

MINUTES OF A MEETING OF THE MEMBERS of ELIM FELLOWSHIP CANADA the “Corporation”) held at the Registered Head Office of the Corporation, on the 17th day of December, 2025.

Present:

With the consent of the meeting, Ralph Byrna acted as Chair of the meeting, and Destiny Raine Freeman acted as Secretary of the meeting.

CONSTITUTION OF MEETING

The Chair stated that a quorum of the members of the Corporation were personally present and that notice of the meeting had been sent to all members in accordance with the by-laws of the Corporation, proof of such notice and attendance of members at the meeting was taken and maintained by the Secretary and shall be available upon request. The Chair therefore declared the meeting to be regularly constituted for the transaction of business.

ARTICLES OF AMENDMENT

On motion duly made, seconded and carried by a Special Resolution,

BE IT ENACTED AND IT IS HEREBY ENACTED that the special resolution of the Corporation, as approved by the directors of the Corporation, in the following form, is confirmed as a special resolution of the Corporation that:

1. in the best interests of the Corporation and its members, the Corporation should apply for a Certificate of Amendment by filing Articles of Amendment, pursuant to and in compliance with the Canada Corporations Act (Canada) are repealed effective the date executed; and
2. with Corporations Canada in order to provide that
 - a. there shall be one class of Membership in the Corporation;
 - b. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more registered Canadian charities;
 - c. commercial purposes, if any, included in the Certificate and Articles of Continuance of the corporation, and any amendments made to such articles are intended only to advance or support one or more of the non-profit purposes of the Corporation. No part of the Corporation’s profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a Member, a Director or an Officer of the Corporation except in furtherance of its activities or as otherwise permitted by the Canada Not-for-profit Corporations Act (Canada).
 - d. a Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Canada Not-for-profit Corporations Act (Canada).
 - e. No director shall receive remuneration for services provided in their capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties.

3. that the proper officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

BY-LAWS

On motion duly made, seconded and carried by a Special Resolution,

BE IT RESOLVED AND IT IS HEREBY RESOLVED by the Members of the Corporation that:

1. By-law #1, being a by-law relating to the constitutional affairs of the Corporation, a draft form of which attached as Schedule "A" to these meeting minutes, be and the same is hereby passed as a by-law of the Corporation;

2. Section 5.1 By-law #2 a draft form of which is attached as Schedule "B" to these meeting minutes, shall expand the compilation of the Board of Directors of the Corporation to be a range with a minimum of five (5) Directors and a maximum of nine (9) Directors;

3. Section 3.1 of By-law #2 sets forth the new qualifications for Membership in the Corporation as the following:

i. The Membership of the Corporation shall consist of:

a) The applicants for the incorporation of the Corporation;

b) Each Partner Church meeting the conditions of Membership set out in sub-article 3.2 hereof whose application for Membership in the Corporation has been approved by

the Council of Elders pursuant to sub-article 3.4 hereof; and

c) Any individual holding a valid Certificate of Affiliation issued in accordance with article 14 hereof.

On motion duly made, seconded and carried by an Ordinary Resolution,

BE IT RESOLVED AND IT IS HEREBY RESOLVED by the Members of the Corporation that:

1. By-law #2, being a by-law relating generally to the affairs of the Corporation, in compliance with the Canada Not-for-profit Corporations Act (Canada) and a draft form of which attached as Schedule "B" to these meeting minutes, be and the same is hereby passed as a by-law of the Corporation;

2. all previous versions of the By-laws of the Corporation made pursuant to the Canada Corporations Act (Canada) are repealed effective the date executed; and

3. the proper officers of the Corporation be and are hereby authorized and directed to sign By-law #1 and By-law #2 and to place the signed copy thereof in the minute book of the Corporation.

TERMINATION

There being no further business before the meeting, the meeting then terminated.

At the beginning of the meeting, Jean-Marc Tasse made the motion for Ralph Byma to chair the members' meeting, MaryAnn Slagter seconded, and the motion was carried.

Anthony Farrugia made the motion to approve the new bylaws, it was seconded by John Binns and the motion was carried.

During the meeting, Ralph Byma brought forward an amendment to the 2025 Annual Business meeting's minutes to adjust Anouk Dubreuil's director's term from 2 years to 3 years. Everyone agreed.

Jamie Slagter made the motion to adjourn the meeting, Destiny Freeman seconded it, and it was carried.

Minutes Submitted by:

Destiny Raine Freeman
Corporate Secretary
Elim Fellowship Canada