

Special Resolutions pertaining to bylaw amendment for The Metropolitan Bible Church Ministry Corporation:

1. Resolution to change the fiscal year end:

Whereas the current fiscal year end of the Metropolitan Bible Church Ministry Corporation ends on December 31;

Whereas the Corporation desires to adopt a change to its fiscal year end to July 31;

Be it resolved that the year-end for the fiscal year that began on January 1, 2024, will be July 31, 2024;

Be it resolved that as of August 1, 2024, and henceforth the fiscal year will be August 1 to July 31.

-Andrew Harwood
Secretary, Metropolitan Bible Church Ministry Corporation

2. Resolution to amend the Bylaw:

Whereas the Ontario's Not-for-Profit Corporations Act (ONCA) replaced Ontario's Corporations Act on October 19, 2021;

Whereas the Bylaw now in force was last amended on October 28, 2018;

Whereas the Corporation's Bylaws is to be ONCA-compliant within three years of ONCA coming into effect, or ONCA will apply;

Whereas the Corporation desires to amend its Bylaws to comply with ONCA;

Whereas the Corporation also desire to effect certain other amendments to its Bylaw;

Be it resolved that the Bylaws of the Corporation is being amended as presented to the Membership.

- Andrew Harwood
Secretary, Metropolitan Bible Church Ministry Corporation

The Metropolitan Bible Church Ministry Corporation Bylaw Review

Summary of Proposed Changes

1. New terms Biological Sex, Gender, and Ineligible Individual have been introduced in definitions.

2. A Members may request to be removed from membership while he/she is in a disciplinary process with the Board.
3. When the Board determines to expel or suspend a Member, it shall provide its reasons in writing and the Member will have an opportunity to submit written submissions, which will be considered by the Board in making its final decision.
4. Ineligible Individuals as per the Income Tax Act (Canada), serving as Director or Officer, is required to inform the Board immediately upon learning that he has become an Ineligible Individual. The Board is to consider and decide whether the Director or Officer can continue in his role.
5. A Director conflicted on any matter being considered by the Board is required to disclose such conflict and not participate in the discussion and decision.
6. The Board term limits for Directors will also apply to Officers.
7. Change of fiscal year end from Dec 31 to July 31. This change will align budget planning with our ministry year and will also capture the high giving months of November and December mid-year, allowing for better fiscal management.
8. Member meetings may also be conducted electronically if adequate means are provided for Members to communicate with each other.
9. The process for Member Proposals to be discussed with the Board and submitted to the Board is laid out with associated response times.
10. Reference to the Corporations Act has been updated to the Not-for-Profit Corporations Act.

Background

As of October 19, 2021, the Not-for-Profit Corporations Act (ONCA) is in force. ONCA generally applies automatically to all Ontario not-for-profit corporations. The Met, an existing not-for-profit corporation was previously governed under the Corporations Act and hence has a three-year transition from the date ONCA came into force to make any necessary changes to their incorporating and other documents to bring them into conformity with ONCA.

The Met Board has reviewed our Bylaws, ratified by the Members on 28 October 2018, and has approved the following amendments for consideration and approval by Members. These proposed amendments have been vetted by legal counsel who have confirmed stating that, “the proposed Bylaw changes once enacted The Met should be compliant with the requirements of ONCA.”

Proposed Bylaw Amendments for Approval by Members

Definitions:

Definitions - Biological sex

Reads...N/A

Should Read:

Biological Sex and **gender** mean biologically and genetically male or female, as observed at birth from a baby’s reproductive organs, and confirmed by their DNA / chromosomes. Terms

including **male, female, man, men, woman, women** refer to a person's gender / biological sex as defined here. This definition is limited to individuals who are fully biologically male or fully biologically female as opposed to those exceptionally rare cases where individuals are born with a disorder of sex development that renders their sex biologically ambiguous (i.e. intersex conditions).

Definitions – Ineligible Individual

Reads...N/A

Should read...

Ineligible Individual has the meaning in section 149.1 of the Income Tax Act (Canada), as amended from time to time.

Definitions - Leaders

Reads...simply moved from Article 4.

Leaders means Pastors, Directors, Deacons, and the incumbents of those positions the Board deems from time to time to be leadership positions with responsibilities for oversight of programs or ministry of the Church.

Membership Review 5.3(c)

Source: ONCA

Reads:

The Board shall remove from Membership any person who delivers to the Board a written request to be so removed, unless such person is under church discipline, in which case, at the discretion of the Board, the Membership may not be terminated until the disciplinary process outlined in Article 5.4 is complete.

Should read:

The Board shall remove from Membership any person who delivers to the Board a written request to be so removed.

Membership Review 5.4(g)

Source: ONCA

Reads:

It is important that the restoration ministry involved in church discipline, once begun, can be completed. To prevent the expedient resignation by a Member who attempts to avoid church discipline procedures, a request to withdraw from Membership will not take effect until the disciplinary proceedings are finished, unless otherwise agreed to by the Board. At any point in the disciplinary process, the Board may temporarily suspend voting privileges of the Member in question.

Should read:

At any point in the disciplinary process, the Board may temporarily suspend voting privileges of the Member participating in the disciplinary process.

