrument or act in writing executed (or, in Quebec, signed by the Member or by their agent or mandatary):

- a. at the registered office of the EMCC no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
- b. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

A proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.

4.6.4. **Proxy Form**

A form of proxy in compliance with the Act will be provided by EMCC together with the Notice of Meeting of an Ordinary Meeting.

4.6.5. **Quorum**

A quorum at any Ordinary Meeting shall be the attendance in person of at least five (5) individuals representing, whether in their capacity as Individual Members or by proxy, at least 5% of the total aggregate votes of Individual Members and Corporate Members.

4.7. **NOTICE OF SPECIAL BUSINESS**

All business transacted at a Special Meeting, and all business transacted at an Annual General Meeting except those items which are set out in Section 4.04 herein, is special business, and the notice of a meeting at which special business is to be transacted shall state:

- a. the nature of that special business in sufficient detail to permit the Members to form a reasoned judgment in connection with that special business; and
- b. the text of any special resolution to be submitted to the meeting. The text of a special resolution may be amended at the Members' meeting at which it is resolved if the amendments correct manifest errors or are not material.

4.8. **SPECIAL MEETING**

In addition to Annual General Meetings which are to be held at the intervals and otherwise as described above, a Special Meeting of the Members may be called by a majority of the Board at any time, when in their discretion one or more items of urgent business requires determination or action by the Members prior to the next scheduled General Meeting. Such meeting may, at the discretion of the Board, be either an Assembly or an Ordinary Meeting, to be held at such time and place within Canada, as the Board in its discretion may designate, considering the nature of the business or matters to be considered by the Members. Notice shall be given as required as set out in Section 4.04.02 for a meeting of Members, complying also with the additional requirements for special business as described in Section 4.07.

A Special Meeting may, where the Board considers it feasible and desirable, consider all of the items of business (as set out in Section 4.04 herein) required in that year for its Annual General Meeting, where such business can be properly put before that Special Assembly when it is held.

4.8.1. **Objection to a Special Meeting of Members by Ordinary Meeting**

Where a Special Meeting of Members to be held in Ordinary Meeting format has been initiated by the Board, if written objections to holding a such Special Meeting in that fashion are received by the Board not later than 2 clear days before the date set for the Meeting, from more than five percent (5%) of the aggregate Members (whether Individual Members or Corporate Members), then the Meeting shall not proceed, and the Board shall withdraw the proposed action or resolution, which may be subsequently considered at an Assembly at the discretion of the Board. A suitable form for expression of such formal objection will be made available by EMCC under the direction of the Board, on its website, in connection with any proposed Special Meeting by Ordinary Meeting. Objections in such form shall be validated in similar fashion to validation of Absentee Ballots as outlined in Section 4.09.03 herein, provided that objections received from a Corporate Members shall be accompanied by evidence of a resolution of the board of directors of that Corporate Member.

4.9. **ABSENTEE VOTING PROCEDURE**

Members who are unable to attend a Special Meeting of the Members either in person or by Proxy, may elect to express their vote(s) on matters which are to come before that meeting, by submission of an Absentee Vote, in accordance with the following procedures for submission, collecting, counting and reporting the results of any such votes.

4.9.1. **Absentee Ballot Form**

A suitable form of Absentee Ballot in respect of business to be considered at a Special Meeting, shall be prepared by EMCC under the authority and direction of the Board, which shall indicate clearly and in accordance with any other applicable provisions of these by-laws:

- i. the requested resolution for approval (including clear indication of whether it be a final decision or rather merely advisory to the Board);
- ii. the manner of validating the authenticity of the ballot on behalf of the Member;
- iii. the acceptable manners for delivery of the ballot back to the independent scrutineers who will be appointed to confidentially verify and tabulate the votes (so as to maintain the anonymity of those casting votes); and
- iv. the closing time for the vote before which it must be received by the independent scrutineers to be included as a valid vote at the meeting.

The form of ballot shall either be enclosed with Notice of the Special Meeting delivered to Members, or made available on the EMCC website, which latter shall also disclose in respect of Corporate Members, the number of votes or manner of determining the number of votes which may be expressed by each Corporate Member in its ballot.

4.9.2. **Submission of Ballot**

Once a ballot has been cast and authenticated, it may be provided to the independent scrutineers designated by the Board to receive them, either by sending through the post in a prepaid wrapper or letter, or by email (scanned) attachment.

4.9.3. **Validation of Ballot**

A ballot shall be considered validated if it is cast in accordance with the instructions on the ballot, including authentication, and it is actually received by the independent scrutineers on or before the date of the closing of the vote.

4.9.4. **Tabulation of Ballots**

The independent scrutineers as designated by the Board to receive Absentee Ballots shall tabulate those ballots so received and report the results to the Board.

4.9.5. **Amendments to Procedure**

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of Absentee Voting by members not in attendance at a meeting of Members.

GENERAL

4.10. **Waiver of Notice**

Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member, and the accidental omission to give notice of any meeting or the non-receipt of any notice by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of Members. Attendance by a Member at a meeting is waiver of notice of that meeting, unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.11. Members Calling a Members' Meeting

The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the votes that may be cast at the meeting of members sought to be held. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.12. Chairman, Secretary and Scrutineers

The chairman of any meeting of Members shall be the Moderator and, if he or she is unavailable, another Board member appointed by the Board, provided that, if no such Board member is available, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting. The chairman shall conduct the proceedings at the meeting in all respects and his or her decision in any matter or thing including, but without in any way limiting the generality of the foregoing, any question as to the admission or rejection of a vote, shall be conclusive and binding upon the Members. The secretary of any meeting of the Members shall be the Secretary of the Corporation, or such other person appointed by the chairman. The Board may from time to time appoint, in advance of any meeting of Members, one or more persons to act as scrutineers at such meeting and, in the absence of such appointment, the chairman may appoint one or more persons to act as scrutineers at any meeting of Members. Scrutineers so appointed shall be Members in good standing.

4.13. Action by Members

Except where a special resolution is required pursuant to the Act or these by-laws, at all meetings of Members every question shall be decided by ordinary resolution. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote, and the motion or electoral matter shall be considered defeated and recorded accordingly.

4.14. Show of Hands

Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is requested or required, a declaration by the chairman as to the outcome of the vote shall be recorded as the decision of the Members on that issue.

4.15. Ballots

A ballot requested or required at a meeting of the Members shall be taken in such manner as the chairman shall direct. A request for a ballot may be withdrawn at any time prior to the taking of the ballot.

4.16. **Appointment of Auditor**

The auditor(s) shall be appointed by the Members until the next General Assembly. At least once in every financial year the accounts of the Corporation shall be examined in accordance with generally accepted accounting principles.

5.

SECTION FIVE BOARD OF DIRECTORS

5.1. Qualifications

Every Director shall be a member in good standing of a Corporate Member, and shall:

- a. be at least twenty-one (21) years of age;
- b. be a resident of Canada
- c. not be anyone who has been declared incapable by a court in Canada or in another country;
- d. not be a person who is not an individual; and
- e. not be a person who has the status of a bankrupt.

5.2. Powers

The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as herein provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

5.3. Composition

If the articles provide for a maximum number and a minimum number of directors, unless otherwise provided in the articles, the number of directors of the Corporation shall be determined from time to time by resolution of the Board. At all times, at least two (2) Directors on the Board shall **not** be Officers or employees of the Corporation.

5.4. Nomination and Election

Directors shall be elected by the Members from qualified nominees presented by a nominating committee. The nominating committee, as appointed by the Board, shall be at least five (5) persons with two (2) members of the Board as members. The nominating committee shall solicit and consider in good faith all nomination suggestions received from members.

5.5. Term of Office

The terms of the elected Directors shall be determined so as to allow for staggered terms, resulting typically in the election of either four (4) or five (5) Directors every two (2) years. The expiry of the term for a Director may be shortened so as to achieve or re-establish staggered terms, and shall be specified accordingly when they are elected.

Subject to shortened terms as aforescribed to achieve staggering, each Director's term shall be four (4) years and shall expire at the second General Assembly after their election.

5.6. Vacancies on Board

The Board shall at all times have the authority to fill any vacancies created on the Board, for the period remaining of the term of the director whose departure created the vacancy, provided that if that remaining term extends beyond a meeting of Members, then continuation of the appointment by the Board shall be subject to a ratification vote by the Members at that meeting.

5.7. Tenure

Directors may stand for re-election, provided that no director shall serve more than two (2) consecutive terms. A director who has served two (2) consecutive terms shall be eligible to stand for re-election at the General Assembly next ensuing after expiry of his/her last term (i.e. after an approximately 2-year hiatus).

5.8. Removal of Directors

The Members may by ordinary resolution at a Special Meeting remove any Director or Directors from office.

5.9. Calling and Notice of Meetings of the Board

There shall be a minimum of two meetings per year of the Board, at the call of the Moderator. A written notice shall state the time and place of meeting and a proposed agenda, accompanied by supporting material, as well as specify any of the following items of business if they are to be considered at the meeting (pursuant to Section 136(3) of the Act):

- a. submission to the Members of any question or matter requiring the approval of Members;
- b. filling a vacancy among the Directors or in the office of public accountant or appointing additional Directors;
- c. issuing debt obligations;
- d. approving any financial statements referred to in Section 172 of the Act;
- e. adopting, amending or repealing by-laws; or
- f. establishing contributions to be made, or dues to be paid, by Members under Section 30 of the Act.

5.9.1. Method of Serving Notice

Notice of a meeting of the Board shall be:

- a. delivered personally to each Director or delivered to such Director's address as shown in the records of the Corporation or to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- b. mailed to each Director at such Director's recorded address by prepaid wrapper or letter; or
- c. by sending notice to each Director by telephonic, electronic or other communication facility at such Director's recorded address for the purpose (where provided and authorized by such Director);

at least ten days (exclusive of the day of mailing and of the day for which notice is given) before the date of meeting. A meeting may be held for any purpose at any date and time and at any place within Canada without notice if all the directors are present or if all directors who are absent signify their assent in writing to such meeting being held.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

5.9.2. **Recorded Address of Director**

The Secretary may change or cause to be changed the recorded address of any Director in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

5.9.3. **Omission of Notice**

The accidental omission of notice of any meeting or the non-receipt of notice by any Director shall not invalidate any resolution passed or any proceedings taken at any meeting of the Board.

