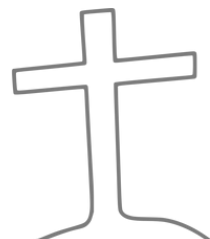




EMCC ANNUAL GENERAL MEETING

EVANGELICAL MISSIONARY CHURCH OF CANADA

A G M B O O K



**Evangelical Missionary
Church of Canada**
Following Jesus Together

AND MULTIPLY
MAY 3, 2025
CSC BEARSPAW CAMPUS,
CALGARY, ALBERTA

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A 2023 General Assembly Minutes approved

B 2023 Certificate of Amendment Schedule "A"

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D Current Bylaw #1

E Current Articles of Governance

AGENDA FOR 2025 EMCC AGM

Call to Order – Chair, Charlie Bowen

Members' Report/Establishment of Quorum

Prayer

Approval of Proposed Standing Rules of Order for AGM 2025

Motion EMCC202501

"That the Proposed Standing Rules of Order for the 2025 EMCC AGM be approved."

Announcement of the Minutes Approval Committee

The minutes of General Assembly April 30, 2023 were approved by the 2023 Assembly Minutes Approval Committee and are included in the appendices of the AGM Book.

Motion EMCC202502

"That the Consent Agenda be approved."

Approval of Agenda

"That the agenda of the 2025 EMCC Annual General Meeting be approved."

Approval of Ordinary Annual Meeting Minutes

"That the minutes of the Ordinary Annual Meeting of the EMCC held May 16, 2024 be approved."

Reports

"That the 2025 reports be received with thanks."

Appointment of Auditor

"That the firm of Clarke Starke and Diegel be appointed as the EMCC auditor until the next AGM."

Report from the President, Rev John Cressman

Finance Presentation by the Treasurer, Andrew Epp.

Motion EMCC202503

"RESOLVED, AS SPECIAL RESOLUTIONS, THAT:

Articles and Bylaws of Corporation

1. The "Individual Members" section of Schedule "A" of the Articles of the Corporation be amended to remove the final two bullets, being:
 - The President from time to time of Emmanuel Bible College of Kitchener, Ontario
 - The President from time to time of Rocky Mountain College of Calgary, Alberta

2. The existing Bylaws of the Corporation be deleted in their entirety and replaced with the Bylaws presented to the members at this meeting dated May 3, 2025.
3. Any one officer or director of the Corporation is authorized to take all such actions and execute and deliver all such documentation which are necessary or desirable for the implementation of the above resolutions including arranging for a modification to the Articles of the Corporation and the new Bylaws to be filed with Corporations Canada.
4. Kuhn LLP be authorized to e-file the modification to Articles of the Corporation and the new Bylaws with Corporations Canada."

Motion EMCC202504

"RESOLVED, AS A SPECIAL RESOLUTION, THAT:

Rev. Dr. John Cressman be re-elected as President of the Evangelical Missionary Church of Canada for a subsequent two (2) year term, commencing on May 3, 2025 and ending on May 8, 2027."

"In the event the newly proposed Bylaws of the Corporation are not adopted by the Members, which would allow for (2) year terms of the President, be it resolved that Rev. Dr. John Cressman be re-elected as President of Evangelical Missionary Church of Canada for a subsequent four (4) year term, commencing on May 3, 2025 and ending May 7, 2029."

Election for the Board of Directors

The following nominees are presented by the Nominating Committee for election to the EMCC Board of Directors for a four-year term ending 2029 AGM:

Rebecca Doner (1st term)

Andrew Epp (2nd term)

Clare Fox (1st term)

Tracy Minke (2nd term)

Murray Sherk (1st term)

Adjournment of the Business Session

Motion EMCC202505

"If there is no objection, the business session of 2025 AGM will now adjourn."

Prayer of commissioning of the President, Board of Directors, National Team.

R | **STANDING RULES**

for EMCC AGM 2025 Business Meeting in person and via Zoom

General

1. The presence of a quorum shall be established by the online list of participating Individual Members and Delegates and the sign-in list at the beginning of the meeting.
2. The Chair shall be empowered to effect changes to the published agenda in the best interests of the AGM.
3. The Minutes Approval Committee has been appointed by the EMCC Chair and Secretary.
4. All motions in the agenda have been moved and seconded by the EMCC Board of Directors.
5. It is the recognized right of a duly seated member of the AGM to speak, in keeping with the Rules of Order, on any subject.
6. A consent agenda shall be used for matters that may be considered in total without debate or amendment. These include the Approval of the Agenda, Approval of the OAM minutes and appointment of the Auditor.
7. Motions/resolutions, other than routine, shall be prepared in writing, signed by the mover and the seconder and presented to the Secretary of the board. The Chair and the Secretary will review and
 - Refuse to present it to the body; or
 - Negotiate its revision; and/or
 - Expedite its legislation; and/or
 - Deliver a recommendation.
8. Individual Members and Delegates shall speak only once for two (2) minutes on each subject, except by permission of the Chair.
9. The Chair shall alternate between questions from the floor and questions from the online platform.
10. Voting shall be anonymous, conducted by the company SimpleSurvey. Each Individual Member and Delegate shall receive their ballots and vote through their specified email address. Individual Members and Delegates will not receive email ballots if they have left the meeting.
11. The rules contained in Robert's Rules of Order, Newly Revised 12th Edition, shall govern the meeting in all cases in which they are not inconsistent with the EMCC Bylaw #1 and these Standing Rules.
12. The adoption of these Rules is by Special Resolution (2/3 approval) of the Individual Members and Delegates present and voting.

R | **STANDING RULES**

for EMCC AGM 2025 Business Meeting in person and via Zoom

Zoom

1. Individual Members and Delegates shall identify themselves as required to sign into the meeting and shall maintain internet and audio access throughout the meeting whenever present and shall sign out upon any departure before adjournment. Individual Members and Delegates shall let the administrator know in the Chat Box when leaving the meeting. Individual Members and Delegates will not receive email ballots if they have left the meeting.
2. Each Individual Member and Delegate is responsible for their audio and internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of an Individual member/Delegate's individual connection prevented participation in the meeting.
3. Individual Members and Delegates shall put their question/s in the Chat Box with their name and church and, if the question is germane to the discussion, the question shall be read aloud by the chair.

In Person

1. Individual Members and Delegates shall sign in at the meeting.
2. Each Individual Member or Delegate shall go to the microphone when he/she wishes to speak, wait to be recognized by the Chair and give his/her name and church before beginning to speak.

EMCC **Ordinary Annual Meeting** May 16, 2024

Archiving Reference 2024 Ordinary Annual Meeting Minutes

Location: Zoom
Presiding Officer: Charlie Bowen, Chair of the EMCC Board of Directors
Recording Secretary: Charlie Bowen

1. Call to Order

Charlie Bowen called the meeting to order at 10:31 AM ET and made introductions. Colin Creighton opened in prayer.

2. Quorum

Present in person: 20 Individual Members and 6 Corporate Delegates.

By proxy: 14 Individual Members and 6 Corporate Members

Total: 46

Bylaw #1 4.6.5 states "A quorum at any Ordinary Meeting shall be the attendance in person of at least five 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."

5% of the aggregate membership (476) is 24.

It was confirmed that a quorum was present.

3. Approval of Agenda

MOTION EMCC 24.001

It was moved that the agenda of Ordinary Annual Meeting 2024 be approved.

The motion was adopted.

4. Audit Report

MOTION EMCC 24.002

It was moved to defer the 2023 Auditor's Report to Assembly 2025.

The motion was adopted.

5. Appointment of Auditor

MOTION EMCC 24.003

It was moved that the incumbent firm of Clarke, Starke and Diegel be appointed as the EMCC auditor for 2024.

The motion was adopted.

Minutes

continuation

Approval Pending

EMCC Ordinary Annual Meeting May 16, 2024
Archiving Reference 2024 Ordinary Annual Meeting Minutes

6. Destruction of Proxies

The Chair directed administration to destroy the proxies.

Adjournment

The meeting was adjourned at 10:43 am ET.

The minutes were approved the day of

Sunday Olukoju, Board Secretary

Charlie Bowen, Chair

NATIONAL BOARD CHAIR REPORT

Charlie Bowen

‘For I know the plans I have for you,’ says the Lord. ‘They are plans for good and not for disaster, to give you a future and a hope’”
(Jeremiah 29:11) NLT.

Greetings to all of you who are a part of this great EMCC family across our country. Jeremiah 29:11 is certainly a very familiar verse and is often used to encourage graduates as they enter the next chapter of their lives and journey with Jesus. This was a message God told Jeremiah to write to the people of Israel who had been exiled into Babylon. This promise was given to all of the exiles and should have brought a lot of hope and comfort to them. These words apply to all of us today who are God’s people in the EMCC and outside of the EMCC. I truly believe that God still has plans for the Evangelical Missionary Church of Canada. And they are good plans and will give us a future and a hope. What a good God we serve!

As we prepare to be together for National Assembly I trust you are looking forward to this important time to gather. This is a valuable time to worship God, hear from Him, connect with one another and spend important time together throughout the different activities of Assembly. If you can’t make it in person please register online and take part for as much as you can. As a National Board, we operate as a governance board, and as such we have sought to be good river banks for our President John Cressman for the last two years that has allowed him to lead, guide, move and direct the EMCC in a healthy and empowering way. We have sought to give John our support and healthy accountability so he could continue to serve under the direction of the Holy Spirit these past two years. We thank John for his godly leadership as our President and the tremendous work he and the National Team have done within our means. It is with joy and great affirmation that we are presenting John to be re-elected as our President for one more term.

The themes of engagement and multiplication have been the main themes we have been focussing on the last two years. There has been a lot of great feedback and encouraging response to the renewed effort of engagement with our churches and their board leadership. As National Board members we have tried to be a part of these engagements whenever possible because we want to see and hear what God is doing in all of our churches and to better learn what you could use from us and how together we will be better.

This AGM Book has a lot of reports that have been submitted and included in it. I know some of us find reading reports a bit tiresome but please take the time to read through them and appreciate the good work and the leading of the Holy Spirit in the lives of those working hard on your behalf in our church family.

continuation

NATIONAL BOARD CHAIR REPORT

Charlie Bowen

During these last two years, we as a board, have been working hard to implement the changes that were decided upon at our 2023 Assembly. We have worked hard at bringing our Bylaws up to date and including what we need to in them to make sure the Articles of Practice are not lost. Our Finance Committee, Governance Committee and Personnel Committee have done their work famously in anticipation of this Assembly.

The Nominating Committee has logged many hours collecting nominations for our National Board. Three of us are needing to be replaced on the Board. Jim Hazzard and myself have served 8 years and Colin Creighton has served 4 years. Jim has served on many of our Board committees, standing committees and was Board Moderator for a season as well. Colin has dedicated his time to the Governance Committee which has had a full load of work the last four years. Their contributions have been extremely valuable and they will be missed by those who are continuing to serve on the Board. I have deeply appreciated working with Jim and Colin and the other members of our Board in these past eight years and especially the last two years as Chair. Thank you to each Board member for sacrificing your time and making this a great board to be the chair of.

