

RHEMA CHRISTIAN MINISTRIES OF CANADA INC
BY-LAWS

A by-law generally relating to the conduct of the affairs of Rhema Christian Ministries, hereafter referred to as Rhema (the "Corporation") incorporated by articles of incorporation dated January 14, 2000, issued by the Ontario Ministry of Consumer and Commercial Relations, and is registered as a charitable organization with Canada Customs and Revenue Agency.

These by-laws were authorized by the Board of Directors of Rhema Christian Ministries and amended in 2023.

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Revision History

Rev	Revision Summary	By Whom	Publish Date
1.0	Redrawn	Executive Officers (Senior Pastor & CEO)	June 19, 2023
1.1	Several recommendations from Counsel as follows: Why limit the nomination of certain directors to the Senior Pastor and CEO? This weakens the governance structure of the Corporation and undermines the statutory power of the membership. This also contradicts Section 7.1 of these By-laws. Directors should be able to serve staggered multi-year terms. The advantage is so that we don't have the entire Board subject to re-election at the same time.	Cory A. Mills	Aug 7, 2023
1.2	Certified to be By-Law No. 1 of the Corporation	Board Directors	January 30, 2024
1.3	Revised after discussions with Counsel. Key input that Officers cannot be members of the Board. They may attend board meetings at the Board's invitation but would not be entitled to vote.	Cory A. Mills	May 2, 2024
1.4	Final draft after edits, and as confirmed by the members of the corporation	Executive Officers (Senior Pastor, CEO & CFO)	June 10, 2024
1.4	Signed and published	Cosigned by Patoucha Giguere-Sutherland and Bukola Watson	July 16, 2024
1.5	- Revision to sec 5, rearranging Election term from 5.2 to 5.3. - Removed the components of the construct of the Corp vs the community.	Board of Directors and Representations of the Executive Officers	March 11, 2025

Rev	Revision Summary	By Whom	Publish Date
1.6	Edit made to the following pages as follows: Pg. 8 - Added language of 2-year eligibility for candidates to be consistent as found in the Constitution and moved from equity in gender representation to parity. Pg. 9 – Changes to sec 5.3 to update 2024 to 2025	Board of directors	April 16, 2025

BE IT ENACTED as a by-law of the Corporation as follows:

Section 1 — General

1.1 Definitions

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

"**Act**" means the Ontario Not-for-profit Corporations Act S.O. 2010, c.15, including the Regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.

"**Board**" means the Corporation's Board of Directors, and "Director" means a board member.

"**By-law**" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

"**Meeting of Members**" includes an annual meeting of members or a special meeting of members; all members are entitled to vote at an annual meeting.

"**Ordinary Resolution**" means a resolution passed by a majority (more than 50%) of the votes on that resolution.

"**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 56 (Shareholder Proposals) of the Act.

"**Regulations**" means the regulations made under the Act, as amended, restated, or in effect from time to time; and

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In interpreting this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Corporate Seal

The corporate seal of the Corporation has been approved by the Board, with the Secretary of the Corporation being the custodian of the corporate seal. The Board and the executive officers of the Corporation shall determine the use of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may, from time to time, direct the way and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

1.5 Financial Year End

As determined by the Board of Directors, the Corporation's fiscal year end will be December 31.

1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at Scotiabank, located at 845 Finch Avenue West, in the city of Toronto, in the province of Ontario. The banking business or any aspect of it shall be transacted by the CFO and or a designated member of the Finance Department as determined by the CFO.

1.7 Annual Financial Statements

In addition to placing the annual financial statements before the members at an Annual General Meeting as required under section 84 of the Act, the Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 84(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 84(1) are available at the registered office of the Corporation, or electronically on the Corporation's website. Any member may, on request, obtain a copy free of charge at the registered office.

Section 2 Membership — Matters Requiring Special Resolution

2.1 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation as stated in Article 6 of the General Constitution. Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.

Membership shall be limited to natural persons and shall not include corporations or other entities.

2.2 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given 10 — 50 days in advance to each member entitled to vote at the meeting by the following means: Through announcements via e-Bulletin and In-person.

Pursuant to section 103 (k) 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.