5.10. **Venue**

Meetings of the Board may be held in a single venue anywhere in Canada, or at the discretion of the Moderator, may be held in two or more venues linked in accordance with the provisions of Section 4.05.03 describing concurrent linked teleconference meetings, *mutatis mutandis*. Alternatively to the foregoing, the Directors may, on unanimous consent of the Directors, meet by means of any other telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

5.11. **Quorum**

The quorum for transacting business at any meeting of the Board shall be a majority of the number of the members on the Board, as that number is fixed from time to time in accordance with Section 5.03 herein.

5.12. Action by the Board

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote. The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of the Board who would be entitled to vote on that resolution at a meeting of the Board. Resolutions in writing may be signed in counterparts. All business sessions of the Board shall produce minutes of action taken and reported for approval at its next meeting.

5.13. Committees of the Board

The Board may create committees, ministries, auxiliary organizations or such other administrative units for development and maintenance necessary to achieve the objects of the Corporation.

6.

SECTION SIX OFFICERS

6.1. Officers

The Officers of EMCC shall be the President, the Moderator, the Secretary and the Treasurer, or, in lieu of a Secretary and Treasurer, the Secretary-Treasurer, and such other Officers as the Board may determine by resolution. An Officer may hold more than one office excepting the President who shall hold only the one office. Every Officer of the Corporation shall be a member in good standing of a Corporate Member.

6.2. Removal of Officers

Officers other than the President shall serve at the pleasure of the Board. The President's tenure shall be governed by the policies enunciated in the Articles of Governance.

6.3. **President**

If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

6.3.1. **Election of the President**

The President shall be elected from among the ordained ministers of the EMCC for a four (4) year term. For the purpose of clarity, the “four year term” shall extend from the date of the President’s installation until the second General Assembly after that installation. The initial election of a President shall require the majority approval of votes cast at a General Assembly other such meeting considering the matter, as the case may be. There shall be no term limit for the President, provided that at the expiry of each term an incumbent President shall require approval of the Members by special resolution for re-election to a subsequent term. In the event that an incumbent President standing for re-election does not receive the requisite number of votes, that individual shall continue to serve as President until a replacement has been named. Upon such an occurrence, the Board shall, as expeditiously as practical, seek a replacement nominee for President in the manner described in the Articles of Governance and shall submit such nominee to the Members for approval then by ordinary resolution.

6.3.2. **Vacancy**

In case of death, incapacity, resignation, or removal of the President, the Board shall make satisfactory arrangements to care for the work of the President (such as appointing an interim president) until an election can be held to fill the office.

6.4. **Moderator**

The Moderator of the Board shall be appointed by the Board from among its members for a 2-year term at the first meeting of the Board after each General Assembly. The Moderator of the Board, when present, shall preside at all meetings of the Board and of the members, and shall have such other duties and powers as the Board may specify. The incumbent shall hold office until a successor is elected or appointed by the Board.

6.5. **Secretary**

The Secretary shall be appointed by the Board from among its members for a 2-year term at the first meeting of the Board after each General Assembly. The Secretary shall attend and be the Secretary of all meetings of the Board, members and committees of the Board, and shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such

meetings. In addition, the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees, and shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

6.6. Treasurer

The Treasurer shall be appointed by the Board from among its members for a 2-year term at the first meeting of the Board after each General Assembly. The Treasurer shall have such powers and duties as the Board may specify.

7.

SECTION 7 PROTECTION OF DIRECTORS AND OFFICERS

7.1. Indemnity

Subject to Sections 148 - 150 and 151(3) (duty of directors and officers to act lawfully, in good faith, and with reasonable diligence) of the Act, every Director or Officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the EMCC, and his or her heirs, executors, and administrators, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against all costs, charges, expenses and liabilities whatsoever which such director, Officer or other person sustains or incurs in, or about, or as a direct consequence of, any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of office, excepting such costs, charges, expenses or liabilities as are occasioned by his/her willful personal neglect or default.

7.2. **Limitation of Liability**

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default, provided that such Director or Officer has:

- a. acted honestly and in good faith with a view to the best interests of the Corporation or, if applicable, with a view to the best interests of such other entity for which the individual acted, at the Corporation's request, as director or officer or in a similar capacity; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

7.3. **Director Remuneration and Reimbursement**

The directors shall not be paid remuneration for their services as such, but shall be entitled to be reimbursed for reasonable travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall however preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

8.

**SECTION EIGHT
REPEAL, AMENDMENTS AND EFFECTIVE DATE**

- 8.1. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law.
- 8.2. Alterations or amendments to this by-law shall require approval by special resolution of the Members if they are “fundamental changes” as those are listed in Section 197(1) of the Act, or if they would change existing provisions which the Articles or the Bylaws stipulate require approval by special resolution or special majority in order to be amended. Otherwise, this by-law may be established, altered, amended or repealed by resolution of the Board, subject to approval (ratification) of the Members, by ordinary resolution, at the next meeting of Members (whether an Assembly or Ordinary Meeting), failing which such an amendment would cease to have effect pursuant to s. 152(4) of the Act.
- 8.3. This by-law shall come into force immediately upon its confirmation by the members by Special Resolution.

MADE by the Board the 4th day of April, 2017.

President

Secretary

CONFIRMED by the Members by Special Resolution the 1st day of May, 2017.

Secretary



APPENDIX #1: ARTICLES of FAITH and PRACTICE

(A Part of EMCC Bylaw #1)

ARTICLES OF FAITH FP-1

FP-1.1. ABOUT THE BIBLE

We believe that the Bible, consisting of the 66 books of the Old and New Testaments, is divinely inspired, infallible, entirely trustworthy, and the only final authority in all matters of faith and conduct. The Bible, as originally written under the inspiration and supernatural guidance of the Holy Spirit by human authors, is the Word of God, the supreme source of truth for Christian belief. The Bible reveals who God is, exposes who we are in light of His holiness, proclaims God's merciful salvation and teaches and trains Christ's followers how to grow in relationship with God and others.

Psalm 119:105; Matthew 4:4; John 17:17; II Timothy 3:16-17; Hebrews 4:12; II Peter 1:20-21

FP-1.2. ABOUT GOD

We believe in the one true, living and holy God who is a self-existent, eternal, personal Spirit eternally existent as a trinity of three persons – Father, Son and Holy Spirit. These persons are distinct but inseparable, one in essence, power, and glory. God is the transcendent and immanent Creator, Sustainer and Ruler of all things visible and invisible.

Genesis 1:1-2; Isaiah 44:6-8; John 1:1-3,14; I Corinthians 2:9-12; Colossians 1:15-16, 2:9; Hebrews 1:3

We believe that the Father is eternally the Father of the Son, the author of salvation, and now the Father of all who are born again into new life through faith in Christ.

Gen. 1:1. Ps. 90:2. John 13:3; Eph. 1:2-4; I Pet. 1:2-4.

We believe in Jesus Christ in whom the divine and human natures are inseparably united. He is truly God and truly man, the eternal Son of God in the flesh, conceived by the Holy Spirit and born of the virgin, Mary. He came to reveal the Father, announce the arrival of God's Kingdom with word, miracles and deeds, and to offer Himself up as a sinless atoning sacrifice for the sins of the world. He was physically raised from the dead and then exalted to the right hand of the Father.

In fulfilling the earthly mission of His first coming, Jesus demonstrated a life of victory on our behalf over Satan and sin, provided the only way for people to be rescued from sin, and opened the way to live a holy life as participants in the Kingdom of God. He continues now as the only Mediator between God and humanity. Jesus will, at the Father's appointed time, come again in power and glory.

Matthew 1:18-25, 4:17, 23; Luke 23-24; John 1:1-18, 6:37-47, 10:10; 14:6; I Corinthians 15:3-8; Hebrews 4:14-15, 9:14-15; Ephesians 4:11-16; 1 Timothy 2:4-6a.

We believe in the Holy Spirit - who is fully God and, while not to be confused with the Father and Son, remains one with the Father and the Son in being, majesty, and glory. The Holy Spirit convinces of the need of a saving relationship with God and engages every person who trusts and follows Jesus in a life-giving relationship.

Through His indwelling presence the Holy Spirit gives the believer spiritual life, assurance of salvation, understanding and guidance in all truth, and power to live out the Christian life. The Holy Spirit gives all believers the ability to accomplish God's purposes for their lives with spiritual abilities and gifts to use for God's glory and the service of others.

John 1: 12,13; 3:5-8, 16:7-14; Romans 8:5-17, 26-27; I Corinthians 2:10-12, 12:4-11; Ephesians 3:16-21; Galatians 5:22-25; Ephesians 6:10-18

FP-1.3. ABOUT HUMANITY

We believe that God created humankind in His image, male and female, to enjoy a loving relationship with Him and with one another. God specially created humankind as the climax of His creative work on earth and established the family, based on covenant marriage between one man and one woman, as the building block of human community. We believe individual human lives are to be valued from conception, because God loves each one at every stage of life and desires that each one will come to know and love Him. Through human rebellion against God we have fallen and have come to be marred by a sinful nature. Humanity, apart from Christ, is now spiritually dead and, unless born again through Christ, cannot see the kingdom of God. We, in our own strength, without divine grace, cannot do good works pleasing and acceptable to God or bring glory to Him as we were designed to do. Through the finished work of Christ and God's grace experienced in the influence and empowering of the Holy Spirit individuals are enabled to exercise their will to accept God's gift and will.

Personal acceptance of Christ's redemptive work results in a restored relationship with God and freedom to fulfill our created purpose through the power of the Holy Spirit.

Gen. 6:5. John 3:3-7; Rom.3:10,18, 23; Eph. 2:1-3; Titus 2:11-14.

FP-1.4. ABOUT SALVATION

We believe that in spite of our rebellion, God still loves all of humanity and has mercifully extended His life-giving grace toward us. Through Jesus' death and resurrection, people who believe in Him are forgiven of sin and declared righteous (justification), are made spiritually alive (regeneration), and are set apart into a never-ending relationship with Him as holy people who are being renewed in the image of God (sanctification).