As a Board we have been working at better understanding what our role is as a National Board as we relate to you, our constituency, and to our President. We have made good progress but still have a ways to go. We have recently done some good work on 'Ends' statements in trying to understand how they differ from a vision statement and to get some new draft ends statements in place for the new board members moving forward. Truly all of us as children of God are a work in progress and the National Board is no different.

There are some definite challenges ahead for the EMCC which require hearing from the Lord and the courage to make some tough but informed decisions. But I firmly believe that God continues to have good plans, a future and hope for the EMCC and for His kingdom. The mandate of the National Board continues to be to represent you as our members, be true to God's Word and His purposes for us and to work with our President to see the EMCC continue to be used by God in the years ahead. Looking forward to seeing you all at Assembly.

Respectfully submitted
Rev. Charlie Bowen
EMCC National Board Chair

PRESIDENT'S AGM REPORT



President John Cressman
Saturday, May 3, 2025

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National Team Update

The National Team aims to support, encourage, resource, and facilitate networking and development alongside our member churches, credential holders, and global workers. This team of quality, qualified individuals serve by example and selflessly. We are blessed to have them, and I extend our gratitude to them on behalf of us all.

Since the last Assembly, we have strengthened the team by adding Scott Clubine as our Vice President. For the past year, Scott has generously shared his time with EMCC, while pastoring Hillside EMC in Mount Albert, Ontario. As of May 1, 2025, Scott will assume the VP role full-time. He oversees our operations, which include HR, finance, communications, properties, benefits, historical archives, and incorporations. Heidi Middleton (HR), Cal Knights (Properties), Jennifer Estabrooks (Benefits), and Stephanie Loback (Communications) are key players on our team. We thank and honor Pauline Zondervan, who recently retired, for her excellent service to the EMCC staff, credential holders, and churches. Our Regional Ministers deserve commendation for their timely "How can I help?" support: Brian Archer, Lynn Dietz, and Jeff Knott serve full-time; Marty Bennett, Deve Persad and Randall Rehkopf serve part-time while also pastoring their local churches; and Claran Martin serves while semi-retired. Special thanks go to Simon Beadle, who volunteered his time to serve the pastors in his region of North Bay, ON. Krista Bennett has encouraged our female credential holders with care and coaching. Behind the scenes but incredibly valued, Shannon Hamill manages our database and credentialing system. Nicole Jones-Qandah leads our World Partners team, with support from Pam Hicks and David Benjamin, in serving our global workers and partners, and in resourcing our member churches as we mobilize to be on mission everywhere.

A special thanks to Janice Franzen and Shauna Albrecht for quarterbacking our General Assembly and other national, regional, and staff events. Janice will retire after this Assembly, so please express your appreciation to her. Last, but certainly not least, in recognition of her tireless contributions, the National Board would like to thank Lillian Whitmore for her service as assistant to the National Board. Her preparation and care in coordinating our AGM have been outstanding.

Credentialing Update:

As of March 1, 2025, we currently have 352 Active Credential Holders (378 in 2023).

- Provisional Licensed Minister Credential – 36 (32 in 2023).
- Licensed Minister Credential – 77 (86 in 2023).
- Ordained Minister Credential – 239 (260 in 2023).
- Retired Ministers – 131 (17 retired since 2023).
- Deceased – 17 since 2023.
- Applicants for Credentials – 53 (58 in 2023).

Membership Update:

In 2024, we developed a Credential Holder Manual to guide new credential holders in orienting themselves to EMCC and to remind current credential holders of our policies and practices. The updated Credential Policy reflects our current practices. Elements of the credentialing policy have been incorporated into the proposed 2025 bylaws.

The National Team is creating a Member Church Manual informed by our Engagement Tour in 2024. This manual will assist member church boards in understanding the EMCC ethos and polity. It is expected to be finished this year.

Here is a draft table of contents for the Member Church Manual:

- Welcome
- Who We Are – Mission, Vision, Values
- History of EMCC
- History of World Partners
- EMCC Governance Structure & Relationship to Member Churches
 - National Board Purpose Statement
 - Member Church Covenant & Reporting
 - Member Church Benefits & Responsibilities (Delegates)
 - Member Church Contributions & Fees
 - Status of Corporate Membership
 - Active, Under Review, Intervention, Suspended, Withdrawing, Terminated
 - Member Church Application Process
 - Member Church & EMCC Properties Policy
 - Member Church Incorporation Process
- Services & Support
 - National Team Purpose Statement
 - Regional Minister First Response and Alongside Support
 - Pastoral Search & Selection Process
 - Pastoral Compensation Guidelines
 - Pension & Benefits Plan
 - Member Church Grants Available & Process
 - National Team Resources
 - Abuse Prevention, Victim Reporting and Investigations

EMCC Papers Update:

The EMCC National Board and National Team have commissioned the writing of Position and Perspective Papers to aid our members (credential holders and member churches) in understanding EMCC's stance on various theological themes and EMCC distinctives and practices. These papers are not intended to be exhaustive or academic; instead, they aim to be accessible to those who attend our congregations.

Position Papers unpack EMCC's theological position on items in our member-approved Articles of Faith. We look for agreement from our members.

Perspective Papers unpack EMCC's historical and theological "perspective" on matters and distinctives not directly included in the Articles of Faith. While there may be a variety of interpretations and applications on a subject, these papers seek to articulate EMCC's perspective – our viewpoint, practice, and attitude. These papers and topics are not "break fellowship" issues for EMCC. We exercise respect and grace on these matters and ask all to seek to understand and not teach against them. Perspective Papers do not necessarily reflect our collective interpretation but rather our general perspective and practice as determined by our appointed leaders.

These papers undergo a thorough writing process, including reading, editing, receiving feedback, and re-editing. This process involves the National Board, National Team, EMCC credential holders, church leaders, and the Theology Commission, all under the President's oversight.

The Women in Leadership Perspective Paper has carefully followed this process, receiving valuable feedback over the past year. A revised version has been prepared and is undergoing a final review by the Theology Commission. The National Board will adopt the paper with the intent of making it available at the General Assembly. The Board wants to remind everyone that it is a perspective paper and that no member church or credential holder with differing interpretations will be removed from membership or participation in the EMCC family. The Board has established a process for paper approval that does not involve a vote by the members; instead, there is an ongoing invitation to submit comments to be considered in future versions. The Board also wishes to acknowledge and celebrate our female leaders – past, present, and future. The paper's key point is that despite differing interpretations, we are stronger together, and it will take all of us cooperating and collaborating to fulfill the Great Commission.

The following Position Papers are currently in the writing phase: Theology of Marriage, Theology of Singleness, Theology of Human Identity, and Theology of Divine Healing. We also have plans to update our two existing position papers: Gifts of the Holy Spirit and Assurance of the Believer. We are continuing to recruit writing teams for more papers.

EMCC Committees – 2025

We wish to express our gratitude to all who volunteer and serve faithfully, prayerfully, and helpfully on our various denominational committees – so many good people engaged in our shared mission.

National Board Appointed Committees:

Theology Commission:

To ensure that the official theological documents of EMCC remain orthodox, evangelical, and in harmony with the historical interpretations of EMCC.

Rev. Charlie Bowen, Rev. Brad Broadhead, Pastor Christine Waring, Rev. Lynn Dietz

President Appointed Volunteer Teams:

Investment Committee:

Managing our EMCC investments according to our Investment Policy.

Wendell Schlumberger, Paul Hazzard, Doug Lindsay, Scott Clubine

World Partners Advisory Team:

Providing wisdom and discernment to our Director of World Partners and team.

Ken Benson, Jedediah Gorman, Joey Anderson

World Partners Member Care Team:

Providing care and coaching for EMCC-supervised global workers.

Lois Derkson, Lucas van Boeschoten, Murray and Lorrie Swalm, Robert and Ruth Erion

Next-Gen Team:

Resourcing next-gen leaders and participating in the Growing Young Initiative.

Genevieve Epp, Martin Nieuwets, Charity Metcalfe, Nicole Nowochin, Tony Baker, Libby Peters. Thanks to former members Marty and Krista Bennett for their significant contributions to the work of the Next Gen Team.

Right Relations Team:

Resourcing the EMCC to learn to walk in right relationship with Indigenous people.

Alison Lefebvre, Rob and Sharlene Dilts, Stan & Sally Bragg, Dave & Stephanie Young, Nicole Jones-Qandah.

Grant Adjudication Teams:

Volunteer teams tasked with receiving grant applications and determining disbursements. The following grants are available to credential holders and member churches: Building Development, Leader Development, Victim Advocacy Counselling, Emergency Care (Benevolence), and Multiplication grants. Your Regional Minister is your point of contact.

The President appoints all Credential Interview Teams (CITs), which conduct credentialing interviews and recommend credentialing to the President. The CITs are regional. We thank all those who serve on these teams with discernment.

The President appoints Steering Committees as necessary or as requested by member churches. These temporary committees aim to serve the interests of the member churches. Steering Committees may be appointed for the following reasons:

- To aid a congregation through crisis or conflict.
- To step in when a congregation can no longer self-govern.
- To intervene in the case of discipline.
- To help a church determine the next steps.
- To steward the process of closing and dissolving a congregation.

Collaboration:

We aim to strengthen our partnership with organizations that assist us in pursuing our vision and mission. We are exploring ways to formalize our relationships with our camps and Rocky Mountain College. We are incredibly grateful for our enduring ties and the invaluable contributions these organizations make toward discipling, leadership development, and community building. We encourage our member churches to reassess or establish new connections with these important partners.

The EMCC is a member of the Evangelical Fellowship of Canada (EFC), the Canadian Centre for Christian Charities (CCCC), Plan to Protect, Church Planting Canada, Ignite Prayer Canada, and Canadian Foodgrains Bank (CFGB). We recommend these organizations to our members and also endorse a growing number of helpful organizations that serve our churches and credential holders. Please consult your Regional Minister.

Recently, we have revitalized our working relationship with Missionary Church USA. Although we may encounter challenges due to the current political climate between the US and Canada, the Lord, in His wisdom, has brought our two historical organizations together around our shared missions.

SINCERELY,



Rev. John Cressman



FINANCE REPORT

In 2024, total consolidated revenue (including operations, missions, reserve and granting funds) was just over \$5.4 million compared to nearly \$5.5 million in 2023. The primary reason for the decrease in revenue was the proceeds from the sale of church buildings belonging to congregations that closed in 2023. Expenses continue to be cautiously managed, and in 2024, they amounted to nearly \$5.25 million, up slightly from \$5.23 million in 2023, ultimately resulting in a surplus of \$158,916 for the year.