2.3 Absentee Voting by Mail Ballot

Pursuant to section 67 (1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

Enables the votes to be gathered in a manner that permits their subsequent verification and
Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 103 (1) (l) of the Act, a special resolution of the members is required to amend the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Section 3 - Membership Dues, Termination, and Discipline

3.1 Membership Dues

Members shall be notified in membership orientation of the requirement to support the ministry financially on a monthly basis. Members who are not supporting the ministry on a regular basis will forfeit the right to vote at the members' meeting until their financial support resumes.

3.2 Termination of Membership

Membership in the Corporation is terminated when:

The member dies, the Corporation is dissolved, a member fails to maintain any qualifications for membership described in Article 6 of the General Constitution, or the member resigns, in which case such resignation shall be effective on the date specified in the resignation, the member is released under Article 6 of the General Constitution or per the articles or by-laws. Subject to the articles, upon any termination of membership, the member's rights, including any rights in the property of the Corporation, automatically cease to exist.

3.3 Discipline of Members

The Board and the Executive Officers shall have the authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

Violating any provision of the Corporation's articles, by-laws, or written policies.

Carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole discretion, acting reasonably in good faith, and in accordance with section 51 (2) of the Act.

For any other reason that the Board, in its sole and absolute discretion, acting reasonably and in good faith and in accordance with section 51 (2) of the Act, considers necessary, having regard to the purpose of the Corporation.

If the Board or Executive Officers determine that a member should be expelled or suspended from membership in the Corporation, the Executive Director, or such other officer as may be designated by the Board, shall provide twenty (20) 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 Executive Director or other officer designated by the Board in response to the notice received within twenty (20) days. If no written submissions are received by the Executive Director, then the Executive Director, or such other officer as may be designated by the Board or Executive Officers may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received following this section, the Board or Executive Officers will consider such submission when arriving at a final decision. They shall notify the member concerning such final decision within a further twenty (20) days from receipt of the submissions- The Board's or Executive Officer's decision shall be final and binding on the member without any further right of appeal.

Section 4 — Meetings of members

4.1 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the Act, articles, or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the meeting Chair's invitation or by the members' resolution.

4.2 Chair of the Meeting

If the Chair of the Board and Vice-Chair are absent, the Secretary shall chair the meeting.

4.3 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not maintained throughout the meeting.

4.4 Votes to Govern

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or the results of electronic voting, the meeting Chair, in addition to an original vote, shall have a second or casting vote,

4.5 Parliamentary Order

All meetings of members of the Corporation shall be governed by a spirit of Christian love and fellowship and by the accepted rules of parliamentary procedure as outlined in Robert's Rules of Order.

Section 5 — Directors

5.1 Board Composition

The members of the board shall be comprised of a minimum of five (5) members and limited to a maximum of seven (7) members in any given term, until such time the current board members decide to make a change. The board will endeavor to have parity in gender representation. To be an eligible member of the board, candidates seeking board membership should have been a member of the organization for at least two (2) years.

5.2 Description of Directors

Chair of the Board - The Chair of the Board shall be appointed by a majority vote of the members and shall be a director. When present, the Chair of the Board shall preside at all meetings of the Board of Directors and of the members. The Chair shall have other duties and powers as the Board may specify.

Vice-Chair of the Board - The Vice-Chair shall be a director if one is to be appointed. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice Chair shall have other duties and powers as the Board may specify.

Secretary — The Secretary shall be appointed by a majority vote of the members and shall be a director. The Secretary shall attend and be the Secretary of all meetings of the Board, members, and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings, and keep

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

Treasurer - If appointed, the treasurer shall have powers and duties as the Board may specify.

Director — A director shall be appointed by a majority vote of the members.

5.3 Election and Term

Subject to the articles, the members will elect the directors at the annual meeting of members in the year 2025 and at each subsequent annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term of two (2) years following the election.

Section 6 - Meetings of Directors

6.1 Calling of Meetings

The Chair of the Board may call meetings of the Board, the Vice-Chair of the Board, or any two (2) directors at any time, provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Corporation by the Secretary no less than seven (7) days before the time when the meeting is to be held. Notice shall be given by electronic or another communication facility at the director's recorded address for that purpose.