True belief will be evidenced by heartfelt repentance from and godly sorrow for sin, complete trust (faith) in Jesus Christ as Saviour, and surrender to His will as Lord. Spiritual life will result in spiritual fruit in a life increasingly marked by love for God, fellow believers and the lost.

Salvation is God's gracious gift, to be accepted through faith, through which the believer can be assured of personal salvation which speaks to the past in the forgiveness of sins, to the present of a continuing walk with Christ, and to the future with the promise of resurrection life. Our assurance is in our continuing relationship with Christ by faith. As a result of the saving grace of Christ, the believer can experience a Spirit-filled, Spirit-gifted, and Spirit-led life of victory over sin. In submission to the Spirit the believer's life will show increasing alignment with the Great Commandment and Great Commission of Jesus.

Matt 10:22; 22:37-40; 28:18-20; John 3:16-21; 15:4; Acts 2:22-42; Romans 5:1-2, 6:11,19-23; II Corinthians 5:14-6:2; Ephesians 2:8-10

FP-1.5. ABOUT THE CHURCH

We believe that the true Church consists of all people everywhere who have been reborn through personal participation, by faith, in the death and resurrection of Christ, being called out to become part of the body of which Christ is the Head. The Church is visible to the world when believers gather in community and when they are active in serving and blessing others in Jesus' name. The Church is the evidence of God's saving work and a strategic part of God's plan to reflect His grace, proclaim His truth, and extend His care to the world. The people of God have been sent on mission to the world – to love and worship God in a spirit of unity, to teach the Word of God, to celebrate Baptism and Communion, to encourage all people to follow Jesus, and to participate in the ever-growing kingdom of God.

Matthew 16:18; Ephesians 1:22-23, 2:19-22, 3:8-11, 14-21; 4:1-16; Colossians 1:18-23

FP-1.6. ABOUT THINGS TO COME

We believe that God intervenes in the affairs of this world. At the time of God's choosing, Jesus will bodily return to the earth in power and glory to judge and rule the world, as God's Kingdom is fully and forever established.

We believe the promise of Scripture that God will create a new heaven and a new earth which will be the eternal dwelling place of those who have been made righteous in Christ.

We believe in the bodily resurrection of all humanity to stand before God for final judgment. Those who have not accepted His life-giving grace will be raised to experience eternal punishment being separated from God and all that is good. Those who have trusted in Christ will be raised to live eternally in God's presence and receive the promised reward.

Matt 16:27; 25:31-46; John 5:24-29. 14:1-6; Acts 17:31; Rev. 20:11-15; 21:1-9.

ARTICLES OF PRACTICE FP-2

FP-2.1. Ordinances

The Christian ordinances are two in number, baptism and the Lord's Supper. They are the outward rites appointed by Christ to be administered in each local church, not as means of salvation, but as visible signs and seals of its reality.

FP-2.1.1. Baptism

Baptism by water is the symbol of one's union by faith with Christ in death, burial, and resurrection. It constitutes the public confession of these spiritual realities to the world and is the answer of a good conscience toward God¹. Baptism is administered, preferably by immersion, to those who have been born again by faith in the Lord Jesus Christ and who give evidence of the genuineness of their salvation².

¹ Matt. 28:19; Acts 2:36-41; Rom. 6:3-5. ² Acts 8:12-13,34-39.

FP-2.1.2. The Lord's Supper

The Lord's Supper was instituted by Christ himself on the night of His betrayal¹. It is a memorial of Christ's death, a centre of communion and fellowship, a testimony to saving faith, and a visible token of Christ's redemptive covenant. It is observed only by believers and consists in partaking of the consecrated emblems of bread and the fruit of the vine, which symbolize the death of Christ for the remission of our sins and our continual dependence upon Him for life and sustenance until He comes². While the Lord's Supper is open to all true believers, we are strongly exhorted to examine ourselves "and only then eat of the bread and drink of the cup³."

¹ Matt. 26:26-30. ² I Cor 11:26. ³ I Cor. 11:26.

FP-2.2. Divine Healing

God is able to heal, therefore we ought to pray for the sick¹. Although healing cannot be demanded of God, it should be sought according to Scriptural instruction. God heals in three ways:

- 1) through the natural processes of the human body which may be aided by medical help;
- 2) through the supernatural intervention of God bringing healing to the body; and
- 3) through the death and resurrection of the body to a glorified state.

¹ Matt. 12:15,22; James 5:13-16.

FP-2.3. The Lord's Day

The Lord's Day¹, which commemorates the resurrection, is for private and public worship and for rest from unnecessary work. It should be devoted to spiritual development, Christian fellowship, and service². It is essential to the permanence and growth of the Christian church and important to the welfare of society.

¹ Matt. 28:1; I Cor. 16:2. ² Isa. 58:13-14; Heb. 10:25.

FP-2.4. Christian Stewardship

In recognition of God's ownership of all¹ things believers should practice systematic and proportionate giving, adopting the tithe as a minimum expression of their stewardship². They should regard Christian liberality as a privilege and sacred duty, and freely give of their substance for the spread of the Gospel at home and abroad, for the maintenance of the local church, and for the support of the agencies and enterprises of the denomination.

Believers should also dedicate themselves, their time, talents, and substance to God and to the advancement of His kingdom. Christians are encouraged to spend time in Bible study, prayer, and in sharing the gospel³.

¹ Gen. 1:1, 14:18-23. ² Mal. 3:8,10. ³ II Cor. 5:14-15, 8:9-12, 9:6-8.

FP-2.5. Dedication of Children

God is concerned for the well-being of children¹ who are under the atonement of Christ². We encourage the formal dedication of children in a public service of the church.

¹ I Sam. 1:24-28; Matt. 19:13-15; Luke 2:21-22. ² Mark 10:13-15; John 3:16-19; Rom. 5:13.

FP-2.6. Marriage, Singleness, Family, and Human Sexuality

As human beings, men and women, we are created in the image of God. God saw that his creation of humankind was very good. As a result we have intrinsic worth and are found to be equally valued by God.

We believe God has established the church as a family of faith in which we are each sons or daughters. It is within this family of faith that we are established, rooted, fulfil our ministry, and find maturity in Christ.

We also believe the family of faith is where the goodness of being either single or married is to be honoured. We recognize that God has created human beings for relationship with him and with each other. God's intention is for people to be blessed through families: both the family of faith and the family into which God has placed us. God created the family to be the cornerstone of social order.

The home is a divinely established institution¹ in which the husband is the head² but serves its members by the law of love, and in which husband and wife are to work together to raise their children in the "nurture and admonition of the Lord."³ Obedience to parents is to be rendered by children in the spirit of mutual respect and love.

Marriage is part of God's design in establishing the family. We believe that marriage is a lifelong covenant between one man and one woman. This heterosexual union⁴ is the only appropriate relationship within which the joy of sexual intimacy is to be expressed. We affirm such marriage as God's design for a lifelong loving relationship, sexual intimacy, and the birth and nurture of children. Christian marriage is intended for those who share a common faith in Christ⁵. Such a marriage is blessed of God.

Since the EMCC believes the Bible defines marriage as being a covenant union of one man and one woman, the EMCC only recognizes covenantal heterosexual unions as marriages. Therefore, ministers are forbidden to perform ceremonies or make any public comment that would give any indication to the contrary.

¹ Gen 2:23-24. ² Eph 5:22-25, 28; Col 3:18-21. ³ Deut 6:4-9. ⁴ Gen 2:23-24. Rom 1:26-27. ⁵ Deut 7:3; II Cor 6:14-17.

FP-2.7. Divorce

FP-2.7.1. Divorce is viewed in the Scriptures as contrary to God's will¹. Christians should seek by forbearance and forgiveness to preserve the marriage bond.

¹ Gen. 2:24-25; Mal. 2:15-16; Matt. 5:31-32, 19:3-12; I Cor. 7:10-16.

FP-2.7.2. Persons divorced and remarried who give evidence of being genuinely born again are eligible to be received into membership in the church.

FP-2.7.3. Divorce between members of the church is an occasion of great tragedy. Such conduct brings the teaching and reality of Christian reconciliation under reproach and offenders are to be disciplined.

The church board shall provide counsel and take proper disciplinary action giving consideration to appropriate aspects of local church discipline.

Care should be exercised that such action be as redemptive as possible for all parties involved.

FP-2.7.4. Ministers are to refrain from performing marriage ceremonies where one or both parties are divorced. However ministers are permitted, at their discretion, to solemnize the marriage of a person whose previous marriage partner committed adultery, who is recognized as living a genuine Christian life, and where there is good evidence that a true Christian marriage is intended.

FP-2.8. Practices and Conduct

Believers are not to be conformed to the view and lifestyle of the world of which they are a part¹, but, on the contrary, are to function as salt² to prevent the spread of moral corruption, and as light to dispel spiritual darkness. High standards should therefore be set for their personal and collective life including the following:

- 1) their disposition and attitudes be characterized by godliness and the fruit of the Spirit which is love, joy, peace, patience, kindness, goodness, faithfulness, gentleness, and self-control³;
- 2) their social relationships bear witness to Christ, their entire conduct reflecting the spiritual ideals of Christianity rather than the world; they shall not engage in sexual relations outside the bonds of marriage; shall not marry unbelievers, shall not hold membership in oath-bound secret societies, and shall not compromise Christian principles in partnerships⁴;
- 3) their bodies be treated as temples of the Holy Spirit⁵ thus making it inconsistent with both Christian testimony and sound principles of health to compromise their influence and injure their bodies through inappropriate practices or substance abuse⁶.

¹ Rom. 12:1,2. ² Matt. 5:13. ³ Gal. 5:22-24. ⁴ II Cor. 6:14-16. ⁵ I Cor. 3:16,17, 6:19,20. ⁶ I Cor. 6:12-20.

FP-2.9. Attitude Toward Civil Government

Civil government is ordained of God¹ for the welfare of society to promote and protect the good and to restrain and punish evil². Therefore, we consider it the duty of Christians to pray for rulers and for those who are in authority over them and to give due loyalty, respect, and obedience to them³. Christians are also encouraged to take an active interest in government at

all levels. Where the demands of civil law would militate against the supreme law and will of God, Christians should obey God rather than man⁴.