Contributions from churches to general operations (Common Cause) have remained relatively stable, experiencing a 3% decrease in 2024. Contributions in 2023 were just over \$1.01 million, while nearly \$987,000 was contributed in 2024 through Common Cause. Overall, contributions have maintained a relatively level range (plateaued) between \$850,000 and \$1.2 million over the past ten years and have consistently failed to keep pace with inflation rates. Contributions from churches continue to constitute the vast majority of EMCC's income (over 92% on average during the last decade). Research conducted in 2024 confirms that the EMCC relies excessively on Common Cause contributions, and in response, cost recovery fees have been established and will be implemented moving forward. In 2024, we noted that 88 member churches contributed to Common Cause. While we celebrate the fact that numerous candidate churches (those in the process of becoming member churches) contributed to Common Cause, we are concerned that 18 member churches contributed nothing in 2024. We continue to explore ways to ensure that our 5% Common Cause goal is achieved in all our member churches.

Regarding our General Fund activity, which encompasses our general operating income and revenue – such as Common Cause contributions, individual donations, event revenues and fees – we reported a surplus of \$327,000 in 2024, compared to a surplus of \$87,000 in 2023. This surplus is particularly encouraging, given that over \$310,000 was generously allocated through our Building Development, Accessibility, Leadership Development, Victim Advocacy and Benevolent Care Funds in 2024. Additionally, we are pleased to note that nearly \$62,000 was raised through our Pentecost offerings in 2024.

Investment income continues to significantly impact the finances of the EMCC. Thankfully, in 2024, our investment portfolio performed exceptionally well, yielding a return of \$716,000 on funds invested. This represents an increase of over 250% compared to 2023, when investment income accounted for \$278,000. We are thankful to God for this incredible blessing.

Staffing costs were approximately \$1.08 million in 2024, a slight increase from \$1.01 million in 2023. We continue to strive to optimize our staffing, noting that we remain around 73% for staffing costs as a portion of the general operating budget, which has steadily declined from a 78% share in 2021. Staffing allocations are also being adjusted to ensure future viability. World Partners, our global missions arm, reported revenue of nearly \$724,000 in 2024, a decrease from \$815,000 in 2023. Expenses totalled \$838,000 in 2024, down from \$952,000 in

2023. We trust that the ongoing exploration of our sending model will help us to continue to foster success for our diverse global workers well into the future.

We want to take this opportunity to thank you for your support of the EMCC, recognizing that all contributions have local, national and global significance. Your generosity enables us to serve our churches, credential holders, global workers and other leaders in advancing the Kingdom of God throughout our world. You have blessed us so that we might bless others in the name of Jesus. We remain committed to practicing exemplary stewardship by allocating these funds toward God's purposes through us. Together, may we "be rich in good deeds and be generous and willing to share" (1 Timothy 6:18).

In addition to your regular contributions to our general fund for the operating expenses of our National Team, which encompasses the operations of World Partners, please consider a one-time designated gift, either as a church or individual, to one of the following funds that serve a specific purpose:

- Leadership Development Fund – provides grants to credential holders and member churches to support ministry preparation, development and initiatives.
- Victim Advocacy Fund – provides counselling grants for victims of abuse.
- Benevolent Care Fund – provides benevolent grants to credential holders in times of crisis and emergency.
- Forward Initiatives Fund – provides resources to stimulate and support new initiatives.
- Multiplication Fund – provides grants for new multiplication initiatives.

Submitted by,

Reverend Scott Clubine, Vice President

GOVERNANCE COMMITTEE REPORT

Governance Committee Members:

Melanie Nelson, Sunday Olukaju,
Colin Creighton (Chair), Lillian Whitmore

The Governance Committee is a standing committee of the EMCC Board of Directors and oversees our policies, procedures and bylaw reviews. We have a Board Policy Manual that is continually updated to ensure that the Board has the best direction for our work and our President has the necessary and appropriate executive limitations to empower the work of the National Team. For the past three years, we have focused on updating our governance documents. In 2023, we voted to incorporate our former Articles of Practice into our Articles of Faith and various Position and Perspective Papers. At the 2024 Regional Gatherings, we presented direction for incorporating our Articles of Governance into our Bylaws, no longer as an appendix. Our Articles of Faith were approved at the 2023 Assembly Business Meeting and remain unchanged.

Incorporating Articles of Governance items into the Bylaws:

After careful review by legal counsel, the revised Bylaws presented at our AGM on May 3, 2025, include relevant content from the Articles of Governance. That content primarily includes membership (covenant, privileges, responsibilities, reporting discipline, etc.), meetings of EMCC (AGMs annually), and the term of the President (up to 4 years).

This has led to extensive yet suitable bylaw revisions. We present the revised bylaws to empower the National Team and the National Board to lead effectively. Changes of this nature necessitate a careful and thoughtful approach, which we have undertaken. All revisions have been reviewed by our lawyer and subsequently brought back to the Board for their approval. The following is a background summary of the changes:

Background Information on Motion EMCC202503

Superseding our bylaws, the EMCC has primary governing documents. The Articles of Corporation and Amalgamation date back to our formation as a national body. These documents defined our membership as understood and agreed upon at that time. They included Corporate Members (member churches), Individual Members (credential holders), EMCC Board of Directors, Directors of the National Board, and the presidents of Rocky Mountain College and Emmanuel Bible College. Recent developments include the fact that Emmanuel Bible College no longer has formal legal or organizational ties to EMCC. We celebrate our rich legacy through EBC. The college is still operational, and we may develop a relationship with them. However, this development necessitates the removal of the president of Emmanuel Bible from our members list in our governing documents. Secondly, in consultation with the Rocky Mountain Board and the current President (who is an EMCC ordained minister and has an individual vote), we are working with RMC to consider making the college a corporate member of EMCC or establishing a strong connection through a Memorandum of Understanding (MOU). With that intention, this motion recommends to the members of EMCC the removal of the President of EBC and the President of RMC as Individual Members from our governing documents.

Bylaw Highlights

Membership:

Membership matters are currently outlined in the Articles of Governance, and some details are no longer relevant, practical, or current. The new membership additions in these recommended Bylaws are not actually new; they have been updated from the Articles of Governance or drawn from the Corporate Member Policy and the Individual Member Policy, which were previously developed and approved by the board. Legal counsel recommends relocating membership matters into the Bylaws, thereby strengthening the authority to enforce them. The procedures are outlined to ensure that members understand EMCC's process.

Meetings of the Members:

The current bylaws and articles were created before Zoom meeting options or electronic voting existed. These platforms now allow the EMCC to hold meetings in person and virtually. Our historical practice has been to conduct our denominational business at the General Assembly in person every two years. By incorporating technology, we can conduct business virtually based on what we learned through the pandemic. In 2021, our Assembly was entirely online. The other acknowledgement is that with many members unable to come to the Assembly in person, it has been decided to hold the business meeting portion (AGM) in one defined timeslot. These developments lead to the recommendations in the Bylaws:

- The EMCC will hold an AGM annually. Every other year, when there is an Assembly, it will be conducted both in person and online. In the alternate year, it will be hosted online. We currently have an Ordinary Annual Meeting in our Bylaws that is limited in what we can discuss and is conducted primarily by proxy (minimal participation). With an annual AGM, the Ordinary Annual Meeting is no longer necessary. An annual AGM allows for more timely updates from the President and some business without waiting two years.
- The National Board has determined that they are responsible for the annual AGM (business of EMCC) and that the National Team is responsible for Assemblies and Regional Gatherings (vision, inspiration, community building, equipping and mission). We note that Regional Gatherings are not listed in the current Bylaws. To that end, the references to Assembly have been removed from our Bylaws and replaced with AGM when referring to meetings of the members.
- The proposed Bylaws do not provide for proxy votes or absentee voting because, with electronic voting, this is no longer necessary.
- The proposed provision states that the AGM must be held in person every two years (with online participation), and substantive bylaw changes and revisions to the Articles of Faith may only be considered at an in-person meeting. Since the presented bylaws mandate an in-person AGM every two years, it would naturally take place after Assembly, as it does this year.

President's Term Length:

The current bylaws state that the President is elected for a term of four years. The proposed bylaws make the term more flexible, allowing for a duration of "up to four years" instead of a fixed "four years." With an annual AGM, the President could be elected or re-elected without waiting for two years. The board believes this offers greater flexibility for the board, the selection process, the role, and the presidential candidate.

Submitted by Colin Creighton
On behalf of the Governance Committee



**Evangelical Missionary
Church of Canada**
Following Jesus Together

EMCC Board of Directors Personnel Committee**Report to the EMCC Members**

AGM 2025 - May 3, 2025



The Board of Directors, through the Personnel Committee, conducts annual evaluations of the President. The Personnel Committee, led by the Committee Chair, met with John Cressman several times in the fall of 2023, throughout 2024, and into 2025 to assess and discuss various aspects of his role as President. The 2023 evaluation was comprehensive, including an extensive third-party 360 review. The key summary points below outline the process and rationale the Personnel Committee used to recommend that the EMCC Board of Directors extend John Cressman's term as President.

Process:

The President's job description (September 2023) was reviewed, updated, and discussed. The description clearly articulates the role's weightiness and necessary responsibilities.

The President provides the Board with a tactical plan each year to achieve our agreed-upon strategic goals. With the collaborative input of the National Board, National Team, and members, four compass points were identified as priorities for the EMCC until 2025. President Cressman regularly reported progress in these four areas to the Board.

In addition to President Cressman's strategic planning, he also led our denomination forward in the following areas:

- Helping us navigate the presidential transition.
- Strengthening the National Board/President relationship.
- Rebuilding trust and strengthening relationships and function of the National Team.
- Stabilizing and navigating the organization through the pandemic.
- Developing a culture of accountability.
- Demonstrating and fostering a culture of servant-leadership.
- Investing in our Bible Colleges related to their futures, finances, leadership transitions, and relationship to EMCC.
- Dealing with historical abuse cases and abuse reporting systems.
- While the Board is responsible for governance, the President has considerable collaborative involvement.

President Cressman is asked annually to report on a Personal Wellness Plan, which examines various areas, including his spiritual, physical, relational, emotional, intellectual, vocational, and financial vitality. For each category, he shared honestly and identified areas for improvement. It is clear from his reporting that he continues to seek ways to grow by sharpening his skills and acquiring new experiences. As our President, it is important to note that he sets time aside to listen for God's voice. He follows spiritual disciplines and maintains healthy practices that strengthen him as our leader and safeguard his walk and integrity. We believe he is healthy, stable, and in a sweet spot in his life and ministry.

