



Evangelical Missionary
Church of Canada

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. This 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.¹
- 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).

¹ Amended by the board MOTION #04-05-25. To be ratified by the members at AGM 2026.

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 withdraw will be presented. Any motion to withdraw before such notice has been given to the EMCC is out of order.²
- 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

² Amended by the board MOTION #04-05-25. To be ratified by the members at AGM 2026.

- 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 (4.3.2.3); or
 - A signed allegation of wrongdoing has been received by the President or the Board of Directors.³
- 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.

³ Amended by the board MOTION #04-05-25. To be ratified by the members at AGM 2026.

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 4.4.1, 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

4.4.4. 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.

⁴ Amended by the board MOTION #04-05-25. To be ratified by the members at AGM 2026.

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 person at any location in Canada.⁵

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.

⁵ Amended by the board MOTION #04-05-25. To be ratified by the members at AGM 2026.

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 May 3, 2025

Secretary