

METROPOLITAN COMMUNITY CHURCH OF TORONTO

LOCAL GENERAL BY-LAW NUMBER 2025-1

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METROPOLITAN COMMUNITY CHURCH OF TORONTO

AMENDED AND RESTATED GENERAL BY-LAW NUMBER 2025-1

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METROPOLITAN COMMUNITY CHURCH OF TORONTO

AMENDED AND RESTATED GENERAL BY-LAW NUMBER 2022- 1

1 INTERPRETATION

1.01 Meaning

In this By-Law and all other By-Laws, resolutions, and Board Regulations of the Church, unless otherwise defined:

- (a) **Act** means the *Not-for-Profit Corporations Act* (Ontario), and any statute or regulations that may be substituted, as amended from time to time;
- (b) **Annual Meeting** means an annual meeting of Members of the Congregation as provided in section 8.01 sometimes referred to as the Annual Congregational Business Meeting;
- (c) **Annual Business** shall include consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; the reception of the Senior Pastor's Report; reappointment of the incumbent Auditor or person appointed to conduct a review engagement and an Extraordinary Resolution (if any) to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (d) **Articles** has the meaning given to that term by the Act;
- (e) **Auditor** means the Auditor of the Church appointed pursuant to Article 19.01;
- (f) **Board** means the Board of Directors of the Church from time to time;
- (g) **Board Regulation** means a regulation passed by the Board in accordance with Article 9.01;
- (h) **By-Law** means this by-law and any other by-law of the Church that may be in force;
- (i) **Chair** means, the Vice Moderator/Chair of the Board;
- (j) **Church** means METROPOLITAN COMMUNITY CHURCH OF TORONTO (a member of the UFMCC);
- (k) **Director** means a director of the Church; and
- (l) **Government Regulations** means the regulations made under the Act, as amended, restated or in effect from time to time;

- (m) **Ineligible Individual** has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;¹
- (n) **Member** means a person who has become a Member in accordance with section 4.01;
- (o) **Moderator** refers to the Senior Pastor and Chief Executive Office ("CEO")
- (p) **Nominating Member Group** has the meaning set out in section 6.06;
- (q) **Officer** means an officer elected or appointed pursuant to Article 12 or by Board Regulation;
- (r) **Ordinary Resolution** has the meaning given to that term by the Act;
- (s) **Protected Person** means each person acting or having previously acted in the capacity of a Director, Officer, or any other capacity at the request of or on behalf of the Church, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is or has been a Director of the Church;
 - (ii) is or has been an Officer of the Church;
 - (iii) is or has been a Member of a committee of the Church; or
 - (iv) has undertaken, or, with the direction of the Church is about to undertake, any liability on behalf of the Church or any body corporate controlled by the Church, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Church or such body corporate;
- (t) **Senior Pastor** means the person elected pursuant to section 10.01;
- (u) **Special Business** includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;

¹ At the time of enactment of this by-law, "ineligible individual", at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted and the pardon has not been revoked or ceased to have effect, or

(ii) a record suspension has been ordered under the Criminal Records Act and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, Director, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter.

- (v) **Special Meeting** means a special meeting of Members called pursuant to section 8.03;
- (w) **Special Resolution** has the meaning given to that term by the Act;
- (x) **UFMCC** means the Universal Fellowship of Metropolitan Community Churches;
- (y) **Vice Moderator** is the Chair of the Board.
- (z) **Written Resolution** means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 **AFFILIATION**

The Church is an affiliated congregation of the UFMCC.

3 **PURPOSE**

The purpose of the Church is:

- (a) To preach, teach, and advance the beliefs, values, mission, and vision of the Church and the UFMCC.
- (b) To establish, maintain and support places of worship with services conducted according to the beliefs, values, mission, and vision of the Church and the UFMCC.
- (c) To support and maintain missions and projects in order to act on the faith of the Church and the UFMCC.

4 **MEMBERSHIP**

4.01 Composition

Subject to the Articles, there shall be one (1) class of Members in the Church. Membership in the Church shall be limited to any person who has attended a Membership class, entered into the Covenant of Membership, and has been confirmed by the Senior Pastor in the Rite of Membership.

4.02 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Church.