¹ Dan. 4:17. ² Rom. 13:1-5. ³ I Tim. 2:1-4. ⁴ Acts 4:13-20, 5:27,28.

FP-2.10. Attitude Toward Strife and Military Service

FP-2.10.1. Believers are to love their enemies, do good to them that hate them¹, overcome evil with good, and, as much as possible, live peaceably with all men². Therefore, it is not fitting for the Christian to promote strife between nations, classes, groups, or individuals.

¹ Matt. 5:43-48. ² Rom. 12:14-21, 13:1-4.

FP-2.10.2. Sincere Christians have conscientious differences as to their understanding of the teaching of the Word of God with reference to their responsibility as Christian citizens to human government both in times of war and times of peace. We are, therefore, to exercise tolerance and understanding, and respect the individual conscience with regard to participation in war.

FP-2.11. Oaths

A Christian's life should be so transparent in its honesty and integrity that his or her word can be fully trusted without swearing on the Bible in judicial situations¹ or taking the Lord's name in vain².

¹ Matt. 5:33-35,37; James 5:12. ² Ex. 20:7.

APPENDIX #2:
EMCC ARTICLES OF GOVERNANCE
(A Part of EMCC Bylaw #1)

1. RELATIONSHIPS

1.1. *Relationship of EMCC to Local Churches*

1.1.1. It is the theological conviction of the EMCC that the local church is an entity called into being by God. The local church is part of Christ's Church visible in a dynamic missional network of disciples, gathered communities (local churches), and other agencies and institutions through which the presence of Christ is mediated to the watching world. Christ has given gifts to the Church that unify and mobilize believers for mission that transcends and extends the bounds of localized ministry (Eph 4:11; Acts 13:1-4; 1 Cor 12:28;). It is the Spirit of God that implants the impulse of cooperation and connection and prompts churches of like faith to make common cause for the Great Commission. It is also our conviction that the movement of churches now known as the EMCC has been called into being by God and is bound by a common heritage and a common mission.

1.1.2. A "**covenant agreement**" in this document means a firm and binding commitment, "God being our witness", which includes a prior agreement not to enforce the agreement through Court or judicial process other than, if necessary, to implement recourse to required engagement in, and application of the dispute resolution process and procedures set forth in Article 7 of these Articles of Governance. A "**covenant relationship**" in this document means the relationship based on the "covenant agreement."

1.1.3. A covenant relationship contains both privileges and responsibilities. It is this covenanting together of churches that gives rise to the existence of the EMCC. Within this family of churches the local church has the right to be self-governing in its own affairs and to participate fully, accepting the responsibilities of the covenant relationship (see Article 2.2 hereof). Notwithstanding any provision of this document, it is understood that "covenant relationship" is not intended, nor shall it be interpreted, in such a way as to render one party legally liable for the obligations or actions of the other; that is, one party cannot be held responsible if the other party fails to follow through on its commitments, for any such failure by that other party.

1.2. *Relationship of EMCC to Credentialed Ministers*

Maintaining credentials in the EMCC requires and implies compliance with the Bylaw, Articles of Faith and Practice and Articles of Governance. It also explicitly requires signing of the Minister's Covenant Agreement. Compliance includes submission to the discipline laid out in this Articles of Governance. Church leaders who wish to hold the teaching and preaching office shall be examined and credentialed according to standards that assure a unity in essentials, and evidence of Christian maturity, gifting and call.

1.3. *Relationship of EMCC to the EMCC President*

1.3.1. *Presidential Role* - The President is the Spiritual Leader of the EMCC and its Chief Executive Officer and spokesperson.

1.3.2. *Presidential Leadership*

1.3.2.1. *Spiritual*

As Spiritual Leader of the EMCC, the President shall:

1.3.2.1.1. foster spiritual growth and commitment to the Scriptures and the doctrine of the EMCC;

1.3.2.1.2. provide for the pastoral care of EMCC pastors;

1.3.2.1.3. give spiritual leadership to all EMCC pastors, missionaries and churches.

1.3.2.2. *General*

As Chief Executive Officer for the EMCC, the President shall also:

1.3.2.2.1. represent the EMCC as its official spokesperson;

1.3.2.2.2. attend as a non-voting advisor at meetings of the Board of Directors, and shall be an ex-officio member of all other EMCC boards, ministries and committees, attending such meetings as he considers advisable;

1.3.2.2.3. provide day-to-day supervision of EMCC Office staff and give direction in administrative matters;

1.3.2.2.4. seek to ensure provision of care for the congregational welfare of all local churches of the EMCC, including consultation with, and instruction of, each of them;

1.3.2.2.5. serve as a member of the board of each denominational college, either personally or by appointing a designate.

1.3.3. *Election of President*

In the event that:

- 1.3.3.1. an incumbent President:
 - 1.3.3.1.1. resigns;
 - 1.3.3.1.2. advises that he will not stand for re-election for another term;
 - 1.3.3.1.3. becomes unable to continue as President (as determined by the Board), or
 - 1.3.3.1.4. fails to achieve the 2/3 majority approval which is required to continue for a subsequent term as President; or
- 1.3.3.2. the Board of Directors determines that it will not support the incumbent President for re-election; or
- 1.3.3.3. a nominee candidate submitted for election as President by the Search Committee as described below, fails to attain the necessary majority vote to be elected;

the following steps shall be followed:

- 1.3.3.4. the Board of Directors shall establish a Presidential Search Committee of at least five (5) persons (of whom no more than two shall be members of the Board of Directors) and shall make such further arrangements as may be necessary for the selection of a candidate to present to the Membership.
- 1.3.3.5. the Presidential Search Committee shall:
 - 1.3.3.5.1. solicit recommendations and suggestions from pastors, church boards and other EMCC leaders;
 - 1.3.3.5.2. seek applications if they deem it appropriate and desirable or the Board directs;
 - 1.3.3.5.3. keep the Board informed as to the progress of their search;
 - 1.3.3.5.4. present a single nominee, approved by the Board, with appropriate background information, to the membership; and
- 1.3.3.6. the membership shall be asked to vote for or against the candidate, at either a General or a Special Assembly, provided that the Board if it considers it appropriate may authorize such vote to be taken at a General or Special Ordinary Meeting.

1.3.4. *President's Relationship to Local Churches*

Member and affiliate churches of the EMCC shall recognize, welcome and honour the President as the leading elder of the EMCC. The counsel of the President is to be given due consideration in matters relating to the health and well-being of the local church, pastoral relations and the common life of the EMCC. In exceptional circumstances the President may intervene in the affairs of the local church in accordance with the provisions of section Article 2.6 hereof.

1.3.5. *President's Relationship to Credentialed Ministers*

The President, elected as "first among equals", shall be recognized, welcomed and honoured as the leader of the EMCC. The counsel of the President shall be given due consideration in matters relating to the exercise of the pastoral office. Credentialed ministers exercise their ministry under the general oversight and supervision of the office of the President.

1.4. *Relationship of EMCC to Regional Ministers*

The EMCC believes that the covenant relationships amongst its pastors, churches and people are important to enhance and develop. For growing Gospel impact of the EMCC, the ministry personnel of the EMCC Office are tasked with intentional networking, facilitating and resourcing. Regional Ministers under the supervision of the President provide direct support to churches, pastors and other leaders.

1.5. *Relationship of EMCC to RMC and EBC*

As the founding denomination of Emmanuel Bible College and Rocky Mountain College, the EMCC maintains an affiliation with both colleges.

1.6. *Relationship of EMCC to EMCC World Partners*

EMCC World Partners (EMCC WP) is a ministry of the EMCC, administered through the office of the President, under the auspices of the Board of Directors. EMCC WP facilitates the EMCC in its missional task by encouraging and facilitating ministry in cross-cultural and global contexts.

1.7. *Incorporated Ministries*

The EMCC Board of Directors may enter into bilateral agreements with other incorporated entities consistent with its charitable purposes and objects.

1.8. *Relationship of EMCC with Auxiliary Organizations*

Furtherance of the work of the EMCC is also achieved through Auxiliary organizations which are approved as such by the Board of Directors and who report regularly to General Assembly and to the Board of Directors. Each such organization shall have voting representation at General Assembly by appointment of a delegate as an Individual Member.

2. **MEMBER CHURCHES**

2.1. *Definition*

A Corporate Member, or "**member church**" or "**member congregation**", is a local congregation which has met the conditions of membership which are described in Article 2 of these Articles of Governance, and which has been formally accepted by EMCC in writing as a Corporate Member. Such a member congregation is in a covenant relationship with the other churches and organizations that constitute the EMCC.

2.2. *Acceptance to Membership - Covenant Agreement*

2.2.1. A church that is requesting membership shall understand that an application by them for membership is an application to enter into a covenant agreement. Subject to Article 2.2.3 hereof, that covenant relationship between a local church and the EMCC comes into force upon the signatures of the authorized representatives of both parties to the membership affirmation presented by EMCC on acceptance of that local church as a Corporate Member. In addition to the covenant agreement as understood in this document, the use of EMCC and related trademarks is legally limited strictly to churches and agencies in good standing and recognized by the EMCC.

2.2.2. In the membership affirmation, the local church shall subscribe in writing to the following statement:

“We, the duly authorized representatives of (name of local church), apply to become a recognized member of the Evangelical Missionary Church of Canada. It is our intent to participate in the life of this family of churches and to promote its values, advance its purpose and support its projects to the best of our ability. We declare our commitment to maintain fellowship and aid other EMCC churches by making common cause in fulfilling the Great Commission, the Lord being Our Helper. We affirm the Articles of Faith and Practice of the Evangelical Missionary Church of Canada and pledge to conduct the affairs of our local church in accord with the Bylaw and the Articles of Governance. We affirm our commitment to being a healthy, growing, Great Commission church that multiplies disciples, groups and churches. We understand that this statement constitutes a good faith entry into a covenant agreement.”

2.2.3. Local congregations which were already a part of the EMCC as at May 4, 2005 are recognized as already being in the covenant relationship described herein.

