

Summary of ONMB Bylaw Changes – [Updated for Draft 2](#)

Note: Very minor wording updates are not listed in this table. For example, the word “Corporation” was replaced with “Ontario Conference” throughout the document.

<b><a href="#">PREAMBLE/INTRODUCTION</a></b>	<ul style="list-style-type: none"> <li>• Updated to accurately reflect Letters Patent.</li> </ul>
Prayer for Conference	<ul style="list-style-type: none"> <li>• NEW</li> </ul>

**PART 1 – DEFINITIONS AND RELATIONSHIPS**

Article 1 Interpretation	
1.1 Meaning of Words	
1.2 Defined Terms	<ul style="list-style-type: none"> <li>• New terms added, terms removed and definitions updated.</li> <li>• <a href="#">OCA</a> and <a href="#">ONCA</a> versions included.</li> <li>• <a href="#">1.2.2 updated</a></li> <li>• <a href="#">1.2.25 added</a></li> </ul>
1.3 Corporations Act Terms	
Article 2 Canadian Conference of the Mennonite Brethren Churches	
2.1 Relation to the Canadian Conference	<ul style="list-style-type: none"> <li>• Aligned to CCMBC noting ONMB membership.</li> </ul>
2.2 Organization of Provincial Conferences	
2.3 Authority of the Conferences	<ul style="list-style-type: none"> <li>• NEW – based on CCMBC recommendations</li> </ul>
Article 3 Statement of Faith and Mission	
3.1 Statement of Faith	<ul style="list-style-type: none"> <li>• Corrected and aligned to CCMBC</li> </ul>
3.2 Mission	
Article 4 Head Office	<ul style="list-style-type: none"> <li>• Updated to Niagara</li> </ul>
Article 5 Seal	

**PART 2 – MEMBERSHIP AND MEETINGS**

Article 6 Membership	<ul style="list-style-type: none"> <li>• Updated for new two classes of membership.</li> </ul>
6.1 Membership Requirements	<ul style="list-style-type: none"> <li>• NEW</li> </ul>
6.1.1 Member Church Requirements	<ul style="list-style-type: none"> <li>• <a href="#">6.1.1 updated</a></li> </ul>
6.1.2 Convention Member Requirements	
6.2 Rights of Membership	<ul style="list-style-type: none"> <li>• NEW</li> </ul>
6.2.1 Rights of a Member Church	
6.2.2 Rights of a Convention Member	
6.3 Membership Responsibilities	<ul style="list-style-type: none"> <li>• NEW (includes Article 17.2)</li> </ul>
6.3.1 Member Church Responsibilities	
6.3.2 Convention Member Responsibilities	
6.4 Applications for Membership	<ul style="list-style-type: none"> <li>• Formerly 6.2 (replaces Article 17)</li> </ul>
6.4.1 Member Church	<ul style="list-style-type: none"> <li>• NEW</li> <li>• <a href="#">Item (2) and (4) removed word “certified”</a></li> </ul>