4.03 Transfer of Membership

Membership in the Church is not transferable.

4.04 Termination of Membership

Membership in the Church automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Church;
- (b) the death of a Member;
- (c) the expulsion of a Member from the Church in accordance with section 4.05; or

(d) the liquidation or dissolution of the Church under the Act.

Any Member who has not been fulfilling the covenant of membership within the last six (6) months to one (1) year may be removed from the list of Members in good standing by the Board and placed on a list of nonvoting inactive Members.

4.05 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Church for any one or more of the following grounds:
 - i) a material violation of any provision of the Articles, By-Laws, Board Regulations, or written policies of the Church;
 - ii) carrying out any conduct which may be detrimental to the Church, as determined by the Board in its sole discretion; or
 - iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the Church.
- (b) In the event the Board determines that a Member should be expelled or suspended from Membership in the Church, the Senior Pastor, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of suspension or expulsion to the Member, and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Senior Pastor, or such other Officer as may be designated by the Board up to five (5) days before the end of the notice period.
- (c) In the event that no written submissions are received, the Senior Pastor, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Church. If written submissions are received in accordance with this section 4.05, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

4.06 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of Membership.

5 BOARD OF DIRECTORS

5.01 Board

The affairs of the Church shall be managed by a Board consisting of a minimum of six (6) Directors and a maximum of nine (9) Directors.

The number of Directors may be increased or decreased to not less than three (3) Directors by the Directors within the range authorized by the Articles from time to time.

5.02 Qualifications

Each Director shall:

- (a) at the time of election is a Member of the Church;
- (b) be an individual who is at least eighteen (18) years of age;
- (c) not have the status of bankrupt;
- (d) not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (e) not be a person who has been declared incapable by any court in Canada or elsewhere; and
- (f) not be an Ineligible Individual who has made disclosure to the Board as required by section 5.03 unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.

If a person ceases to be qualified as provided in this section 5.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 5.05. Any person who fails to fulfill the Covenant of Membership or fails to attend three (3) consecutive regular meetings of the Board may be removed by action of the Board.

5.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer. If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 5.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 5.05.

5.04 Removal of Directors

(a) The Members may remove a Director from office before the expiration of the Director's term of office by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.

(b) A Director is entitled to give the Church a statement opposing their removal.

5.05 Vacancies

(a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors of the Church. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

- (b) The Directors are not required to fill a vacancy resulting from an increase in the number provided for in the Articles or the minimum or maximum number of Directors provided for in the By-Laws or Articles.

5.06 Remuneration of Directors

No Director shall be entitled to any remuneration for services as a Director or in other capacity, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*. The Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Church.

6 ELECTION OF THE BOARD

6.01 Election of Directors

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Members entitled to vote.

6.02 Election in Rotation

At the first meeting of Members following the enactment of this Local General By-Law Number 2022-1 at which there is an election of Directors:

- (a) previously elected Directors who have two (2) years remaining in their terms of office shall continue to serve for the remaining two (2) years;
- (b) previously elected Directors who have one (1) year remaining in their terms of office shall continue to serve for the remaining one (1) year; and
- (c) any new Directors or Directors whose term of office has expired and are up for re-election shall be elected for a term of three (3) years.

6.03 Term of Office

The term of office of each Director shall be up to three (3) years, to expire at the third (3rd) Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

6.04 Re-Election

No Director shall be eligible to serve as a Director for more than six (6) consecutive years unless, at the expiration of the sixth (6th) consecutive year, the Director is a Vice Moderator of the Church, in which event, the term of office of the Director shall be extended until the Director ceases to hold the office of Vice Moderator, or until the ninth (9th) Annual Meeting following their election as Director, whichever shall occur first. Any Director who thus is ineligible to serve shall be eligible to be elected to serve again after three (3) years.

6.05 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

6.06 Nomination of Directors

Subject to the Act, only individuals who are Members and who are nominated in accordance with the following procedures shall be eligible for election as Directors.