2.3. *Privileges*

A member church has the privileges of membership in the family of the EMCC. These privileges include:

- 2.3.1. use of denominational names and trademarks;
- 2.3.2. the cooperation, guidance, stability, accountability and support of the EMCC organization;
- 2.3.3. access to trained, screened, supported and supervised ministers;
- 2.3.4. guidance in matters of pastoral relations;
- 2.3.5. the counsel, visits, encouragement and vision of the national staff;
- 2.3.6. participation in camping, youth or other ministries organized regionally or nationally;
- 2.3.7. financial resources such as loan funds and grants;
- 2.3.8. resources for church health, growth and multiplication;
- 2.3.9. multiple networking for mutual support and work; and
- 2.3.10. participation in a national and global Great Commission vision and program.

2.4. *Responsibility*

Member Churches are expected to participate in the common life of the churches of the EMCC, making common cause and uniting in a desire to share the gospel of Jesus Christ and to fulfill the Great Commission. It is our understanding that the following expectations will be fulfilled in our family of churches:

- 2.4.1. each local church shall strive to conduct its affairs in a way that it brings no harm or disrepute to the EMCC family of churches;
- 2.4.2. each local church shall administer its affairs in accordance with the Bylaw of the EMCC;
- 2.4.3. each local church is to recognize and cooperate with the duly appointed officers of the EMCC;
- 2.4.4. each local church shall do its best to reflect concern for global ministries through missions support;
- 2.4.5. each local church shall carefully consider how best to invest in the ministry of denominational colleges;
- 2.4.6. each local church shall do its best to carry its part of the shared ministry of the EMCC denominationally;
- 2.4.7. each local church shall send delegates to the meetings of members; and
- 2.4.8. each local church shall report annually to EMCC.

2.5. *Local Organization*

2.5.1. It is the understanding of the EMCC that:

- 2.5.1.1. a local EMCC church has the right to govern its own affairs and to select its own leaders;
- 2.5.1.2. each local church has the responsibility to conduct its own affairs in a way compatible with the policy and governance of the EMCC and in the spirit of the covenant relationship;
- 2.5.1.3. a local EMCC church shall have an Operating Bylaw that does not contravene the EMCC Bylaw;
- 2.5.1.4. the affairs of a local church are governed by its governing board as authorized by the local church bylaw;
- 2.5.1.5. the ministry of the local church is the responsibility of all its members; and
- 2.5.1.6. the role of the pastor is one of servant leadership.

2.5.2. Minimal standards expected of a local church are:

- 2.5.2.1. **Governing Board:** The board is to administer the affairs of the local church in accordance with its bylaw and to fulfill its fiduciary responsibilities including the matters pertaining to finances and the holding of assets;
- 2.5.2.2. **Budgeting:** Each local organization will have a procedure for the preparation, adoption and control of the annual budget;

- 2.5.2.3. Accounting Records: A local organization will maintain records of the general ledger and supporting journals, detailed records of pledges, investments, loans, yearly budget reports and annual financial reports including record of annual audit or internal review;
- 2.5.2.4. Administrative Records: Each EMCC local organization will have securely maintained records which include Board minutes, personnel files, employment records, legal documents and all financial documents according to the Canada Customs and Revenue Agency Records Retention Requirements;
- 2.5.2.5. Policies and Procedures: A local EMCC organization will create, implement and publish any necessary policies and procedures such as job descriptions, staff acquisition procedures, staff evaluations, risk management, discipline of members, etc;
- 2.5.2.6. Property and Facilities: All facilities will be maintained in accordance with local building and fire codes. Adequate risk and liability insurance will be secured and periodically reviewed. Adequate security for the public will be provided;
- 2.5.2.7. Publicity and Development: Development efforts for every local EMCC organization shall demonstrate Biblical values, ethical standards, and responsibility to donors. All initiatives should engender good public relations and confidence in both the local church and its membership in EMCC;
- 2.5.2.8. Reporting: The local church shall do its best to provide to EMCC such reports as are needed for the functioning of EMCC, including an annual update of the names and addresses of church leaders, and of any persons who hold local church properties in trust. It is also expected that a church will satisfy all its legal reporting obligations.

2.6. ***Intervention by EMCC in Local Church Affairs***

- 2.6.1. It is our understanding that recognized representatives of the EMCC family of churches and recognized leaders in EMCC churches can and may exercise their Christian duty to admonish, exhort, and counsel leaders in matters that are bringing disrepute or disharmony to the EMCC family or the cause of Christ generally.
- 2.6.2. A member church has a covenant obligation to conduct its affairs in a way that brings no disrepute to the family of the EMCC and that promotes harmony among EMCC's member churches.
- 2.6.3. Based on the above, unless a member congregation has already (previous to commencement of any such intervention) adopted and communicated to EMCC in writing an alternative formal written process for resolution of such matters which expressly waives the provisions of this article, each member church recognizes the right of EMCC, on behalf of the EMCC family of churches, to intervene as described herein in circumstances in EMCC's discretion warranting the same, which shall include, without limiting the generality of the foregoing, the following:
 - 2.6.3.1. the local church ceases to function as an organized EMCC local church or is no longer able to maintain the organizational standards of a local EMCC church;
 - 2.6.3.2. the local church is at risk of, or is contemplating, closure;

- 2.6.3.3. the local church, according to local governance policy, by a majority vote of members or its board in a formal resolution, invites the intervention of the EMCC, specifying in the invitation the specific cause or reasons for such invitation;
 - 2.6.3.4. there are reasonable grounds to suppose that the financial affairs of the church are not in order – in which case the EMCC may audit the financial records of that church and take such steps as necessary to set things in order;
 - 2.6.3.5. there is a moral or ethical problem which has not been resolved by ordinary means and where the local leadership has been unable or unwilling to deal satisfactorily with these matters;
 - 2.6.3.6. there has been protracted divisive or disruptive teaching or conduct which is bringing disharmony or disrepute to the EMCC family of churches;
 - 2.6.3.7. there have been credible reports of teachings and/or practices which are incompatible with the Articles of Faith and Practice and which have not been amenable to ordinary means of correction and where the local leadership has been unable or unwilling to deal satisfactorily with these matters; or
 - 2.6.3.8. there have been formal allegations brought against a credentialed minister, made in writing and endorsed by two signatures, filed with both the Church Board of the local church and with the National Office of the EMCC – in which case the EMCC shall proceed, in keeping with the provisions of these Bylaws governing the discipline of ministers, expecting and receiving the full cooperation of the congregational leadership and of the congregation in pursuing the investigation to its appropriate conclusion.
- 2.6.4. Any such intervention shall be an interim measure taken for the purpose of returning the local church to a condition in which it is once again able to govern its own affairs.
- 2.6.5. Whenever and insofar as possible, intervention shall proceed in consultation with the Church Board of the member church, recognizing that it is always preferable for any such intervention to occur at the request of the local leadership.
- 2.6.6. In keeping with the principles of natural and biblical justice and due process, any such intervention by the EMCC shall be communicated in a clear and timely way together with appropriate supporting documentation. The course of the intervention shall utilize the least disruptive or intrusive options possible.
- 2.6.7. Remedies or actions available to EMCC on such intervention in respect of a member church shall without limitation include the following:
- 2.6.7.1. The church may be admonished or reprimanded;
 - 2.6.7.2. The church may have its vote(s) as a Corporate Member suspended for a time, or it may be expelled from EMCC membership by action of EMCC's Board;

- 2.6.7.3. Upon recommendation of the EMCC Board of Directors, the church may be dissolved, either by action of a meeting of the members of that member church where it is adequately functional to be able to do so, or otherwise by EMCC by action taken at a meeting of EMCC members.
- 2.6.7.4. At the discretion of the EMCC Board of Directors the local church may be asked to reaffirm, by official action, the commitments made in the Covenant Agreement.

2.7. ***Local Church Property***

2.7.1. ***Title*** -Each local congregation shall beneficially own and hold title to all real and personal property over which it exercises direct control and governance. All property of a local congregation which may be held for the time being in the name of EMCC shall be held in trust only, and shall be transferred to the local church upon its satisfactory incorporation or other organizational provision (such as by trustees) in accordance with the laws of the Province in which it is situated. No property owned by any local church shall be charged with or encumbered by the debts and liabilities of the EMCC.

2.7.2. ***Discontinuance of a Local Church with Property*** - A member congregation of the EMCC shall have in its incorporation provisions or in its bylaw, a provision such as the following: "In the event of dissolution or winding-up of the (name), all its remaining assets after payment of its liabilities shall be distributed to the EMCC or its successor."

2.8. ***Process for Dissolution of a Local Church***

It is a disappointing circumstance when a local church comes to the place where dissolution is viewed as the best course of action. However, there are times when this is the case. A member congregation considering dissolution must:

- 2.8.1. notify the EMCC National Office of its consideration of dissolution at least 30 days prior to any congregational meeting in which a motion to dissolve will be presented. Any motion to dissolve before such notice is out of order;
- 2.8.2. provide at least 10 days written notice and 2 Sundays announcement of a congregational meeting (in which a motion to dissolve shall be presented) to all members of the congregation entitled to vote. The written notice and announcement shall state the time, place and purpose of the meeting;
- 2.8.3. grant a vote to all members of the local church, present at the duly called meeting, who are sixteen years of age or older and who have held membership for at least one year prior to the meeting;
- 2.8.4. surrender organizational control to the EMCC if a motion to dissolve carries by a seventy-five percent (75%) vote of those present;
- 2.8.5. invite the EMCC to establish a transitional steering committee if the motion does not carry.