President Cressman participated in a third-party 360 Assessment evaluation in late 2023, which was completed in early 2024. The Checkpoint 360 Assessment was administered by The Center for Internal Change. The purpose of the CheckPoint 360™ System is to identify leadership as perceived by specific groups of individuals who know and have observed the President in his leadership and work setting. This is achieved by collecting ratings from various sets of observers: Self (President Cressman), Board, Direct Reports (Team), Peers, and Others. A total of 15 individuals provided feedback. There are 70 leadership behaviors presented as survey items. The detailed assessment has been reviewed by the Personnel Committee and President Cressman on a strictly confidential basis. A summary was shared with the Board. The Center for Internal Change also provided a debrief of the findings with Personnel Committee Chair Jim Hazzard. In the words of the person conducting the debrief, the “results were glowing,” and President Cressman’s “amazing skills and talents” as a leader were confirmed by all the rater categories. This assessment verifies that President John is a highly respected, competent, and elite leader.

Rationale and Recommendation to EMCC Board of Directors

Based on the information in this report, the Personnel Committee unanimously recommended on April 10, 2024, that the Board extend to John Cressman the opportunity to continue to lead the EMCC for another term.

Motion to 2025 AGM

The EMCC National Board are confident to present to the Members at the 2025 AGM the following motion:

“That Rev Dr John Cressman be re-elected as President of Evangelical Missionary Church of Canada for a subsequent two (2) year term, commencing on May 3, 2025 and ending on May 8, 2027.”



Respectfully submitted,

EMCC Personnel Committee
Jim Hazzard
Tracy Minke
Charlie Bowen



REV. JOHN CRESSMAN

EMCC President

Biography

Rev. Dr. John Cressman

John Cressman is an ordained minister with the EMCC and has served as president since 2020. He joined the EMCC National Team at the beginning of 2013 and has held various roles, including Director of Operations and Regional Minister. John began pastoral ministry in 1990 at Country Hills EMC in Kitchener, ON. He and his family moved to Pennsylvania and planted a church with the Brethren in Christ denomination from 1998-2008. He moved back to Ontario in 2008 and served as a coach to pastors (RM-like role) with the Canadian conference of the BIC. In 2011, he rejoined the EMCC and pastored at Hillcrest Church in Medicine Hat, AB, for one year. One of his greatest joys while serving on the National Team has been supporting and resourcing church board chairs.

John graduated from Conestoga College (Kitchener), Emmanuel Bible College, Fuller Seminary, and Tyndale Seminary. He brings a shepherd's heart, strategic organizational strengths, and experience to his role. John is a team builder, collaborator, and bridge builder. During his first term and time as interim president, he guided the denomination through leadership transitions and the pandemic, helping us to hold together, come together, and move forward together. He has guided us in future, readying and strengthening our relationship. His second term will focus on growth and multiplication.

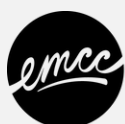
He and his wife Melanie will celebrate their 40th wedding anniversary in 2026. They have three married children and seven grandchildren. John enjoys walking, puzzling, camping, and cheering for his beloved sports teams. His greatest joy is to be Papa John.

✉ jcressman@emcc.ca

☎ 226-791-5349

📞 1-877-375-7600 ext. 229

📠 519-894-0941



**Evangelical Missionary
Church of Canada**
Following Jesus Together

Nominating COMMITTEE REPORT

22

Members: Melanie Nelson (Chair & board member), Jim Hazzard (board member), Lucas van Boeschoten, Genevieve Epp, John Estabrooks.

The Nominating Committee was appointed by the Board of Directors to bring forward a slate of passionate, capable and skilled candidates for election to the EMCC Board of Directors at Assembly 2025. Much appreciation goes to each member of this committee for prayerfully seeking the Lord, giving of their time, serving with diligence and paying attention to God's leading as they engaged in this process.


As a committee, we sought to bring names forward that will complement the current Board members, while aiming to represent the national flavour and ethos of the EMCC within the Board. The discerning process for the Nominating Committee began by reviewing the current Board and the members with expiring terms and their willingness to permit their name to stand for re-election. Knowing how many board positions that needed filling we reached out to the EMCC constituency, receiving a list of nominees. The nominees were sent further details regarding the work on the board and the list was narrowed to those who would let their name stand for election. By interviewing along with prayerfully discerning the committee narrowed the candidates to three new nominees to present for election on the 2025 Assembly ballot.

We would like to present the following candidates for election to the Board of Directors at AGM 2025. Their names appear in alphabetic order by last name with their term length in parentheses. The biographical sketches of the nominees follow the current EMCC Board of Directors chart along with their terms.

1. Rebbeca Doner (term expiry 2029)
2. Andrew Epp (current Board Member - term expiry 2029)
3. Clare Fox (term expiry 2029)
4. Tracy Minke (current Board Member - term expiry 2029)
5. Murray Sherk (term expiry 2029)

This election will fill the maximum nine-member Board according to article 5.04 of the Bylaws of the EMCC.

Respectfully submitted,
Melanie Nelson
Chair, Nominating Committee



REBECCA DONER



Nominee

Rebecca Doner lives in a small town in rural Ontario. She is a wife to her high-school sweetheart and mother to four wonderful youth aged children. She works full-time in business partnership with her sister-in-law.

Over the years Rebecca has served in almost every area of ministry in the church and in one way or another has loved and learned from them all. She currently serves at her local church leading both their Women's and Table Fellowship ministries.

Rebecca holds her Bachelor of Science in Psychology from U of T and will complete her Masters of Theological Studies from Tyndale (With a concentration in Christian Education and Discipleship) in the summer of 2025.

Rebecca has a passion for the church and ministry development. She thrives in places where she can help strategically and practically bring ministry vision to life. She feels driven to share the truth, love and hope that comes from Jesus in order to see others deepen in their relationship with God, grow in relationship with one another and open themselves to share the good news of the Gospel in the places where they live, work and play.

Rebecca Doner



Nominee

ANDREW EPP

Andrew Epp is an entrepreneur and financial leader passionate about helping churches, charities and businesses thrive. As the Managing Director of Unpaper Canada, he provides bookkeeping and financial solutions tailored to nonprofits and churches across Canada, ensuring they can focus on their mission while maintaining financial clarity and compliance. He is also the founder of Church Bookkeeping, which became the largest outsourcing firm serving churches and nonprofit organizations in Canada.

With over 25 years of experience in both business and ministry, Andrew has led multiple ventures, including a construction business, a landscaping company, a software firm, a day camp, and even a jewelry business with his daughter. He previously served as CFO at Kraun Electric, Executive Pastor at Bethany Community Church, and Director of Operations for the Evangelical Missionary Church of Canada (EMCC). Through each role, he has been known for his ability to simplify complex financial matters while adding a touch of humor.

Above all, Andrew values faith and family. He lives in St. Catharines, ON, with his wife, Genevieve, and their three children: Olivia, Alex, and Hudson. If he isn't working, you'll likely find him fishing for sharks, eating ice cream, or pulling off a well-planned prank.

Andrew Epp



Clare Fox

NOMINEE

Clare Fox lives in Calgary with her husband of 38 years, Mike. They enjoy hiking, camping, and time with their children and grandchildren. Clare currently works as a director in the disability sector and has also worked as an instructor at Bow Valley College in Disability Studies. She continues instructing in areas such as suicide intervention, and how to manage challenging conversations. She has served as an elder in her church community for several years (Bonavista Church), and is currently serving on the Board of International Needs Canada as Chair. Clare has a passion for Christian development and justice work as well as leadership development.

Clare Fox



Tracy Minke

NOMINEE

Tracy is originally from the Seattle, Washington area but God keeps moving her elsewhere. She lived in the UK while working towards her Masters in Theology & Development at the Oxford Centre for Mission Studies. While there, class time was just as valuable as tea time, as she built relationships and learned about life and ministry from her international classmates. She then served in East and Central Africa for 10 years with World Concern, a Christian Relief and Development organization. This season in Africa shaped how she sees the world, God, the Church, and missions.

In 2011 Tracy was serving along the Somali-Kenya border during the Horn of Africa Famine when she met her future husband Adam (from Calgary). Valuable connections were also made which opened the door for her current position as the Pastor of Outreach Missions at CrossRoads Church in Red Deer, Alberta where she has served since 2012. In ministry, her joy is networking, building up the Kingdom and watching others catch the vision to be missional--right in their own community or around the world.

Tracy has served on the National Board since 2021 and has been part of the Personnel Committee. She has also been the Vice Chair for the past 2 years.

Adam and Tracy find great joy together when exploring the beautiful outdoors through hiking, backpacking, biking, ice skating, or cross-country skiing. Together they have two beautiful daughters who fill their home and hearts with joy.

Tracy Minke



MURRAY SHERK

Nominee

Murray grew up in rural South Western Ontario and has been a part of EMCC churches most of his life. He is a member of Bethel EMCC in New Dundee and has served in various ministries and leadership roles over the years, including Board Chair, small group leader and Elder. Murray and his wife have been blessed with four daughters who are now all married and starting to raise families.

Following graduation from the University of Guelph in 1987 with a degree in Agricultural Business, Murray started on a 25-year career with Farm Credit Canada as a Relationship Manager and Loans Officer, lending money to farm families and Agribusinesses to help them grow their businesses and accomplish their dreams. During that time, Murray and Sandra acquired the family dairy and grain farm which they have grown and operate today with family and staff.

In 2012 Murray was elected to the Board of the Dairy Farmers of Ontario, a board which he chaired for five years from 2019-2024. He has been on a number of other agricultural boards over the years and has a strong interest in governance and experience navigating local, regional and national issues.

He was elected to the Evergreen Christian Ministries Board in 2024. His extended family have served in foreign missions. Murray enjoys facilitating small groups and has a heart for helping people grow in Godly character.

In their recreational time Murray and Sandra enjoy camping, hiking, kayaking and cycling.

Murray Sherk

A G M 2 0 2 5

APPENDIX:



EVANGELICAL MISSIONARY CHURCH OF CANADA



Evangelical Missionary
Church of Canada
Following Jesus Together

Location: Eastridge Church, 12485 Tenth Line, Stouffville Ontario and on Zoom
Presiding Officer: Scott Clubine, Moderator
Recording Secretary: Shannon Hamill pro-tem

April 29, 2023

1. Call to Order

Scott Clubine called the meeting to order at 1:06 PM EDT and made introductions.

2. Credentials Report (Establishment of Quorum)

There were 91 Individual Members in person and 30 Individual Members on Zoom for a total of 121. There were 30 Corporate Members present in person and 7 Corporate Members on Zoom for a total of 37. The total of all present was 158. The Corporate Members were represented by 40 delegates making the number of persons entitled to vote in this meeting 161.

The total EMCC membership is 470 making quorum 50. Quorum was declared and the meeting proceeded.

3. Opening Prayer

Scott Clubine opened in prayer.

4. Approval of Proposed Standing Rules for General Assembly 2023 in person and via Zoom

MOTION EMCC202301

It was moved and seconded that the Proposed Standing Rules for General Assembly 2023 held in person and via Zoom be approved.