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6.4.2 Convention Member	<ul style="list-style-type: none"> <li>• NEW. <b>ONCA</b> version.</li> <li>• <a href="#">Updated wording &amp; added steps for clarity.</a></li> <li>• <a href="#">Include wording for Associate Church.</a></li> </ul>
6.5 Voting by Members	<ul style="list-style-type: none"> <li>• Updated. Formerly 6.3 <b>ONCA</b> version.</li> </ul>
6.5.1 Appointment of Voting Representatives by a Member Church	<ul style="list-style-type: none"> <li>• Formerly 6.4.1 Updated.</li> <li>• Old 6.4.2 Alternate Delegates deleted.</li> </ul>
6.5.2 Convention Members as Voting Representatives	<ul style="list-style-type: none"> <li>• NEW. <b>OCA</b> and <b>ONCA</b> versions.</li> <li>• (Old 6.5 Non-Voting Members deleted)</li> </ul>
6.6 Office Holder Requirements	<ul style="list-style-type: none"> <li>• Updated and conditions clarified</li> <li>• <a href="#">6.6.5 Associate Church updated</a></li> </ul>
6.7 Transfer of Membership	<ul style="list-style-type: none"> <li>• Membership made non-transferable</li> </ul>
6.8 Suspension or Revocation of Membership of a Member Church	<ul style="list-style-type: none"> <li>• Updated heading</li> </ul>
6.8.1 Investigation	<ul style="list-style-type: none"> <li>• Updated. (formerly under 6.8)</li> </ul>
6.8.2 Suspension Procedure	<ul style="list-style-type: none"> <li>• NEW</li> </ul>
6.8.3 Revocation Procedure	<ul style="list-style-type: none"> <li>• NEW</li> <li>• <a href="#">Minor update to capitalize “Special Resolution”</a></li> </ul>
6.9 Termination of Membership of a Member Church	<ul style="list-style-type: none"> <li>• Updated list of events</li> <li>• <a href="#">Minor update to capitalize “Special Resolution”</a></li> </ul>
6.10 Reintegration of a Member Church	<ul style="list-style-type: none"> <li>• NEW</li> </ul>
6.11 Division or Merging of a Member Church	<ul style="list-style-type: none"> <li>• Formerly 17.3. Updated.</li> </ul>
6.12 Closing of a Member Church	<ul style="list-style-type: none"> <li>• Formerly 17.4. Updated.</li> </ul>
6.13 Autonomy of a Member Church	<ul style="list-style-type: none"> <li>• NEW</li> </ul>
6.14 Liability of a Member Church	<ul style="list-style-type: none"> <li>• Formerly 6.10</li> </ul>
6.15 Membership of an Individual in a Member Church	<ul style="list-style-type: none"> <li>• NEW</li> </ul>
Article 7 Meetings of the Members	(formerly Article 10)
7.1 Annual Meeting	<ul style="list-style-type: none"> <li>• Aligned to CCMB requirements. <b>ONCA</b> version.</li> <li>• <a href="#">Added clarity about electronic meetings</a></li> </ul>
7.2 Special Meeting	<ul style="list-style-type: none"> <li>• Removed word General.</li> </ul>
7.3 Notice of Meetings	<ul style="list-style-type: none"> <li>• Updated for electronic meetings. <b>ONCA</b> version.</li> </ul>
7.4 Quorum	<ul style="list-style-type: none"> <li>• Updated terms.</li> <li>• <a href="#">Deleted text to simplify procedures.</a></li> </ul>
7.5 Voting by Members	
7.6 Show of Hands	<ul style="list-style-type: none"> <li>• Updated terms.</li> </ul>
7.7 Chair	
7.8 Parliamentary Procedure	<ul style="list-style-type: none"> <li>• Formerly Polls. Old deleted. New content added.</li> </ul>
7.9 Adjournments	
7.10 Written Resolutions	
<b>7.11 Member Proposals</b>	<ul style="list-style-type: none"> <li>• <b>NEW ONCA version</b></li> </ul>