2.9. *Process for Membership Withdrawal by a Local Church*

It is desirable that people can, in good faith, walk together in the common cause of the Gospel. History tells us, however, that there are circumstances in which a local congregation deems that membership withdrawal is the best course of action. The process in this Article 2.9 is established to:

- 2.9.1.1. establish good faith attempts at reconciliation and understanding;
 - 2.9.1.2. ensure, to the satisfaction of the EMCC, that a congregational vote to withdraw is truly representative of the stakeholders in the local congregation;
 - 2.9.1.3. clarify and discharge all outstanding obligations to the EMCC; and
 - 2.9.1.4. seek to maintain a relationship of good grace that neither brings reproach upon the name of Christ nor hinders the fulfillment of the mission of the EMCC or of the local congregation.
- 2.9.2. A congregation may withdraw from membership in the EMCC in the following manner:
- 2.9.2.1. congregational leaders intending to bring a motion to withdraw before the local congregation must give the EMCC President written notice at least 90 days before the meeting at which such motion will be made;
 - 2.9.2.2. at least 10 days advance written notice of such a meeting shall be given to all members of the congregation entitled to vote. In addition to written notice, announcement shall be made on two (2) Sundays immediately prior to the congregational meeting at which the question of withdrawal will be considered. The announcement shall state the time, place and purpose of the meeting;
 - 2.9.2.3. voting for the purpose of withdrawal will be restricted to members of the local church who are at least sixteen years of age and who have held membership for at least one year prior to the meeting;
 - 2.9.2.4. a seventy-five percent (75%) majority in support of the motion to withdraw is required to continue the process of withdrawal;
 - 2.9.2.5. notification of the result of the vote shall be delivered to the EMCC National Office;
 - 2.9.2.6. the EMCC President shall assign persons to partner with the local church either to negotiate the terms of withdrawal (if the vote did receive the seventy-five percent majority) or to seek resolution of the issues that led to the motion to withdraw (if the vote did not receive the seventy-five percent majority);
 - 2.9.2.7. the negotiated terms of withdrawal must be approved by the EMCC Board of Directors at their regular meeting, and then shall be communicated by the local church to its members;
 - 2.9.2.8. following such publication of the terms of withdrawal, the local congregation must confirm its motion to withdraw by by a seventy-five percent (75%) majority, in a duly called meeting;
 - 2.9.2.9. any outstanding financial obligations shall be settled. If necessary, the parties shall agree to binding mediation and arbitration as set out in these Articles of Governance.

3. **MINISTERS**

3.1. *Foundations*

- 3.1.1. Ministers are persons called of God to serve the church in an official leadership capacity. Scripture clearly indicates (I Timothy, Titus) that there are standards against which Christian leaders are measured and held accountable. To ensure a person's qualifications and credibility for service, the EMCC engages in the formal credentialing of those called to serve.
- 3.1.2. Both Biblical teaching and Christian tradition recognize the importance of those “set apart” for the Gospel work of leadership in the Church of Christ. While history chronicles that there was a long period in which the Church overlooked the fact that all followers of Jesus are “ministers,” we in our day must be careful that we do not overlook the fact that God calls and gifts (sets apart) individuals for Gospel work as leaders.
- 3.1.3. We understand that the “setting apart” of individuals is God’s prerogative but the believing community has been given the responsibility of examining individuals to ensure that they have been “appointed” or “set apart” or “ordained” to a particular Christian Ministry. In short, the biblical teaching of the “priesthood of all believers” and the gifting for service of all followers of Jesus does not contradict the importance of recognizing the biblical teaching concerning leaders. The biblical terms of “pastor” (shepherd), “presbyter” (elder), and “bishop” (overseer), as well as “deacon” (servant, minister), or “leaders” generally, and other terms, such as apostle, prophet, evangelist, teacher illustrate the richness of the terminology in the early church.
- 3.1.3.1. Leadership gifts revolve around two focal points “leading” and “ministry of the Word.” Some of the leaders were primarily local while others were transcongregational. The granting of denominational credentials constitutes recognition of this transcongregational gifting by God.
- 3.1.3.2. While it is our view that it is God alone who sets apart, we recognize that the believing community has the responsibility of determining whether a particular individual has been so set apart. The “credentialing process” serves as a means for the believing community to confirm an individual’s personal conviction of God’s call to leadership ministry and the granting by EMCC of “credentials” pursuant to that process serves as a standard of recognition across the whole EMCC community.

3.2. *General Principles on Credentialing*

Church leaders who wish to hold the teaching and preaching office shall be examined and credentialed according to standards that assure agreement with the EMCC Articles of Faith and Practice, and evidence of Christian maturity, gifting and call. Only one EMCC credential shall be held by an EMCC minister. It is our understanding that:

- 3.2.1. a local church has the right to select its own pastoral leaders, respecting the right of the EMCC to exercise its responsibility to oversee the credentialing process;
- 3.2.2. the EMCC has a right to credential pastoral leaders of EMCC churches;
- 3.2.3. our leaders who hold the teaching and preaching office (pastors and the like) shall be examined and credentialed according to standards that assure unity and compatibility with the EMCC Articles of Faith and Practice, and giftedness and call to their office;
- 3.2.4. the calling by a congregation of pastoral staff shall be subject to credentialing;
- 3.2.5. all leadership ministry staff (engaged in teaching or public leadership) are accountable to the same standards of ministerial conduct, whether or not they hold EMCC credentials;
- 3.2.6. a member in good standing of a local congregation may be a minister credentialed by EMCC, although he or she may have ministry in other groups or countries;
- 3.2.7. the exercise of discipline of a minister shall be the responsibility of the local leaders in concert with the credential granting body of the EMCC;
- 3.2.8. if a minister has had his or her credentials suspended the minister is also automatically suspended from his or her duties in a member church or any other duties which would normally be performed as a credential holder;
- 3.2.9. if a minister has had his or her credentials removed the minister is also terminated from his or her duties in a member church and from any other duties which would normally be performed as a credential holder.

3.3. *Ministerial Covenant Agreement*

- 3.3.1. Maintaining credentials in the EMCC requires and implies compliance with the Articles of Faith and Practice, Bylaw, and Articles of Governance of the EMCC. Compliance includes submission to the discipline laid out therein. Ministers are required to sign a Ministerial Covenant Agreement with the EMCC on entering a ministerial relationship with the EMCC. The substance of this agreement consists of the declaration of the minister to adhere to the Bylaw of the EMCC and to advance the purpose, promote the values and support the ministries of the EMCC and to maintain the moral and ethical standards of a Christian minister. This covenant agreement shall be signed annually as part of the requirement for maintaining credentials.
- 3.3.2. It is a recognized fact among us that greater accomplishments can be achieved for the kingdom of God by combining our efforts in a cooperative fellowship for the outreach of the gospel at home and abroad. In the interests of furthering the work of the Church under our great Head the Lord Jesus Christ, it is incumbent upon us that we work together in mutual cooperation and harmony

making common cause for Christ. It is, therefore, right for credential holders to covenant with the people, churches and leadership of the Evangelical Missionary Church of Canada (EMCC). The following constitutes the content of the minister's covenant agreement:

- 3.3.2.1. I understand that my signature indicates my commitment to enter into a Covenant with the people, churches and leadership that are corporately known as the Evangelical Missionary Church of Canada.
- 3.3.2.2. I understand that inasmuch as the credential granted makes me a representative of the EMCC I covenant to advance the purpose, promote the values and support the ministries of the EMCC to the best of my ability and to honour the commitments expressed in the EMCC Bylaw.
- 3.3.2.3. I will endeavor to establish personal, spiritual disciplines that will foster and promote a deep, intimate relationship with God, which is essential to effective service as a Christian believer, including prayer, Bible study, regular church attendance, and sharing my faith with others.
- 3.3.2.4. I understand I am entering into an accountability relationship with the EMCC, wherein the officers of the EMCC act on behalf of the people and churches of the EMCC and I covenant to be amenable to their counsel and direction.
- 3.3.2.5. I have read, understand and agree to comply with the provisions of the EMCC Bylaw specifically the Articles of Faith and Practice and the standards and discipline of ministers.
- 3.3.2.6. I understand that the credential granted is at the continuing pleasure of EMCC, and can be revoked for beliefs incompatible with or conduct unbecoming a minister of the EMCC.
- 3.3.2.7. I understand and subscribe to the theological perspectives and positions of the EMCC and am committed to upholding these principles in my preaching and teaching. I will not teach or promote personal biases or interpretations which are at variance with clearly delineated EMCC doctrine and practice. If I come to hold things at variance I agree to immediately communicate with the EMCC in writing.
- 3.3.2.8. I understand that as a Christian minister I am called to a life of exemplary speech and conduct. I understand that the following unbecoming conduct (not an all-inclusive list) is incompatible with Christian standards and is just cause for disciplinary action up to and including dismissal from service and revocation of ministerial credentials:

breach of trust or confidence, theft, fraud, lying, criminal activity, marital unfaithfulness, sexual intimacy or intercourse (either homosexual or heterosexual) before or outside of marriage (being the exclusive covenant union of one man and one woman), sexual harassment abuse or interference, substance abuse (including tobacco, alcohol or other drugs), addictive behaviour including use of materials that devalue and debase sexuality (e.g. pornography), violent or abusive behaviour or speech.
- 3.3.2.9. I understand, in the event that my EMCC ministerial credential is revoked, that neither the EMCC nor the local church is liable for any damages or loss that might occur as a result of forfeiture of this credential.

- 3.3.2.10. I understand that in the event that disciplinary action is taken, such action shall be conducted in keeping with the principles of Biblical justice and conduct and in cooperation with the local EMCC congregation where I hold membership. I also understand that my accepting this credential constitutes an implicit consent to submit to the regular process of discipline of ministers.
- 3.3.2.11. I understand that signing the Minister's Covenant affirms I have understood that compliance with the standards and principles set out in this Covenant is a term and condition of my credentials with the EMCC and of ministry in an EMCC congregation.
- 3.3.2.12. I covenant to conduct my life and ministry in such a way that Christ is honored and His Kingdom is advanced.

3.4. *Credential Categories*

3.4.1. *Ordained Minister*

Ordination is the validating action of the church in recognition of an individual's calling, gifting, training and personal suitability for ministry which has been proven under the review and support of the EMCC. An ordained minister is a licensed minister affirmed in ministry by the EMCC. *Ordination* credentials will remain in effect if the minister:

- 3.4.1.1. retains membership in good standing with a member or affiliate congregation of the EMCC,
- 3.4.1.2. remains active in a ministry recognized by the EMCC,
- 3.4.1.3. reports annually through written report to the National Office, and
- 3.4.1.4. Either (a) signs the Ministerial Covenant Agreement annually, or (b) has been ordained by, or received as an ordained minister by, the EMCC, is recognized as having retired from service, and continues in good standing within the EMCC.

Should a minister leave a designated position and enter a field outside the categories of ministry recognized by the EMCC, the National Office shall make a recommendation to the Board of Directors concerning the credentials of the said minister.