- (a) Nominations of individuals for election as Directors may be made at any Annual Meeting, or at any Special Meeting if one of the purposes for which the Special Meeting was called was the election of Directors, (i) by or at the direction of the Board, or (ii) by any five (5) or more individuals acting together (the Nominating Member Group) each of whom at the time is a Member and provided that the Nominating Member Group complies with the notice procedures set forth below in this section 6.06.
- (b) For a nomination to be made by the Nominating Member Group, the Nominating Member Group must give written notice thereof to the Secretary of the Church in accordance with clauses (c) and (d) below.
- (c) The Nominating Member Group's notice to the Secretary must be received by the Secretary (i) in the case of an Annual Meeting (which includes an Annual and Special Meeting), not less than five (5) days but no more than sixty (60) days prior to the date of the meeting; and (ii) in the case of a Special Meeting (which is not also an Annual Meeting) called for the purpose of electing Directors (whether or not called for other purposes as well), not less than five (5) days prior to the date of the meeting.
- (d) A Nominating Member Group's notice to the Secretary must (i) set forth, as to each individual whom the Nominating Member Group proposes to nominate for election as a Director, the name, age and address of such individual as well as sufficient biographical information about them to properly inform a decision about their suitability to serve as a Director, and (ii) identify and be signed by each individual in the Nominating Member Group.
- (e) For the avoidance of doubt, this section 6.06 shall be the exclusive means for any person to bring nominations for election to the Board before any Annual or Special Meeting. No person shall be eligible for election as a Director unless such person has been nominated in accordance with these provisions. The chair of the meeting shall have the power to determine whether a nomination was made in accordance with the procedures set forth in these provisions and, if any proposed nomination is not in compliance with these provisions, to declare that such defective nomination shall be disregarded.

6.07 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

MEETING OF DIRECTORS

7.01 Calling Meetings

Meetings of the Board may be called by the Senior Pastor or any two (2) Directors and shall be held at the place specified in the notice.

7.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible but not more than ten (10) days following the Annual Meeting of the Church for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

7.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except that, in the case of those matters set out in section (a) to section 7.05 below, the notice must specify such matters. The Board shall hold at least six (6) regular meetings during the year at a time to be determined by the Board. The Board may also hold additional meetings, as it deems necessary.

7.04 Notice of Meetings

Subject to the provisions of sections 7.02 and 7.03, notice of the time, place, and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail, or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

7.05 Content of Notice

Any notice of a Board meeting shall specify the nature of the business to be conducted if the meeting is intended to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors, in the office of Auditor or of a person appointed to conduct a review engagement of the Church;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;

- (e) approve any financial statements; or
- (f) adopt, amend, or repeal any By-Law.

7.06 Meetings by Electronic Conference

If all the Directors consent generally, or if all the Directors present consent in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality, or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

7.07 Quorum

Subject to the Articles, a quorum for the transaction of business at meetings of the Board shall be a majority of the number of Directors.

No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

7.08 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

7.09 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

7.10 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

8 MEETINGS OF THE MEMBERS

8.01 Annual Meeting

- (a) An Annual Meeting shall be held within Ontario unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario,

determined by the Board, for the purpose of conducting the Annual Business and any Special Business.

- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Church.

8.02 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality, or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

8.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

8.04 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day the meeting is to be held.

8.05 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Church not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) Mail, courier, or personal delivery;

- (b) fax, e-mail or other electronic means (which may include e-news publications of the Church); or
- (c) posting the notice on the Church website or publishing the notice of the Church sent to all Members entitled to vote.

8.06 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Church; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Church to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

8.07 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least ten (10) percent of Members entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

8.08 Chair

In the absence of the Senior Pastor, the Members present and entitled to vote and be present at any meeting of Members shall choose a Director as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

8.09 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law or the Act or unless a ballot is

required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Church is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.10 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

8.11 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

8.12 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that, the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal, or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal, or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

9 BOARD REGULATIONS

9.01 Board Regulations

The Board may make Board Regulations and policies with regard to any matter not inconsistent with the Act and the By-Laws.

10 SENIOR PASTOR

10.01 Election

The Senior Pastor (identified as "Pastor" in the UFMCC Bylaws) is elected by and accountable to the Members to be responsible for the duties of preacher, teacher, and spiritual leader for a continuous term until such time that the relationship is terminated.

10.02 Qualifications

The Senior Pastor shall be an ordained clergyperson of the UFMCC with a current licence to practice issued by the denomination. Other qualifications for this position may be established by the Board.