The motion was adopted by a 2/3 vote.

5. Sessional Committee Assignments

Bylaw Committee: Lillian Whitmore

Minutes Approval Committee: Sunday Olukoju and Peggy Wark.

6. Approval of Consent Agenda

MOTION EMCC202302

It was moved and seconded that the Consent Agenda, comprised of the following, be approved:

"That the agenda of the EMCC General Assembly 2023 be approved.

That the minutes of the Ordinary Annual Meeting of the EMCC held May 27, 2022 be approved.

That the 2023 Reports to Assembly be received with thanks.

That the firm of Clarke, Starke and Diegel be appointed as the EMCC auditor until Assembly 2025."

The motion was adopted.

7. Finance Presentation

The 2021 and 2022 audited reports were presented by Andrew Epp, Chair of the Finance Committee. Discussion followed.

8. Approval of Governance Documents

MOTION EMCC202303

It was moved and seconded that the following special resolution be approved:

“RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. Schedule “A” titled Membership in the Articles of Amalgamation of the Corporation be deleted in its entirety and replaced with the following:

‘The Membership of the Corporation (in this Schedule referred to as “EMCC”) shall consist of both Corporate Members and Individual Members.

Corporate Members

Corporate Members shall be the local congregations which have met the conditions and requirements for corporate membership which are set forth in the Bylaws of EMCC as they may be amended from time to time. Each Corporate Member shall be entitled to appoint one individual delegate or proxy according to the formula of one lay delegate for each congregation.

Individual Members

Individual members are entitled to one vote per person and shall be those individuals identified in the bylaws of the EMCC as being individuals who are eligible to attend and vote at a General Meeting of EMCC, being at present the following:

- EMCC ordained and licensed ministers
- EMCC credentialed global workers
- EMCC Board of Directors
- EMCC Ministry Directors, as those are defined in the Bylaws of EMCC
- the President from time to time of Emmanuel Bible College of Kitchener, Ontario
- the President from time to time of Rocky Mountain College of Calgary, Alberta

The above are subject to change by revision to the Bylaws and by filing an amendment to the provisions of this schedule accordingly.’

2. Any one officer or director of the Corporation is authorized to take all such actions and execute and deliver all such documentation which are necessary or desirable for the implementation of this resolution including arranging for the new Articles of Amalgamation Schedule “A” to be filed with Corporations Canada.
3. Kuhn LLP be authorized to e-file the new Articles of Amalgamation Schedule “A” with Corporations Canada.”

Discussion followed.

The motion was adopted by a 2/3 vote.

MOTION EMCC202304

It was moved and seconded that the following special resolution be approved:

“RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The existing Appendix #1 Articles of Faith and Practice of the Corporation be deleted in its entirety and replaced with the Appendix #1 Articles of Faith presented to the members at this meeting, a copy of which is attached hereto.
2. Any one officer or director of the Corporation is authorized to take all such actions and execute and deliver all such documentation which are necessary or desirable for the implementation of this resolution including arranging for the new Appendix #1 Articles of Faith to be filed with Corporations Canada.
3. Kuhn LLP be authorized to e-file the new Appendix #1 Articles of Faith with Corporations Canada.”

Discussion followed.

The motion was adopted by a 2/3 vote.

MOTION EMCC202305

It was moved and seconded to approve the following:

“RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The existing Bylaws of the Corporation be deleted in their entirety and replaced with the Bylaws presented to the members at this meeting, a copy of which is attached hereto.
2. Any one officer or director of the Corporation is authorized to take all such actions and execute and deliver all such documentation which are necessary or desirable for the implementation of this resolution including arranging for the new Bylaws to be filed with Corporations Canada.
3. Kuhn LLP be authorized to e-file the new Bylaws with Corporations Canada.”

Discussion followed.

The motion was adopted by a 2/3 vote.

MOTION EMCC202306

It was moved and seconded to approve the following:

“RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. Section 2.2.2 Appendix #2 Articles of Governance of the Corporation be deleted and replaced with the following:
‘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. We affirm our agreement with EMCC Articles of Faith. We commit to supporting the work of EMCC through financial contributions on a regular basis, whether that be annually or at various intervals throughout the year. We agree to submit to the denominational leaders elected and appointed as they serve us according to our agreed-upon governing documents. We will seek to encourage and provide the means for our pastors to participate and collaborate in EMCC initiatives/events. We will seek to appoint a delegate to participate in denominational business meetings. We will oversee the credential holders in our midst, supporting them and holding them accountable for their credential requirements.’

2. Any one officer or director of the Corporation is authorized to take all such actions and execute and deliver all such documentation which are necessary or desirable for the implementation of this resolution including arranging for the amendment to Appendix #2 Articles of Governance to be filed with Corporations Canada.
3. Kuhn LLP be authorized to e-file the amendment to Appendix #2 Articles of Governance with Corporations Canada.”

The motion was adopted by a 2/3 vote.

9. Report of the Nominating Committee

Retiring directors are Scott Clubine, Wayne Smele and Lillian Whitmore.

The Nominating Committee was composed of Colin Creighton (Chair & Board rep), Genevieve Epp, Deborah Olukoju, Lucas van Boeschoten and Mark Mauleesan (Board rep).

Colin Creighton presented the following nominees to the EMCC Board of Directors:

Isaac Illankeswaran	(4-year term)
Mark Mauleesan	(2 nd 4-year term)
Melanie Nelson	(4-year term)
Sunday Olukoju	(4-year term)

With 151 votes cast, 76 votes in favour were required for the election of each director. The results were:

Isaac Illankeswaran	144 in favour
Mark Mauleesan	140 in favour
Melanie Nelson	143 in favour
Sunday Olukoju	143 in favour

The Moderator declared that Isaac Illankeswaran, Mark Mauleesan, Melanie Nelson and Sunday Olukoju were elected to 4-year terms ending Assembly 2027.

Adjournment

MOTION EMCC2023.07

Hearing no objection, the business session of General Assembly 2022 was adjourned at 3:05 pm EDT.

These minutes were approved by the Minutes Approval Committee on the 6th day of May, 2023.

Charlie Bowen, Moderator

Sunday Olukoju, Board Secretary



Certificate of Amendment

Canada Not-for-profit Corporations Act

Certificat de modification

*Loi canadienne sur les organisations à but non
lucratif*

Evangelical Missionary Church of Canada

Corporate name / Dénomination de l'organisation

848351-5

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the articles of the
above-named corporation are amended under
section 201 of the *Canada Not-for-profit
Corporations Act*, as set out in the attached
articles of amendment.

JE CERTIFIE que les statuts de l'organisation
susmentionnée sont modifiés aux termes de
l'article 201 de la *Loi canadienne sur les
organisations à but non lucratif*, tel qu'il est
indiqué dans les clauses modificatrices ci-
jointes.

Hantz Prosper

Director / Directeur

2023-05-23

Date of amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)



Form 4004
Articles of Amendment
Canada Not-for-profit Corporations
Act

Formulaire 4004
Clauses modificatrices
Loi canadienne sur les organisations à
but non lucratif

1 Current corporate name
Dénomination actuelle de l'organisation
Evangelical Missionary Church of Canada

2 Corporation number
Numéro d'organisation

3 **848351-5**

The articles are amended as follows:

Les statuts sont modifiés comme suit :

See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I hereby certify that I am a director or an authorized officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant autorisé de l'organisation.

Original signed by / Original signé par
Lillian Whitmore
Lillian Whitmore
604-908-4349

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the Canada Not-for-profit Corporations Act (NFP Act)).

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi canadienne sur les organisations à but non lucratif (Loi BNL)).

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Amendment Schedules / Annexes - Modification

Replace existing Schedule "A" Membership with the following:

SCHEDULE "A"

MEMBERSHIP

The Membership of the Corporation (in this Schedule referred to as "EMCC") shall consist of both Corporate Members and Individual Members.

Corporate Members

Corporate Members shall be the local congregations which have met the conditions and requirements for corporate membership which are set forth in the Bylaws of EMCC as they may be amended from time to time. Each Corporate Member shall be entitled to appoint one individual delegate or proxy according to the formula of one lay delegate for each congregation.

Individual Members

Individual Members are entitled to one vote per person and shall be those individuals identified in the Bylaws of the EMCC as being individuals who are eligible to attend and vote at a General Meeting of EMCC, being at present the following:

- EMCC ordained and licensed ministers
- EMCC credentialed global workers
- EMCC Board of Directors
- EMCC Ministry Directors, as those are defined in the Bylaws of EMCC
- the President from time to time of Emmanuel Bible College of Kitchener, Ontario
- the President from time to time of Rocky Mountain College of Calgary, Alberta

The above are subject to change by revision to the Bylaws and by filing an amendment to the provisions of this Schedule accordingly.



Evangelical Missionary
Church of Canada

REVISED BYLAW #1

EVANGELICAL MISSIONARY CHURCH OF CANADA

C

BYLAW NO. 1

A Bylaw to regulate the affairs of
EVANGELICAL MISSIONARY CHURCH OF CANADA

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IT IS HEREBY ENACTED as Bylaw #1 of EVANGELICAL MISSIONARY CHURCH OF CANADA (hereinafter called the "Corporation" or "EMCC") as follows:

1. **SECTION ONE
INTERPRETATION**

1.1. **Definitions**

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- a. **"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;
- b. **"Annual General Meeting"** means the regular meeting of the Members to be held annually as described in Section 4.4;
- c. **"Articles"** means the original or restated Articles of Incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d. **"Articles of Faith"** means the Articles of Faith of the Corporation attached to and forming part of these bylaws as Appendix #1;
- e. **"Board"** means the Board of Directors of the Corporation and "Director" means a member of the board;
- f. **"bylaw"** means this bylaw and any other bylaw of the Corporation which is, from time to time, in force and effect (as they may be amended from time to time);
- g. **"Chair"** means the chair of the Board;
- h. **"Corporate Member"** shall have the meaning ascribed to that term in the Articles of the Corporation;
- i. **"Delegate"** means the lay representative entitled to vote on behalf of a Corporate Member at a meeting of members as provided by the Articles of the Corporation;
- j. **"Individual Member"** shall have the meaning ascribed to that term in the Articles of the Corporation;
- k. **"Officer"** means any of the officers as described in Section 6.1 herein;
- l. **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- m. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;

- n. **"Special Meeting"** shall have the meaning ascribed to that term in Section 4.8 herein;
- o. **"Special Business"** has the meaning ascribed to that term in the Act, as is set forth in Section 4.7 herein;
- p. **"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. Headings and Sections

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

1.3. Invalidity of any Provision of Bylaws

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

2. SECTION TWO ARTICLES OF FAITH

2.1. Integrated Articles

The "Articles of Faith" which are attached hereto as Appendix #1 is an integral part of these bylaws. Such Articles may not 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 designated legal counsel or EMCC office.