Membership Review 5.4(h,i)

Source: ONCA

Reads: N/A

Should read:

(h) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, a Director, 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 Board up to five (5) days before the end of the notice period.

(i) In the event that no written submissions are received, a Director designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with section 5.4(h), 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.

Qualification for Leaders 6.1

"Definition of Leaders" moved from here to the Definitions section of the Bylaw.

The Board 7.2(e)

Source: Legal Counsel [1]

Reads: Proposed 7.2(e)

Should read:

(e) Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer within thirty (30) days after such disclosure is made. If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified and will immediately cease to be a Director or Officer, as applicable.

[1] The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

The Board 7.2(f)

Source: ONCA

Reads: Proposed 7.2(f)

(f) A Director or Officer is required to disclose any material interest on matters being considered by the Board, at the first meeting where such matters are being considered.

(i) The disclosure must be captured in the minutes;

(ii) The remaining Directors will decide on whether the Director or Officer is in conflict and should recuse himself from the discussion and the decision. Exceptions to recuse would be his remuneration, a contract or transaction for indemnity or insurance, or a contract or transaction with an affiliate;

(iii) If so decided, the Director or Officer shall not attend that part of the meeting; and

(iv) The remaining Directors will form quorum, if quorum is not present due to conflicted Directors being recused.

The Board 7.2(l and m)

Source: The Met

Reads: Current 7(l and m) becomes 7.2(n and o) due to above insertions and is edited to read (edits highlighted):

(n) The normal term of office for Directors shall be for a duration of three years; however, if a vacancy occurs on the Board because a previously elected Director did not complete his full term, then his vacancy shall be filled by a Director who shall serve a term equal to the duration of his uncompleted term (be that one or two years). If the vacancies on the Board are for terms of differing durations:

(i) Any successful candidate who cannot fill a 3-year term (because that would result in his being a Director or Officer for more than 6 consecutive years) shall be permitted to fill a term of lesser duration that will not result in his being a Director or Officer for more than 6 consecutive years; and then

(o) A Director shall not serve for more than two consecutive terms. A former Director is eligible for re-election after one year of absence from the Board in the capacity of a Director or an appointed Officer.

Fiscal Year-end (8.1)

Source: The Met

Reads...

The fiscal year of the Church shall end on December 31.

Should read...

The fiscal year of the Church shall end on July 31.

Calling of Meetings (8.3)

Source: ONCA

Proposed addition:

Meeting of members are generally to be in-person, however the Directors may decide to conduct meetings entirely by telephony or electronic means. In such case, participants will be provided adequate means to communicate with each other.

Quorum (8.7)

Source: ONCA

Proposed addition:

If telephonic or electronic participation can be logged and adequate communication with the membership has been provided, telephonic and electronic participants shall be considered present in person.

Member's Right to Submit and Discuss Proposals Voting 8.9(a)

Source: ONCA / MET

Reads...

(a) In addition to informal discussion, the Board of Directors encourages dialogue and welcomes ideas that strengthen the Corporation and further its objects. The Board invites Members to contact the Directors with constructive ideas and concerns. The Board shall handle and consider suggestions, recommendations, and grievances upon the part of any Member or organization within or affiliated with the Metropolitan Bible Church. The issue will be discussed at a Directors' meeting and will be properly documented. Beyond this dialogue, a formal process to submit and discuss proposals is also available to Members in exceptional cases where the issue has been taken to the Board for discussion at a Directors' meeting, but the Member remains dissatisfied with the Board's response. A Member entitled to vote at an Annual Meeting of the Members may:

(i) Give the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a "proposal"; and

(ii) Discuss at the meeting any matter that is included on the meeting agenda.

Should read...

(a) The Board welcomes ideas that strengthen the Corporation and further its objectives. The Board invites Members to contact Directors with constructive ideas and concerns. The following process is encouraged for proper consideration of Member suggestions, recommendations, and grievances by the Board:

(i) The Member should contact the Board and request for an opportunity to discuss the details of their ideas or suggestions or grievances;

(ii) The Board shall provide the Member an opportunity to discuss their ideas or suggestions or grievances with designated Board officers or directors within 30 days of receiving a request noted in (i);

(iii) The Board shall provide a written response to the Member regarding their ideas or suggestions or grievances, within 30 days of the discussion noted in (ii) above.

(b) The Member who is dissatisfied with the Board's response, preferably having followed the process set-out in 8.9(a) above, may:

(i) Give the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a “proposal”; and

(ii) Discuss at the meeting any matter that is included on the meeting agenda.

Member’s Right to Submit and Discuss Proposals Voting 8.9(e)

Source: ONCA

Reads...N/A

Should Read... In the event that the Board decides to not include proposal in a notice of meeting, it shall, within 10 days after the day on which it receives the proposal, notify the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

Borrowing Power (9.4)

Source: ONCA

Reads...

Subject to the Corporations Act (of Ontario) and upon an affirmative two-thirds vote of Members present at a meeting of Members called by the Board, the Corporation may:...

Should read...

Subject to the Not-for-Profit Corporations Act, 2010, S.O. c.15 (of Ontario) and upon an affirmative two-thirds vote of Members present at a meeting of Members called by the Board, the Corporation may:...