10.03 Roles and Responsibilities

1. The Senior Pastor shall fulfill the primary roles of visionary spiritual leader, preacher and teacher, and the public spokesperson for the Church.
2. The Senior Pastor shall have the authority for ordering all worship services of the Church.
3. The Senior Pastor is the Moderator, President, and Chief Executive Officer of the Church with oversight of all staff and volunteers.

10.04 Pastoral Transition

1. Vacancy in the position of Senior Pastor
 - a. In the event of a vacancy in the office of Senior Pastor due to resignation, removal from office, death or incapacitating illness, the Board shall provide for interim pastoral leadership.
 - b. The Board shall serve as the Pastoral Search Committee to present a qualified candidate to the Members of the congregation for election as the next Senior Pastor.
2. Planned succession of the Senior Pastor

To provide for a more effective pastoral transition, the Board and Senior Pastor may agree to a process of planned succession that will present a candidate for election by a meeting of Members prior to a vacancy in the position of Senior Pastor.

10.05 Election of the Senior Pastor

To be elected as Senior Pastor, the candidate presented must receive at least seventy (70) percent of the votes cast at a meeting of Members.

10.06 Senior Pastor Reporting to the Board of Directors

The Senior Pastor shall report to the Board of Directors.

11 LAY DELEGATES

At least 90 days prior to a scheduled General Conference of the UFMCC, the Board will appoint the appropriate number of Lay Delegates as allowed by UFMCC Bylaws to represent the Church at the General Conference. The appointed Lay Delegates shall serve only at that General Conference or at any Special General Conference called prior the next scheduled General Conference.

12 OFFICERS

12.01 Officers

(a) The Directors may elect or appoint, as applicable, the following Officers in addition to the Senior Pastor (who shall be elected as provided in section 10.01 and act as the Moderator, President and Chief Executive Officer in accordance with Section 10.02), each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an Annual Meeting:

- i. A Vice Moderator or Vice Moderators who will act as Chair of the Board, elected by and from among the Directors;
- ii. A Secretary who may, but is not required to be a Director, appointed by the Board; and
- iii. A Treasurer who may, but is not required to be a Director, appointed by the Board.

(b) There may be such other Officers that may be established by Board Regulation from time to time.

12.02 Vice Moderator/Chair of the Board

The Chair shall, when present, preside at all meetings of the Board. Where there is more than one Vice Moderator they shall choose from amongst themselves who will act as Chair of any particular Board meeting. The Chair shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board.

The term of office for the Chair shall be three (3) years, or such shorter or longer term as is set by the Board from time to time, subject to the term limit set out in section 6.04.

12.03 Powers and Duties

Subject to the limits imposed by the Act, the powers and duties of the Officers shall be established by Board Regulation from time to time.

12.04 Senior Pastor May Attend All Meetings

The Senior Pastor shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any committee of the Board and any meeting of

the Members, except those meetings where the terms of employment, compensation or performance of the Senior Pastor are discussed.

12.05 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the Senior Pastor. The Board shall fix the remuneration of any other Officers or employees or may delegate such responsibility to the Senior Pastor.

13 COMMITTEES

13.01 Finance Committee

The Board shall establish a Finance Committee (which shall also function as the Audit Committee) consisting of not less than two (2) Directors, one of whom shall be the Treasurer, and such other person or persons as the Board considers appropriate. The Finance Committee shall be chaired by a Director and shall perform such duties and may exercise such other functions as the Board may, by Board Regulation, determine from time to time.

13.02 Other Committees

Subject to the Act and the By-Laws, the Board may, by Board Regulation, appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

13.03 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Church;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend, or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

14 CONFLICT OF INTEREST

14.01 Conflict of Interest

In accordance with the Act, together with any Board Regulations, the Directors and Officers shall disclose any interests, whether direct, indirect, or imputed, in any matter as required by the Act, and comply with all other requirements in the Act, in respect of such conflict of interest.

15 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

15.01 Insurance

- (a) The Church shall ensure that appropriate liability insurance has been purchased and is maintained for the benefit of the Church and each Protected Person. The insurance shall address the coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include, where applicable:
 - i. Property and public liability insurance;
 - ii. Directors' and Officers' insurance; and
 - iii. may include such other insurance as the Board sees fit.
- (b) The Church shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Church.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Church.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Church to co-operate fully with the Church in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Church.