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 President's designate, the Chair, 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 President's designate, 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, movable 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.

Membership whether corporate or individual is not transferable.

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 bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

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 their membership as described in the Articles;

- b. A Corporate Member has relinquished or withdrawn its membership in accordance with these bylaws;
- 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 of these Bylaws; or
- e. The Corporation is liquidated and dissolved under the Act.

4.2. Corporate Member Church

Corporate members have met the conditions and requirements for corporate membership which are set forth in these bylaws. Each Corporate Member shall be entitled to appoint one lay delegate to vote on behalf of the corporate member.

4.2.1. Privileges

A Corporate Member Church has the privileges of membership in the family of the EMCC. These privileges include:

- a. Participation and voting at meetings of members;
- b. Use of denominational names and trademarks;
- c. Guidance in matters of pastoral relations;
- d. The counsel, visits, encouragement and vision of the national staff;
- e. Financial resources such as grants;
- f. Multiple networking for mutual support and work; and
- g. Participation in a national and global Great Commission vision and program.

4.2.2. Responsibility

- a. Participate in national gatherings including the appointment of a lay delegate to the annual AGM;
- b. Promote EMCC activities;
- c. Strive to conduct the affairs of the local church in a way that brings no harm or disrepute to the EMCC;
- d. Recognize and cooperate with the duly appointed officers of the EMCC; and
- e. Report annually to EMCC.

4.2.3. Local Organization of a Corporate Member Church

Criteria for Member Churches:

- a. Each member 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;
- b. The member church is self-governed, selecting its own leaders, and maintains appropriate policies as determined by the EMCC and federal/provincial

- legislation from time to time;
- c. All staff in pastoral roles are credentialed with the EMCC;
 - d. The church leadership is in theological compliance with the Articles of Faith;
 - e. The affairs of the member church are governed by its governing board as authorized by the local church bylaw;
 - f. The member church has an Operating Bylaw that does not contravene these Bylaws;
 - g. The ministry of the member church is the responsibility of all its members;
 - h. Appropriate legal clauses or restrictions on title indicating that the property is to be transferred to the EMCC and its successors in the event of closure or dissolution;
 - i. The member church makes an annual financial contribution to the EMCC;
 - j. The member church has a completed and approved new member church application, and
 - k. Annually signs the EMCC Corporate Member Church Covenant.

4.2.4. Becoming a Corporate Member Church

- 1) With the approval of the Regional Minister and the President, the interested congregation will submit to the Board of Directors a letter of intent to be a Corporate Member;
- 2) The Board of Directors must approve the congregation for candidate status. Upon successful completion of all items related to membership criteria the President will present a motion to the Board of Directors to approve the congregation as a Corporate Member.
- 3) 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 section 4.2(d) 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 covenant presented by EMCC on acceptance of that local church as a Corporate Member Church. 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.
- 4) The local church shall subscribe in writing to the following EMCC Corporate Member Church Covenant:

Preamble:

The EMCC (National Board and National Team) and member churches recognize and understand that our relationship is more than merely transactional. Throughout our history, we have described and defined our relationship as a covenant in which both parties mutually commit to one another in good faith and join together to support, provide for, protect, and defend each other and our common purposes. This covenant is both a legal contract and a binding agreement; however, it transcends that—it's a spiritual commitment to one another.

As a Corporate Member Church of the Evangelical Missionary Church of Canada (EMCC), we, the leadership board(s) of

_____ (insert church name),
affirm our commitment to EMCC - to abide by the EMCC approved bylaws, agree with the EMCC Articles of Faith as well as to receive, support and respect to the EMCC National Board & President and hired leaders (National Team).

We will work together to advance our shared vision and purposes. We embrace our shared values of following Jesus, depending on the Spirit, caring compassionately, humbly serving, and collaborating to multiply disciples, leaders and churches to reach our world for Jesus.

We will intentionally and generously contribute to the financial support of our common cause. We understand that the member church's annual target contribution to EMCC is 5% of our annual revenue, less monies received for capital projects or missionary giving. This contribution supports the work of our National Team, which includes the operations of World Partners, our global missions' arm.

We acknowledge that we are part of a larger denominational family and will seek to serve our fellow member churches in ways that advance the cause of Christ. We commit to fostering unity, relationship and respect.

As the board(s) of the member church, we commit to supporting our pastors and holding them accountable for their spiritual health, conduct, and performance. We understand that the lead pastor must hold EMCC credentials and that all staff holding pastoral roles should pursue EMCC credentials. We will seek to encourage and provide the means for our pastors to participate in and collaborate on EMCC initiatives/events.

We understand that, as a Corporate Member Church of EMCC, we have the privilege and responsibility of participating in and voting at denominational business meetings. Each member church has a delegate vote. We will strive to appoint a delegate to represent us at these meetings.

The EMCC Board of Directors, covenants to listen to and represent EMCC member churches in governing denominational affairs. The board will support and hold our elected President accountable for acting with integrity and spiritual leadership, meeting our shared ends, managing the National Team, and stewarding our operations with excellence. The board will guard EMCC governing documents and EMCC Articles of Faith.

The EMCC National Team commits to supporting and strengthening EMCC member churches through coaching and resourcing. Each member church is assigned a Regional Minister. The National Team aims to provide relevant services to our credential holders (pastors and global workers) and member churches. The National Team is available to member church boards for their development and to offer assistance and guidance during transitions, crises, and interventions. The National Team will make grants available to our credential holders and member

churches as funds are available. Through World Partners, the National Team will seek to assist member churches in pursuing their global mission participation. This includes common global projects and opportunities and mobilizing global workers (which includes Canada).

4.2.5. **Renewal of Corporate Member Church**

Completed report and signed EMCC Corporate Member Church Covenant annually.

4.2.6. **Status categories**

Active

A Corporate Member Church that continues to meet all membership criteria and is not suspended, expelled, or otherwise disciplined as provided in these bylaws, will have all rights of membership.

Under Review

A review of the Corporate Member Church will be undertaken by the President for any of the following reasons, but is not limited to these reasons:

- a. Renewal documents have not been received;
- b. Renewal documents do not meet the membership criteria;
- c. A signed allegation of wrongdoing by the Corporate Member Church has been received by the President or the Board of Directors; and/or
- d. Any other reason or circumstance in which the President or the Board of Directors deems a review necessary.

The “under review” status is investigative in nature, not disciplinary, and the Corporate Member Church “under review” shall not lose their membership privileges during such time. Corporate Member Churches agree to assist the President in any investigation undertaken, as may be reasonably required.

Suspension and Expulsion of Membership

After the President concludes the investigation of a Corporate Member Church, the President will make a recommendation to the Board of Directors and the Board of Directors may, with a vote passed by 75% of the Board:

- a. Suspend the membership of the Corporate Member Church and set the terms of such suspension in which case all privileges of the Corporate Member Church shall be temporarily withdrawn until the suspension is lifted in accordance with the terms of the suspension set by the Board of Directors;
- b. Expel the Corporate Member Church from membership in EMCC, and set the terms of such expulsion; or
- c. Otherwise discipline the Corporate Member Church as the Board of Directors deems appropriate.

In making a determination to suspend, expel or discipline a Corporate Member Church, the Board of Directors shall give the Corporate Member Church written notice of the proposed suspension, expulsion or other discipline, and give the Corporate Member Church a reasonable opportunity to make representations to the Board of Directors respecting the proposed suspension, expulsion or other discipline.

4.2.7. Intervention by EMCC in the Local Affairs of a Corporate Member Church

Each Corporate 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:

- a. 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; or
- b. the local church is at risk of, or is contemplating, closure; or
- c. the local church, 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; or
- d. 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; or
- e. when the church violates the EMCC Corporate Member Church Agreement.

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.

- a. The President may form a Steering Committee to work with the member church.
- b. The President will inform the Board of Directors when a Steering Committee is established.

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.

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 will utilize the least disruptive or intrusive options possible.

Remedies or actions available to EMCC on such intervention in respect of a member church shall without limitation include the following:

- a. The member church may be admonished or reprimanded;
- b. The member church status is suspended upon the President's recommendation to the EMCC Board of Directors, or it may be expelled from EMCC membership by action of the EMCC's Board.
- c. The member church is dissolved, either by action of a meeting of the church or, when the member church cannot or will not dissolve, the President recommends a motion to dissolve the member church to the EMCC Board of Directors. This motion requires a 75% approval of the EMCC Board of Directors.
- d. 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 EMCC Corporate Member Church Covenant.

4.2.8. Property of Corporate Member Churches

The EMCC may own and maintain title to properties at its discretion. Member churches may be granted leases for these properties. Member churches with trustee ownership acknowledge that the property is held in trust for the EMCC. In such cases, the church has beneficial ownership of the property. Should the property be sold or transferred, the EMCC must provide approval. Member churches that own property and hold title shall include appropriate legal clauses or restrictions indicating that the property is to be transferred to the EMCC and its successors in the event of closure or dissolution. Furthermore, these clauses and restrictions will stipulate that the EMCC be informed and approve any sale or transfer of the property. If a member church votes to withdraw from the EMCC, terms of withdrawal regarding property will be agreed upon. In cases where a member church is terminated by the EMCC Board of Directors for violating the member church covenant, and after all appropriate and reasonable avenues of intervention, restoration, and reinstatement have been pursued, the terms for property distribution will be decided and agreed upon by both parties. No property owned by a member church shall be charged with or encumbered by the debts and liabilities of the EMCC. Conversely, no property owned by the EMCC shall be charged with or encumbered by the debts and liabilities of a member church. All property matters will be subject to the laws of the province in which they are situated.

4.2.9. Dissolution of a Corporate Member Church

A Corporate Member Church considering dissolution must:

- a. notify the EMCC Board of Directors 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;
- b. 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;
- c. 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;

- d. surrender organizational control to the EMCC if a motion to dissolve carries by a seventy-five percent (75%) vote of those present; and
- e. invite the EMCC to establish a Steering Committee if the motion does not carry.

The President shall inform the EMCC Board of Directors at their next regular meeting of the member church's actions.

4.2.10. **Withdrawal from the EMCC by a Corporate Member Church**

A Corporate Member Church considering withdrawal shall:

- a. Notify the EMCC Board of Directors of its consideration of withdrawal at least 30 days prior to a congregational meeting in which a motion to dissolve will be presented. Any motion to withdraw before such notice has been given to the EMCC is out of order.
- b. 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.
- c. 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.
- d. A seventy-five percent (75%) majority in support of the motion to withdraw is required to continue the process of withdrawal.
- e. Notification of the result of the vote shall be delivered to the EMCC Board of Directors.
- f. 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).
- g. 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.