3.4.2. *Licensed Minister*

A *licensed minister* is a person who is examined, approved and appointed to ministry in the EMCC. Licensing will remain in effect only as long as the person:

- 3.4.2.1. retains membership in good standing in a member or affiliate congregation of the EMCC,
- 3.4.2.2. remains active in a ministry recognized by the EMCC,
- 3.4.2.3. reports annually through written report to the National Office, and
- 3.4.2.4. signs the Ministerial Covenant Agreement annually.

3.4.3. *Candidate*

A *candidate for ministry* is a person who is examined and approved as described for a Licensed Minister above, for potential appointment to ministry within the EMCC, and is available for such appointment, but who at the time of such approval does not have a recognized ministry assignment. Candidate status will remain in effect only as long as the person:

- 3.4.3.1. retains active membership in good standing with a member or affiliate church in the EMCC,
- 3.4.3.2. continues to be actively seeking appointment to ministry within the EMCC,
- 3.4.3.3. reports annually through written report to the National Office, and
- 3.4.3.4. signs the Ministerial Covenant Agreement annually.

When a candidate is unable to secure a recognized appointment within two years of the issuance of the credentials, the candidacy shall expire.

3.4.4. *Certified Ministry Worker*

Certification of a Ministry Worker is a special limited credential intended for a person in one of three categories:

- 3.4.4.1. a person who is not now licensed or ordained, but who will be employed in some specific pastoral or ministry role by an EMCC Congregation or by a denominational ministry of EMCC for which credentialing is deemed advisable by both the local and denominational leadership. It is expected that a Certified Minister will be supervised by a Licensed or Ordained Minister and only in exceptional situations shall a Certified Minister serve as the sole or senior pastor of a charge and only for a specified time, under the direct supervision of a regularly credentialed minister as designated by the National Office;
- 3.4.4.2. a person who is a member in good standing of an EMCC congregation, and who is employed by an educational, medical, residential, personal care, or other such institution in a Christian ministry capacity or who is a missionary in a recognized ministry for whom this credential is deemed advisable by the leadership of both the local congregation and the denominational leadership;
- 3.4.4.3. a person who is engaged in a ministry in a local congregation where the individual is on a development path of study and service in preparation for regular licensing, and who is strongly recommended and endorsed on a continuing basis by the local congregation.

This credential intends to maintain the same standards of character and conduct as required for licensing and ordination but where the preparation in Bible and Theology is at a lower level. This credential is tied directly to the particular recognized ministry assignment and is not portable.

3.4.5. *Missionary Credential and Recognition*

3.4.5.1. *Missionary Credential*

A credentialed missionary is a person who is not otherwise credentialed and is examined, approved and appointed to ministry under direct supervision of EMCC or an EMCC Partner Agency. The missionary credential will remain in effect only as long as the person:

- 3.4.5.1.1. retains membership in good standing in a member or affiliate congregation of the EMCC;
- 3.4.5.1.2. remains active in a ministry assignment with EMCC;
- 3.4.5.1.3. completes an annual report; and
- 3.4.5.1.4. signs the Minister's Covenant Agreement annually.
- 3.4.5.1.5. A credentialed missionary who retires in good standing and remains in good standing within the EMCC shall be listed among the credentialed missionaries (retired).

3.4.5.2. *Missionary Recognition*

A recognized missionary (ministry worker) is a person who is serving with a recognized mission agency or organization and who is not supervised by EMCC. This person may apply to EMCC for this recognition. Upon approval the recognition will remain in effect as long as the person:

- 3.4.5.2.1. retains membership in good standing in a member or affiliate congregation of the EMCC;
- 3.4.5.2.2. has the continuing endorsement of the EMCC congregation where membership is held
- 3.4.5.2.3. remains active in ministry and remains in good standing with that agency;
- 3.4.5.2.4. subscribes to EMCC Bylaw and the Articles of Faith and Practice.
- 3.4.5.2.5. reports annually through written report to the National Office
- 3.4.5.2.6. pays the annual fee set by EMCC.

3.4.6. ***Other Designations*** - It is the prerogative of the Board of the Directors with the recommendation of the President from time to time to particularly recognize those distinguished ministers whose specialization is commended for exercise within the larger church as a "minister-at-large."

3.5. *Transfers Between Fraternal Groups and like Denominations*

In recognition of fraternal relationships with the Evangelical Church USA and the Missionary Church USA, the credentials of a minister shall be recognized if they are accompanied by a letter of recommendation stating clearly that the recommendation is without reservation, and with the further proviso that the minister will avail himself/herself of such courses and the like that will enhance his/her appreciation and understanding of the history and mission of the EMCC. Bilateral agreements on credentials may also from time to time be signed with like denominations with the consent of the President and the approval of the Board of Directors.

3.6. *Applicants from Outside the EMCC*

Applicants from outside the EMCC may have their credentials recognized following the appropriate review of their application, references and history of service.

3.7. *Restrictions on Credentialing*

3.7.1. *In the Case of the Separation of Minister and Spouse*

In the event that a credential holder becomes separated from his/her spouse the minister and the local church (or responsible party of the mission or ministry concerned) shall report the matter immediately to the EMCC National Office. The circumstances shall be examined without delay. In cooperation with the local or ministry leadership, the National Office shall decide on the best course of action. Every reasonable attempt shall be made to help the ministerial couple to effect a redemptive solution. In the event that it is judged that the minister should be placed on leave of absence the local church leadership shall do all within its power to facilitate the leave. Where the evidence dictates the propriety of the minister resigning, the local or ministry leadership is encouraged to consider factors of legal requirement, and the ability to apply generosity. Where the case is judged to require it, the process of ministerial discipline will be applied.¹

¹ I Tim. 3:2,4,5, 4:12, Titus 1:7

3.7.2. *In the Case of Divorced Persons*

3.7.2.1. It is the usual policy of the EMCC not to credential persons who have been divorced or married to a person who has been divorced. At the sole discretion of the EMCC (as expressed through the decisions of the President or the Board or both), however, an applicant may be considered for credentials where there may be extenuating circumstances, as those are described below. In that event, the applicant's case will be first adjudicated by an ethics committee and if the ruling of the ethics committee is favourable, AND the ruling is approved by a 75% vote of the Board of Directors, the applicant may proceed to the regular credentialing process.

3.7.2.2. It is further the policy of the EMCC to review the credentials of a credentialed minister who, subsequent to credentialing, is divorced or who marries a divorced person. Upon occurrence (or the inevitable imminence) of such an event, the credentialed minister shall immediately surrender his/her credentials and cease ministry. The matter shall then be investigated by an ethics committee and a recommendation brought to the Board of Directors without delay to either confirm the revocation of credentials, or to reinstate the credentials. A recommendation to reinstate must be approved by a 75% majority vote of the Board of Directors before it can become effective.

- 3.7.2.3. Extenuating circumstances are cases where it can be ascertained with reasonable certainty that there has been infidelity or abandonment by the spouse of the credentialed person, or where the divorce occurred prior to conversion of the credentialed person. Any recommendation to grant or reinstate credentials in such event shall be entirely contingent upon clear and sufficient evidence of personal integrity and marital stability of the credentialed person, as determined at the sole discretion of the Board of Directors, requiring a 75% majority vote as referred to above.

3.8. ***Agreement of Ministers to Submit to the Process of Church Discipline***

An EMCC credential implies agreement to submit to discipline as expressed in these articles. Such agreement includes the right to appeal a disciplinary decision using the Mediation and Arbitration Procedure of these articles. Notwithstanding anything else contained herein, a ministerial credential is given upon the strict condition that disciplinary proceedings and the results thereof, and of any other proceedings or matters carried out in accordance with the EMCC bylaw, Articles of Faith and Practice, and Articles of Governance, shall not give a minister cause for any legal action against the EMCC, or any staff member, director or officer of the EMCC, and the acceptance of credentials shall constitute conclusive and absolute evidence of a waiver by the minister of all rights of action, causes of action, and all claims and demands against the aforementioned.

4. REGIONAL MINISTERS

The EMCC will be served by regional ministers appointed on the basis of the following principles:

- 4.1. Regional ministers are appointed by the President after consultation with the constituency.
- 4.2. A minimum of three regional ministers (or the full-time equivalent thereof) shall be appointed.
- 4.3. Regional ministers are responsible to the President and serve as coaches and resource brokers to pastors and congregations. They shall promote denominational understanding and support for its mission.

5. DISCIPLINE

5.1. *Purpose of Discipline*

All members in the church are expected to conduct their lives according to the standards set forth in Scripture. In the redemptive purposes of God, the church is commanded to discipline its members when they continue in open and habitual sin¹. The desired result of such discipline is to bring restoration. Church discipline has multiple purposes including the following²:

- 5.1.1. encouraging sinning members to repent, thus restoring them to fellowship with Christ and the church;
- 5.1.2. warning other members against such sin;
- 5.1.3. upholding and maintaining the moral purity and blameless testimony of the church.

¹ Matt. 18:15-18; I Cor. 5:1-13 . ²II Cor. 2:6-11; I Tim. 4:19-20.

5.2. *Discipline of Ministers*

5.2.1. *Preamble*

Those who hold positions of ministerial leadership in the church are held to an even stricter accountability¹. Such conduct includes moral purity, personal honesty, and biblical fidelity². Ministers are to be consistent examples of authentic Christianity as they seek to emulate the character of Christ through the power of the Holy Spirit³. Furthermore, they shall promote the unity of the church rather than seeking to divide it. The entire process of discipline shall be carried out and enforced in a spirit of Christian love, care, and sensitivity⁴.

¹I Tim. 3:1-7. ²II Tim. 3:14-17. ³Gal. 5:22-23. ⁴Eph. 4:3; Gal. 6:1.

5.2.2. *Causes of Ministerial Disciplinary Action*

Violation of principles as stated in the EMCC Bylaw (including appendices) give just cause for disciplinary action by the Board of Directors. Without limiting the generality of the foregoing, such causes for action may be:

- 5.2.2.1. any moral failure including but not limited to breach of trust or confidence, theft, fraud, lying, criminal activity, marital unfaithfulness, sexual intimacy or intercourse before or outside of marriage either homosexual or heterosexual, sexual harassment abuse or interference, substance abuse (including tobacco, alcohol or other drugs), addictive behaviour including use of materials that devalue and debase sexuality (e.g. pornography), violent or abusive behaviour or speech;
- 5.2.2.2. the propagation of doctrines and practices contrary to those set forth in the Articles of Faith and Practice of the EMCC;
- 5.2.2.3. a contentious, authoritarian or non-cooperative spirit;
- 5.2.2.4. any conduct generally unbecoming a minister of the gospel.