Notice of a meeting shall not be necessary if all the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place are announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting except that a notice of a meeting of directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. 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 after being passed, Still, no other notice shall be required for any such regular meeting except if subsection 34(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Votes to Govern

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 meeting Chair, in addition to an original vote, shall have a second or casting vote.

6.5 Committees

The Board may occasionally appoint any committee or other advisory body deemed necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may sometimes make. Any committee member may be removed by resolution of the Board of Directors.

Section 7 — Officers

7.1 Description of Officers

Unless otherwise specified by the Board, which may, subject to the Act, modify, restrict, or supplement such duties and powers of the offices of the Corporation, if designated and if officers are appointed, they shall have the following responsibilities and controls associated with their positions:

Senior Pastor — The Senior Pastor shall be the highest-ranking ministerial officer of the Corporation and shall be responsible for shepherding and teaching the members. The Senior Pastor will also be responsible for vision casting as directed by God and in accordance with Holy Scripture. The senior pastor shall be subject to the authority of the Board and have spiritual supervision of the affairs of the Corporation.

President -- The President shall be the Corporation's Chief Executive Officer and shall be responsible for implementing the strategic plans and policies. The President shall be subject to the authority of the Board and have overall supervision of the affairs of the Corporation.

Chief Financial Officer —The CFO shall be the Corporation's Chief Financial Officer and shall be responsible for implementing the fiscal policies and plans of the Corporation while ensuring fiscal stewardship and management. The CFO shall be subject to the authority of the Board and have general supervision of the Corporation 's financial affairs.

Executive Director — The ED shall be the operational director of the Corporation and shall be responsible for the execution of all strategic plans and policies as given by the President, ensuring effective stewardship of people, services, and products. The ED shall be subject to the authority of the Board and have managerial supervision of the operational affairs of the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

7.2 Vacancy in Office

In the absence of a written agreement to the contrary and in accordance with the laws of Ontario, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

The officer's successor is appointed.

The officer's resignation.

Such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 8 - Notices

8.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served), other than notice of a meeting of members or a meeting of the Board of Directors, according to the Act, the articles, the by-laws or otherwise to a member, director, officer, or member of a committee of the Board or the public accountant shall be sufficiently given:

If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation, or in the case of notice to a director to the latest address as shown in the last notice that the Corporation sent under section 34 (Notice of directors meeting); or if provided in the form of an electronic document under Part 17 of the Act.

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 three days after the communication was delivered to the 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. The Secretary may change or cause the recorded address of any member, director, officer, public accountant, or member of a committee of the Board to be changed 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. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written, or printed or partly written, stamped, type-written, or printed.

8.2 Invalidity of any Provisions of this By-law

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

8.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 9 - Dispute Resolution

9.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved by mediation and/or arbitration as provided in Section 9.2 of this by-law.

9.2 Dispute Resolution Mechanism

If a dispute or controversy among members, directors, officers, committee members, or volunteers of the Corporation, arising out of or related to the articles or by-laws or out of any aspect of the operations of the Corporation, is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or, if applicable, the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, the parties shall submit the dispute to be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, per the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The arbitrator's decision shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.

All costs of the mediators appointed under this section shall be borne equally by the parties to the dispute or the controversy. All expenses of the arbitrators appointed under this section shall be borne by such parties as may be determined by the arbitrators.

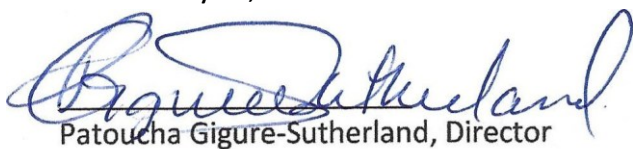
Section 10 - Effective Date

10.1 Effective Date

Subject to matters requiring a special resolution as outlined in section 103 (1) (g), (k), and (l), this by-law shall be effective when passed by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 30th day, 1st month, 2024th year and confirmed by the members of the Corporation by special resolution on the 10th day, 6th month, 2024th year.

Dated: July 16, 2024



Patoucha Gigure-Sutherland, Director



Bukola Watson, Director