The terms of withdrawal shall contain, but are not limited to:

- Outstanding obligations to the EMCC (clarified and discharged)
- Properties held
- Credentialing of pastoral staff
- Enrollment in EMCC Benefit and Pension Plans
- Legal and governing documents
- Congregational archival documents
- EMCC membership

- h. Following such publication of Terms of Withdrawal, the local congregation must confirm its motion to withdraw by a seventy-five percent (75) majority, in a duly called meeting.
- i. Any outstanding financial obligations shall be settled. If necessary, the parties shall agree to binding mediation and arbitration.

4.3. Individual Membership

Qualifications and requirements of an Individual Member are as set forth in the Articles of the Corporation.

There are two categories of Individual Members: those who are active EMCC ministerial credential holders and those who are duly elected to the EMCC Board of Directors who may or may not hold ministerial credentials.

4.3.1. Members of the Board of Directors

4.3.1.1. Privileges

- a. Participation and voting at meetings of the members.

4.3.1.2. Responsibilities

- a. Perform the duties of the Board of Directors; and
- b. Participate in the purposes, mission, life and meetings of the members.

4.3.1.3. Criteria

- a. Theological compliance with the EMCC Articles of Faith;
- b. Governance compliance with the EMCC Bylaw No. 1 and governing policies; and
- c. Signed annual Board of Directors commitment which includes a confidentiality agreement.

4.3.1.4. Renewal

Signed Board of Directors' Commitment annually.

4.3.1.5. Status Categories

Active

Renewal documents have been submitted by March 31 of each year.

Under review

- a. A review will be undertaken by the Chair of the Board (or the Vice Chair in the event the Chair is the focus) for the following reasons, but is not limited to these reasons:
 - Renewal documents have not been submitted by; or
 - Renewal documents do not meet the membership criteria (4.3.3); or
 - A signed allegation of wrongdoing has been received by the President or the Board of Directors.
- b. The Board of Directors must be informed of any new review at their next regular meeting.
- c. The review must be completed in a timely fashion, preferably within 3 months.
- d. While under review the member of the Board of Directors retains their voting privileges.
- e. At any time, legal advice can be accessed.

Suspension

- a. Membership will be suspended when the results of the review deem it to be necessary.
- b. The Chair (or Vice Chair) will recommend such action to the Board of Directors for their approval.
- c. Upon approval, the Board of Directors will form a Resolution Team moving forward.
- d. Communication is on a need-to-know basis.
- e. While our desire is for reconciliation, during this period the member can choose to either reconcile, voluntarily withdraw from the EMCC Board by resignation, or if these are not chosen options, the next step will be termination of membership by expulsion.
- f. As much as possible, good faith attempts at reconciliation and understanding should be always maintained.
- g. The suspension period should be completed in a timely fashion, ideally no longer than 6 months.

Resignation

A written letter of resignation must be submitted to the Board of Directors.

Expulsion

- a. Legal advice must be followed.
- b. The members may by ordinary resolution at a Special Meeting of the Members remove any Director or Directors.

4.3.2. Credential Holders

The EMCC President is responsible to oversee the EMCC's ministerial credentialing process and its credential holders. The President grants, reviews, suspends, reinstates, and terminates credentials. The status of a credential holder's credentials may affect that individual's EMCC membership.

4.3.2.1. Privileges

- a. Credential holders may participate and vote at meetings of members.
- b. Credential holders may receive a Clergy Marriage Registration number depending on the type of ministerial credential they hold and whether it is a requirement of their role.
- c. Credential holders can only perform marriages as defined by our EMCC Articles of Faith.
- d. Credential holders receive the support and services of the EMCC National Team.
- e. Only one EMCC credential shall be held by an EMCC Credential Holder.
- f. EMCC does not permit credential holders to have credentials with another organization.

4.3.2.2. Responsibilities

- a. Credential holders are bound by the EMCC Credential Holder Accountability Agreement and the EMCC Credential Holder Code of Conduct. These agreements must be signed and/or reaffirmed during the annual reporting process. They are included in the EMCC Credentialing Policy and may be updated by the President from time to time.
- b. Credential holders are governed by the Credentialing Policy as amended from time to time.
- c. All credential holders are expected to cooperate with and be accountable to the President and their assigned Regional Minister or Director of World Partners in the case of global workers.
- d. Credential holders shall prioritize in-person or online participation in the General Assembly and Regional Gathering.

4.3.2.3. Criteria

Credentials will be granted or remain active as long as:

- a. There is theological alignment with the EMCC Articles of Faith;
- b. There is governance alignment with the EMCC Bylaw No. 1 and Credentialing Policy; and
- c. The credentialing candidate has completed the credentialing process, and interviews and has been recommended to and approved by the EMCC President.

4.3.2.4. Categories of Credentials

The EMCC offers two categories of credentials: Licensed Minister Credential and Ordained Minister Credential. The Credentialing Policy outlines the requirements, application process and provisions that may be added.

4.3.2.5. Application for Credentials

- a. All credential holders will follow the process laid out in the Credential Policy.
- b. All candidates for credentials will be examined by a Credential Interview Team, who will make recommendations to the President related to the granting of credentials and necessary provisions as required.
- c. The EMCC President appoints Credential Interview Teams.
- d. Applicants for credentials who have been previously divorced may be investigated by a Divorce Consideration Team appointed by the President. Divorce consideration and procedures are outlined in the Credentialing Policy.

4.3.2.6. Status of Credentials

Active

A Credential Holder who is in an assignment in an EMCC member church or Other Ministry (as defined in the Credentialing Policy) or who remains active in ministry during retirement.

Active Unassigned

A Credential Holder who is not currently assigned. A Credential Holder may remain unassigned for two years, after which it will lapse. The credential may be reinstated through the process outlined in the Credentialing Policy.

Under Review

A Credential Holder is placed under review to investigate a matter. The matters may include failure to complete annual reporting, acknowledgement of disagreement with EMCC beliefs and practices, and concerns reported about character or conduct. Being placed “Under Review” is not discipline but signals the need to investigate. While under review, the credential holders maintain the privileges of their credentials. The process is outlined in the Credentialing Policy.

Suspension or Discipline

An investigation could determine, in the discretion of the President that an Individual Member’s credentials and, therefore, member privileges have been suspended or that further discipline of the Individual Member is required. The President will assign a team to work with the credential holder and member church or organization to investigate further, intending to resolve, restore, reinstate, or, as necessary, terminate credentials. An Individual Member may be further disciplined as the Board of Directors deems appropriate.

Discipline of Credential Holders

- a. The goal of Disciplinary Action is to lead toward repentance, restoration, and reinstatement of credentials, where possible. Discipline may lead to the termination of credentials. The discipline process will be handled with respect for all parties involved. It will follow current policy related to Abuse, Harassment and Complaint. It shall be consistent with the principles of Scripture and

natural justice.

- b. Causes for Discipline may include but are not limited to the following:
 - A breach of the EMCC Credential Holders Code of Conduct.
 - A willful propagation of doctrines contrary to those set out in the EMCC Articles of Faith.
 - Contentious, non-cooperative or unaccountable behaviour that fosters disunity in EMCC, in a member church or toward appointed denominational leaders and officers.
 - Willful failure to complete or comply with required annual reporting, responsibilities, restrictions or provisions placed on Credential Holders according to current EMCC policy.
- c. Procedure for Discipline will be outlined in the Credentialing Policy. Matters that impact employment will be the responsibility of the member church or supervision organization.
- d. Reinstatement of Credentials will be outlined in the Credentialing Policy.
- e. In making a determination to suspend, expel or discipline a credential holder, the President or the Board of Directors, as the case may be, shall give the credential holder written notice of the proposed suspension, expulsion or other discipline, and give the credential holder a reasonable opportunity to make representations to the President or the Board of Directors, as the case may be, respecting the proposed suspension, expulsion or other discipline.

Withdrawal

Credentials may be withdrawn at the voluntary request of the Credential Holder, at which point, Individual Membership ceases.

Termination

This occurs when the President determines this is the necessary disciplinary action.

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 appointment of a replacement auditor where the incumbent auditor is not able or willing to continue for the following year.

Unless otherwise required by the Act, substantive bylaw revisions and revisions to the Articles of Faith shall only be considered at in-person Annual General Meetings, as contemplated below.

4.4.1. Calling and Venue of Annual General Meeting

Subject to 4.4, the Annual General Meeting shall:

- a. be held in person at least every two years at the time and place within Canada and in accordance with the procedures as the Board shall determine;
- b. be held virtually or in person every other year, in the discretion of the Board, in accordance with the procedures as the Board shall determine.

4.4.2. Notice of Members Meeting

Subject to the provisions of Section 4.7 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 bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.4.3. Quorum

A quorum for the transaction of business at any AGM shall be at least 50 persons present in a manner permitted in bylaw 4.5.3, 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.

4.4.4. 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-with each Corporate Member entitled to one delegate. Procedures for electing or appointing the delegate 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, whether a Corporate Member or an Individual Member, under discipline or suspension by the EMCC cannot be a voting member of a Members' meeting.

4.4.5. **Advisors to AGM**

The members may extend the privilege of attendance and limited participation (i.e. advisory role only, without motion nor vote) in an AGM 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 AGM;
- c. guests; and
- d. consultants.

4.5. **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 4.4 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.

4.6. **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.

GENERAL

4.7. **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.

4.8. **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.

4.9. **Chair, Secretary and Scrutineers**

The chair of any meeting of Members shall be the Chair of the Board and, if they are 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 chair shall conduct the proceedings at the meeting in all respects and their 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 chair. 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 chair may appoint one or more persons to act as scrutineers at any meeting of Members. Scrutineers so appointed shall be Members in good standing.

4.10. **Action by Members**

Except where a special resolution is required pursuant to the Act or these bylaws, 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.

4.11. **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 chair as to the outcome of the vote shall be recorded as the decision of the Members on that issue.

4.12. **Ballots**

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

4.13. **Appointment of Auditor**

The auditor(s) shall be appointed by the Members until the next AGM. 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 an Individual Member or a member of a Corporate Church 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. be a person who is an individual;
- e. not be a person who has the status of a bankrupt; and
- f. not be under discipline or suspension by the EMCC or a Corporate Church Member.

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 4th AGM after their election. Directors shall be appointed or reappointed at an in-person General Meeting, unless otherwise determined by the Board.

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 next AGM ensuing after expiry of their last term.

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 Chair. 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 bylaws; 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 bylaw 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 Chair, may be held in two or more venues linked in accordance with the provisions of Section 4.5.3 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 5.3 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 Chair 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 or such other administrative units for development and maintenance necessary to achieve the objects of the Corporation.

5.14. Discipline of Board Members

A member of the Board may be disciplined by the majority of the Board, in their capacity as an Individual Member, for reasons including, but not limited to:

- a. A willful propagation of doctrines contrary to those set out in the EMCC Articles of Faith.
- b. Contentious, non-cooperative or unaccountable behaviour that fosters disunity in EMCC, in a member church or toward appointed denominational leaders and officers.
- c. Willful failure to complete or comply with required duties of a member of the Board.