5.2.3. *Process of Discipline*

5.2.3.1. *General*

5.2.3.1.1. Formal church discipline is to be regarded as an expedient of last resort. Only after every reasonable effort has been made to correct any wrong and adjust any existing difficulty should steps be taken to initiate disciplinary action;

5.2.3.1.2. The teaching of the Scriptures shall inform the process. No accusation shall be entertained against a minister unless it is brought by two or three witnesses¹. Should any minister depart from the standard of Scripture and engage in conduct which conflicts with biblical principles of holiness, the steps of discipline outlined in Scripture shall be followed².

¹ I Tim. 5:19. ² Mt. 18:16-18; I Cor. 5:1-13; Titus 3:10;

5.2.3.1.3. Reports or complaints shall be investigated where there is judged to be sufficient credibility to these reports or complaints, and the matter is judged to fall within the letter and spirit of these articles;

5.2.3.1.4. The office of the president shall have jurisdiction and shall deal with the case consistent with the principles of Scripture and natural justice.

5.2.3.2. *Guideline for Discipline*

The following shall be used as a guideline to the steps to be followed for the disciplinary procedure:

5.2.3.2.1. A preliminary investigation to determine the source and validity of the accusations, allegations or communicated problem;

5.2.3.2.2. Where there are injured parties, the respective local church (or other agency) shall be encouraged to take such steps as are right and possible to help these parties;

5.2.3.2.3. In the event sufficient grounds are established by such initial investigation, a fuller investigation by an appointed committee shall follow:

5.2.3.2.3.1. *interview with complainants*. The persons involved shall be interviewed to ascertain the facts in the case and the reasons underlying the persistence of the reports or complaints;

5.2.3.2.3.2. *interview with accused minister*. The accused minister shall be given an opportunity to be interviewed to discuss the complaints received in the hope that the matter can be resolved;

5.2.3.2.3.3. *signed complaints*. In the event the investigation so warrants, a signed complaint shall be filed with the EMCC National Office by each complainant describing the alleged offence;

- 5.2.3.2.3.4. *conditions for ministry during investigation.* Continuance of ministry may be subject to restrictions or conditions during the time of investigation at the discretion of the EMCC, on the basis of evidence at hand and the nature of the alleged offence. In some cases credentials will be suspended immediately pending final outcome. Such conditions are subject to review in 3-month intervals until the investigation has been completed and determination made, either clearing the person of the allegations, or finding the presence of serious offensive conduct. The leadership of the local church or other agency shall be consulted in the process;
- 5.2.3.2.4. In the event that the minister confesses to conduct that is clearly inconsistent with the holding of a ministerial credential, the minister shall sign a statement of admission and sign an agreement to come under discipline. The minister shall immediately surrender ministerial credentials and minister's card pending the outcome of the process;
- 5.2.3.2.5. In the event that there is no confession, and if after due investigation it is determined that serious offensive conduct occurred, the investigative committee shall file its report with the EMCC National Office. The person against whom such determination has been made shall be informed in writing by certified mail, at the last address furnished to EMCC, or the like. In some cases credentials will be suspended immediately pending final outcome;
- 5.2.3.2.6. In the event that the case cannot be dealt with privately to the satisfaction of all concerned the minister shall be required to appear at a hearing in the hope the matter can be resolved. The hearing tribunal shall be composed of three or more seasoned ministers or qualified lay persons. The tribunal shall review the statements given, interview members of the investigative team and hear from the accused. The individual shall be entitled to attend the hearing and to speak on his or her own behalf. Neither the individual nor the tribunal, nor any other party present may be represented by legal counsel. The accused may bring a fellow EMCC minister for support. The tribunal in its sole discretion shall decide who may be present at the hearing in whole or in part. If the accused minister does not appear at the hearing, the accused member may be subject to further discipline for failure to appear at the hearing. The tribunal shall deliver its decision in writing within fourteen days. This decision shall be communicated in writing to the accused minister;
- 5.2.3.2.7. Decision: The nature and length of the discipline shall consider the following factors: (a) the seriousness of the case, (b) the manner and thoroughness of repentance, (c) the attitude of the offending minister toward the discipline, and (d) the willingness to cooperate manifested.

5.2.4. *Restoration and Reinstatement to Ministry*

The EMCC recognizes the Biblical principle of justice tempered by mercy, and believes that the redemptive purposes of God tend toward restoration. The primary purpose is to restore a person to God, spouse and family. Where possible, reinstatement may follow. Reinstatement is a privilege granted out of mercy and not a right to be expected or demanded. Granting reinstatement shall be at the sole discretion of the EMCC following a process of rehabilitation.

6. MEDIATION AND ARBITRATION

6.1. *Preamble*

It is our understanding that unresolved disputes and divisions amongst followers of Christ bring disrepute and dishonour to the name and the cause of Christ. The EMCC recognizes both the duty and the privilege to live according to the injunctions of the Lord Jesus Christ. It is therefore incumbent upon believers, churches, and any other agency or party of the EMCC to seek reconciliation and resolution of a dispute in keeping with Matthew 18:16. If a party considers that a matter cannot be forgiven and forgotten, thereby effecting resolution in oneself, the following steps will guide the process of seeking resolution and reconciliation. The pattern of Mat 18:15-19 and the principle and spirit of Mat 5:23, 24 are commanded and commended to us by our Lord. As such only those matters that cannot be resolved in a more informal manner of Mediation may advance to Arbitration. In keeping with the teaching of 1 Corinthians 6: 1-6, it is also our desire and intent to honour the Lord by submitting disputes to the judgment of Christian “judges.” It is our intent not to seek remedy for such matters in the courts of the land, but rather where necessary, to achieve resolution through the process of mediation and arbitration described in this Article, and commitment to the covenant relationship shall include commitment to that process where it is necessary to achieve resolution.

No matter of faith or practice of the EMCC shall be made the subject of any proceeding in the Courts by any member of a Church nor any individual member of the EMCC.

6.2. *Definitions*

6.2.1. “Mediation” shall mean the process between the parties where the parties attempt to resolve disharmony or differences through personal meetings or by involving others to assist in mediating a reconciliation between the parties.

6.2.2. “Arbitration” shall mean the process between the parties where the parties agree to be bound or are required by their adherence to the Bylaws of the EMCC to be bound by the decision of an Arbitrator or Arbitrators acting in accordance with the defined process.

6.3. *Steps*

6.3.1. *Informal Process*

The following steps shall be taken before institution of either formal mediation or arbitration:

6.3.1.1. The Parties shall first proceed through an informal process by seeking a direct meeting to resolve the matter so as to effect a reconciliation. Either party may initiate the contact, preferably by defining the cause of disharmony in writing and giving an invitation to meet.

6.3.1.2. Where the opposite party declines the opportunity to meet directly, or where, in the judgment of either party, the result of such a direct meeting is unsatisfactory, either party may involve two or more respected “witnesses” in accordance with the Biblical directive, such persons to act in this regard essentially as intermediaries, meeting and communicating with the same purpose of achieving resolution and reconciliation through Mediation between the parties.

6.3.2. *Mediation*

When the matter is not resolved by the informal process above, a process of formal mediation may be initiated according to the following procedure:

- 6.3.2.1. The conditions of this process of Mediation are to be reviewed and agreed to by both parties. Both parties are to read and sign that they have understood and read the provisions and the waiver. The lead Mediator is responsible for the safekeeping of this agreement and waiver;
- 6.3.2.2. The matter shall be submitted to a panel of Christian mediators whereby each party appoints a mediator and the two mediators so appointed jointly approve a third mediator. In the event that a third mediator cannot be agreed upon, the EMCC shall present two names to the two mediators, and one of the two shall be chosen, unless both names are unacceptable to both those mediators, in which event EMCC shall present two additional names, with no further right to reject both those names. If the two mediators are unable to agree on a choice between the two names so presented, the choice shall be made by lot.
- 6.3.2.3. Where the dispute involves multiple parties and the desire is to enter into Mediation, the multiple parties together shall select two mediators with the third selected by the two mediators.
- 6.3.2.4. The number of mediators may be reduced from three to one or two upon the agreement of both parties;
- 6.3.2.5. The mediators so appointed shall then meet with the parties to take such interviews, gather information and if possible negotiate a mutually acceptable resolution;
- 6.3.2.6. All costs of the mediators appointed in accordance with this section shall be borne equally by both parties; and
- 6.3.2.7. Mediators shall in no case be held liable by the parties for any material, emotional or other distress or hardship or damages that may result from the process or decisions of the Mediation, provided that the mediators deliberated and acted in good faith.

6.3.3. *Arbitration*

When the matter is not resolved by the mediation process above, a formal process of arbitration may be initiated upon written agreement of both of the parties to do so. All arbitrations undertaken hereunder shall be conducted pursuant to the provisions of applicable arbitration legislation in the province of residence of the complainants. Every effort shall be made to agree on a single arbitrator to minimize the costs of the arbitration. Decisions of an Arbitrator or Arbitrators are deemed to be final and binding upon the parties and shall not be made the subject of any proceeding in the Courts except as may be permitted by a Court for a failure of natural justice.

6.4. *Waiver*

Notwithstanding anything else contained herein, membership in an EMCC church and membership of a church in the EMCC is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the EMCC Bylaw (including the Articles of Faith and Practice and these Articles of Governance) shall not give any person cause for any legal action against the EMCC, its directors, agents, officers or members, and membership or adherence in an EMCC church or membership of a church in the EMCC shall constitute conclusive and absolute evidence of a waiver by the member or adherent of a EMCC church or of the Member EMCC church of all rights of action, causes of action, and all claims and demands against the EMCC, its directors, agents, officers or any member or adherent of a church in relation to disciplinary proceedings and the results thereof and any other such proceedings or matters, and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action in court) in the event that such action is commenced.

MADE by the Board the 4th day of April, 2017.

President

Secretary

CONFIRMED by the Members by Special Resolution the 1st day of May, 2017.

Secretary