



Evangelical Missionary
Church of Canada

BY-LAW NO. 1

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

CONTENTS

<u>INTERPRETATION</u>	<u>2</u>
<u>ARTICLES OF FAITH AND ARTICLES OF GOVERNANCE</u>	<u>3</u>
<u>BUSINESS OF THE CORPORATION</u>	<u>4</u>
<u>MEMBERSHIP AND MEETINGS OF MEMBERS</u>	<u>6</u>
<u>BOARD OF DIRECTORS</u>	<u>13</u>
<u>OFFICERS</u>	<u>16</u>
<u>PROTECTION OF DIRECTORS AND OFFICERS</u>	<u>18</u>
<u>REPEAL, AMENDMENTS AND EFFECTIVE DATE</u>	<u>19</u>

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 forgoing.

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 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 a 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