The majority of the Board may discipline a fellow Board member as the Board deems appropriate, including but not limited to suspension as an Individual Member. In making a determination to suspend, expel or discipline a Board member as an Individual Member, the Board of Directors shall give the Individual Member written notice of the proposed suspension or other discipline, and give the Individual Member a reasonable opportunity to make representations to the Board of Directors respecting the proposed suspension or other discipline. A Board member that is subject to ongoing discipline as an Individual Member shall have their rights as a Board member suspended for the duration of such discipline.

6. SECTION SIX OFFICERS

6.1. Officers

The Officers of EMCC shall be the President, the Chair, the Vice Chair, 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.

6.2. Removal of Officers

Officers, including the President, shall serve at the pleasure of the Board. The President's tenure shall be governed by the policies enunciated below.

6.3. Chair

The Chair of the Board shall be appointed by the Board from among its members for a one-year term at the first meeting of the Board after each AGM. The Chair 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.

6.4. Vice-Chair

The Vice-Chair of the Board shall be appointed from among its members for a one-year term at the first meeting of the Board after each AGM. The Vice-Chair shall preside at all meetings of the Board in the absence of the Chair and 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 one-year term at the first meeting of the Board after each AGM. 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. The incumbent shall hold office until a successor is elected or appointed by the Board.

6.6. Treasurer

The Treasurer shall be appointed by the Board from among its members for a one-year term at the first meeting of the Board after each AGM. The Treasurer shall have such powers and duties as the Board may specify. The incumbent shall hold office until a successor is elected or appointed by the Board.

6.7. The President

The President shall be the spiritual leader, chief executive officer, and spokesperson 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.

6.7.1. Presidential Leadership

As the Leader of the EMCC, the President shall provide:

- a. spiritual direction;
- b. strategic direction and planning;
- c. guidance as a non-voting advisor at meetings of the Board of Directors and shall be ex-officio member of all EMCC committees attending such meetings as the President considers advisable;
- d. Leadership of the National Team, including selection and hiring of all positions;
- e. Oversight of operations; and
- f. Oversight of Credential Holders, including the authority to grant, review, suspend, reinstate and terminate credentials.

Member churches of EMCC shall recognize, welcome and honour the President as the leading elder of the EMCC. The counsel of the President and the National Team 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 these bylaws.

6.7.2. Election of the President

The President shall be elected from among the ordained ministers of the EMCC for up to a four (4) year term, which term shall commence within 90 days of such election. The exact date in which the President's term shall commence shall be specified in the President's contract of service, as confirmed by the Board. The initial election of a President shall require the majority approval of votes cast at an AGM, or 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 may 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 below and shall submit such nominee to the Members for approval by ordinary resolution.

6.7.3. Vacancy

In the event an incumbent President (i) resigns, (ii) advises that he will not stand for re-election for another term, (iii) becomes unable to continue as President (as determined by the Board), (iv) fails to achieve the 2/3 majority approval which is required to continue for a subsequent term as President, (v) the Board determines that it will not support the

incumbent President for re-election; or (vi) a nominee submitted for election as President by the Search Committee as described below, fails to attain the necessary majority vote to be elected, then the following steps shall be followed:

- 1) The Presidential Search Committee shall:
 - (i) solicit recommendations from EMCC Corporate Church members, church boards and other EMCC leaders;
 - (ii) seek applications if they deem it appropriate and desirable or the Board directs;
 - (iii) keep the Board informed as to the progress of their search;
 - (iv) present a single nominee, approved by the Board, with appropriate background information, to the membership;
- 2) The membership shall be asked to vote for or against the nominee, at either an AGM or Special meeting, provided that the Board, if it considers it appropriate, may authorize such vote to be taken at an AGM or Special Meeting.

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 their 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 bylaws of the Corporation are repealed as of the coming into force of this bylaw.
- 8.2. Alterations or amendments to this bylaw 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 bylaw 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, failing which such an amendment would cease to have effect pursuant to s. 152(4) of the Act.
- 8.3. This bylaw shall come into force immediately upon its confirmation by the members by Special Resolution.

MADE by the Board on March 27, 2025

Chair of the Board

Secretary

CONFIRMED by the Members by Special Resolution on

Secretary



Current Bylaw #1

EMCC AGM



Evangelical Missionary
Church of Canada

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. **"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;
- b. **"Annual General Meeting"** means the regular meeting of the Members to be held annually as described in Section 4.4;
- c. **"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;
- d. **"Articles"** means the original or restated Articles of Incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- e. **"Articles of Faith"** means the Articles of Faith of the Corporation attached to and forming part of these by-laws as Appendix #1;
- f. **"Articles of Governance"** means the Articles of Governance of the Corporation attached to and forming part of these by-laws, as Appendix #2;
- g. **"Board"** means the board of directors of the Corporation and "Director" means a member of the board;
- h. **"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);
- i. **"Chair"** means the chair of the Board;
- 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 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 6.1 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 4.6 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 4.8 herein;
- s. **“Special Business”** has the meaning ascribed to that term in the Act, as is set forth in Section 4.7 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. 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.

1.3. 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 ARTICLES OF GOVERNANCE

2.1. Integrated Articles

The “Articles of Faith” which are attached hereto as Appendix #1, 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 Chair, 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 .

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;
- 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 4.7 below.

4.4.1. Calling and Venue of Annual General Meeting

Subject to 4.4, 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 4.5, and in each alternate year by Ordinary Meeting in accordance with the procedures for an Ordinary Meeting described in Section 4.6;
- 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 foregoing.

4.4.2. Notice of Members Meeting

Subject to the provisions of Section 4.7 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 4.4.2, 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 4.5.3 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.

Notwithstanding the foregoing, an Assembly may be held entirely by electronic means at the discretion of the Board and in accordance with the Act. The chairperson of the meeting shall be responsible to ensure the votes are tabulated electronically.

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 a manner permitted by by-law 4.5.3, 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-with each Corporate Member entitled to one Delegate. Procedures for electing or appointing the Delegate 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, whether a Corporate Member or an Individual Member, under discipline or suspension by 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. guests; and
- d. consultants.

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 one (1) vote . Proxy procedures are described below in Section 4.6.3. It is not necessary for a Corporate Member to appoint a Delegate 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 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 4.4 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 4.4.2 for a meeting of Members, complying also with the additional requirements for special business as described in Section 4.7.

A Special Meeting may, where the Board considers it feasible and desirable, consider all of the items of business (as set out in Section 4.4 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 a manner the Board establishes 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.

GENERAL

4.9. 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.

4.10. 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.

4.11. Chairman, Secretary and Scrutineers

The chairman of any meeting of Members shall be the Chair 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.

4.12. 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.

4.13. 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.

4.14. 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.

4.15. 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 an Individual Member or a member 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. be a person who is an individual;
- e. not be a person who has the status of a bankrupt; and
- f. not be under discipline or suspension by the Corporation or a Corporate Member.

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 Chair. 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 Chair, may be held in two or more venues linked in accordance with the provisions of Section 4.5.3 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 5.3 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 Chair, the Vice Chair, 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.

6.2. Removal of Officers

Officers, including 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 The President

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, which term shall commence within 45 days of such election. The exact date in which the President's term shall commence shall be specified in the President's contract of service, as confirmed by the Board. For the purpose of clarity, the "four-year term" shall continue until the second General Assembly after the President's installation. The initial election of a President shall require the majority approval of votes cast at a General Assembly, or 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 may 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.

6.3. Chair

The Chair 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 Chair 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.

6.4. Vice-Chair

The Vice-Chair of the Board shall be appointed from among its members for a 2-year term at the first meeting of the Board after each General Assembly. The Vice-Chair shall preside at all meetings of the Board in the absence of the Chair and 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. The incumbent shall hold office until a successor is elected or appointed by the Board.

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. The incumbent shall hold office until a successor is elected or appointed by the Board.

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 on March 31, 2023.

Scott Clubine

Moderator

Lillian Whitmore

Secretary

CONFIRMED by the Members by Special Resolution on April 29, 2023.

Lillian Whitmore

Secretary



APPENDIX #2: **ARTICLES of GOVERNANCE**

(A Part of EMCC Bylaw #1)

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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

- 1.2.1. Maintaining credentials in the EMCC requires and implies compliance with the Bylaw, Articles of Faith, and Articles of Governance.
- 1.2.2. It also explicitly requires signing of the Minister’s Covenant Agreement.
- 1.2.3. Compliance includes submission to the discipline laid out in this Articles of Governance.
- 1.2.4. 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, global workers 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 an incumbent President:

- 1.3.3.1. resigns;
- 1.3.3.2. advises that he will not stand for re-election for another term;
- 1.3.3.3. becomes unable to continue as President (as determined by the Board), or
- 1.3.3.4. fails to achieve the 2/3 majority approval which is required to continue for a subsequent term as President; or
- 1.3.3.5. the Board of Directors determines that it will not support the incumbent President for re-election; or
- 1.3.3.6. 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:
- 1.3.3.7. 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.
 - 1.3.3.7.1. the Presidential Search Committee shall:
 - 1.3.3.7.1.1. solicit recommendations and suggestions from pastors, church boards and other EMCC leaders;
 - 1.3.3.7.1.2. seek applications if they deem it appropriate and desirable or the Board directs;
 - 1.3.3.7.1.3. keep the Board informed as to the progress of their search;
 - 1.3.3.7.1.4. present a single nominee, approved by the Board, with appropriate background information, to the membership;
- 1.3.3.8. 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. We affirm our agreement with the EMCC Articles of Faith. We commit to supporting the work of EMCC through financial contributions on a regular basis, whether that be annually or at various intervals throughout the year. We agree to submit to the denominational leaders elected and appointed as they serve us according to our agreed-upon governing documents. We will seek to encourage and provide the means for our pastors to participate and collaborate in EMCC initiatives/events. We will seek to appoint delegates to participate in denominational business meetings. We will oversee the credential holders in our midst, supporting them and holding them accountable for their credential requirements.”

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 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 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

- 2.9.1. 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 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 , 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, 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, 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 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;
- 3.4.5.2.5. reports annually through written report to the National Office; and
- 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 affect 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

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.

¹ 1 I Tim. 3:2,4,5, 4:12, Titus 1:7

- 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 #1, Articles of Faith, 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.

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 Spirit. 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 sensitivity³.

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:

² Matt. 18:15-18; I Cor. 5:1-13. ²II Cor. 2:6-11; I Tim. 4:19-20
³ 1I Tim. 3:1-7. ²II Tim. 3:14-17. ³Gal. 5:22-23. ⁴Eph. 4:3; Gal. 6:1

- 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 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 followed⁴.
- 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;

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

- 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

6.1.1. 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 Matt. 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.

6.1.2. 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 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.



Evangelical Missionary
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MAY 3, 2025 CALGARY ALBERTA