15.02 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 15.03, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Church.

15.03 Indemnification of Directors, Officers and Others

(a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement, from and against all costs, charges, and expenses which such person sustains or incurs:

(i) In or in relation to any demand, action, suit or proceeding which is brought, commenced, or prosecuted against such person in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or

(ii) In relation to the affairs of the Church generally;

save and except such costs, charges, or expenses as are occasioned by the failure of such person to act honestly and in good faith with a view to the best interests of the Church in the performance of the duties of office.

(b) Such indemnity will only be effective:

(i) Upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Church inclusive of whatever valid and collectible insurance has been collected; and

(ii) Provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

(c) The Church shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

(d) Nothing in this Article 15 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of the Article 15.

15.04 Discontinuing Insurance

Where the Church has purchased or maintained, or caused to be purchased and maintained, insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Directors.

16 EXECUTION OF DOCUMENTS

16.01 Execution of Documents

The Board may by Board Regulation prescribe the person(s) authorized to execute classes of documents on behalf of the Church. All documents executed in accordance with the Board Regulations are binding on the Church without further action or formality.

17 BORROWING BY THE CHURCH

17.01 General Borrowing Authority

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Church;
- (b) issue, reissue, sell, pledge, or hypothecate debt obligations of the Church;
- (c) give a guarantee on behalf of the Church to secure performance of an obligation of any person, firm, or corporation; and
- (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Church, owned or subsequently acquired, to secure any obligation of the Church.

The Directors may delegate these powers to a Director, committee of Directors, or an Officer.

18 FINANCIAL YEAR

18.01 Financial Year Determined

The financial year of the Church shall terminate on the last day of December in each year or on such other date as the Board may determine.

19 AUDITOR

19.01 Annual Appointment

Subject to the Act and the Government Regulations, the Members of the Church at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Church, who shall hold office until the close of the next Annual Meeting, or pass an Extraordinary Resolution (within the meaning of Section 76(4) of the Act or any amendment or replacement of such section) to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

19.02 Removal of Auditor

- (a) The Members may by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so.
- (b) The Church shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any

such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor

19.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

19.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

20 NOTICE

20.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter posted to the last address shown on the Church's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on the Church website pursuant to section 8.05(c) notice is deemed given on the date of posting;
- (f) if published pursuant to section 8.05(c), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

20.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

20.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of

days is deemed to commence on the day following the giving of notice and is deemed to terminate on the day of the meeting or event in question.

20.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Members , the Board, or a committee of the Board of shall not be invalidated by:
 - i. an error in notice that does not affect its substance;
 - ii. the accidental omission to give notice; or
 - iii. the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of and ratify and approve any proceeding taken at any meeting.

20.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

21 BY-LAWS AND EFFECTIVE DATE

21.01 Effective Date of this By-Law

These By-Laws shall come into force upon the approval of the Board of Directors, Senior Pastor, Secretary, and members, and enacted in accordance with these Articles.

21.02 Amendments requiring Special Resolution

If the Members amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 21.02, then amendments to the following sections shall only be effective upon approval of the Members by Special Resolution:

- (a) Section 4.01 (re Composition of Members);
- (b) Section 4.02 (re Members' Rights);
- (c) Section 8.05 (re Notice of Members' meetings);
- (d) Section 8.10 (re Proxies); and
- (e) any section that adds, changes, or removes a provision that is contained in the Church's Articles.

21.03 By-Laws and Effective Date

- (a) Subject to the Act and the Articles, as applicable, the Board of Directors may make, amend, or repeal any By-Law that regulates the activities or affairs of the Church. Subject to section 21.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected, or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

22 REPEAL OF PRIOR BY-LAWS

22.01 Repeal

Subject to the provisions of section 21.02 hereof, all prior By-Laws, resolutions, and other enactments of the Church inconsistent in either form or content with the provisions of this By-Law are repealed.

22.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution, or other enactment.

ENACTED this 8 day of June 2025.

● Senior Pastor

● Secretary