**PART 3 – THE BOARD, OFFICERS AND COMMITTEES**

Article 8 Board	(formerly Article 7)
8.1 Number of Board Members	<ul style="list-style-type: none"> <li>Updated board size. <b>OCA</b> and <b>ONCA</b> versions.</li> </ul>
8.2 Quorum	<ul style="list-style-type: none"> <li>Updated to use a percentage instead of fraction.</li> </ul>
8.3 Remuneration of Board Members	
8.4 The Duties of the Board	<ul style="list-style-type: none"> <li>Updated duties. Aligned to CCMBC</li> </ul>
8.5 Responsibility for Acts	
Article 9 Election of Board	(formerly Article 8)
9.1 Election	<ul style="list-style-type: none"> <li>Include reference to Letter Patent from 7.2.</li> </ul>
9.2 Tenure	<ul style="list-style-type: none"> <li>Formerly Re-Election. Clarified term lengths.</li> </ul>
9.3 Qualifications of Board Members	<ul style="list-style-type: none"> <li>Formerly 7.3 Added more details.</li> <li><b>Removed 9.3.4. Added to 12.2.2.</b></li> </ul>
9.4 Nominations	<ul style="list-style-type: none"> <li>Formerly 8.3 Clarified and added references.</li> </ul>
9.5 Election Method	<ul style="list-style-type: none"> <li>Formerly 8.4 Align to CCMBC.</li> </ul>
9.6 Voting Forms	<ul style="list-style-type: none"> <li>Formerly 8.5 Forms</li> </ul>
9.7 Removal of Board Members	<ul style="list-style-type: none"> <li>Formerly 7.6. Added reference to Nominating Committee.</li> <li><b>Reference added to 12.2.2.</b></li> </ul>
9.8 Vacancies	<ul style="list-style-type: none"> <li>Formerly 7.5. Updated term of replacement members.</li> </ul>
Article 10 Executive Officers	(formerly Article 11)
10.1 Election/appointment of Executive Officers	<ul style="list-style-type: none"> <li>Include reference to Executive Committee role.</li> <li><b><u>Change Secretary and Treasure to be Board members.</u></b></li> </ul>
10.2 Chair	
10.3 Vice Chair	
10.4 Secretary	<ul style="list-style-type: none"> <li>Updated responsibilities to align with Act.</li> <li><b><u>Updated as per 10.1 – see document</u></b></li> </ul>
10.5 Treasurer	<ul style="list-style-type: none"> <li><b><u>Updated as per 10.1 – see document</u></b></li> </ul>
10.6 Executive Director	<ul style="list-style-type: none"> <li>NEW – Executive Director is an Officer</li> </ul>
10.7 Other Officers	<ul style="list-style-type: none"> <li>Formerly 11.6</li> </ul>
Article 11 Meetings of the Board	(formerly Article 9)
11.1 Notice of Meetings	
11.2 Meetings by Electronic Conference	
11.3 Voting	<ul style="list-style-type: none"> <li>Include consensus language</li> </ul>
11.4 Absence from Meetings	
11.5 Written Resolutions	
Article 12 Committees	<ul style="list-style-type: none"> <li>Formerly Standing Committee. Included Article 14 &amp; 15.</li> <li>Added reference to minute keeping required by Act.</li> </ul>
12.1 Executive Committee	
12.1.1 Composition	
12.1.2 Powers	
12.1.3 Limitation of Actions	
12.1.4 Quorum and Rules for Meetings	
12.2 Nominating Committee	

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12.2.1 Composition	<ul style="list-style-type: none"> <li>• Clarified composition including section references.</li> </ul>
12.2.2 Duties	<ul style="list-style-type: none"> <li>• <a href="#">Clarified nominations process.</a></li> <li>• <a href="#">Added reference to skills needed for Board members</a></li> </ul>
12.2.3 Limitation of Actions	
12.3 Finance Review Committee	<ul style="list-style-type: none"> <li>• Formerly “Audit Review Committee”</li> </ul>
12.3.1 Composition	
12.3.2 Meetings	
12.3.3 Duties	<ul style="list-style-type: none"> <li>• Updated. <a href="#">ONCA</a> version.</li> </ul>
12.4 Provincial Faith and Life Team	<ul style="list-style-type: none"> <li>• Formerly “Faith and Life Committee”</li> </ul>
12.4.1 Composition	<ul style="list-style-type: none"> <li>• Updated size and candidates.</li> </ul>
12.4.2 Meetings	
12.4.3 The Mandate	<ul style="list-style-type: none"> <li>• <a href="#">Updated duties. Aligned to CCMBC.</a></li> <li>• <a href="#">Updated wording in item (8)</a></li> </ul>
12.5 Governance Committee	<ul style="list-style-type: none"> <li>• Formerly 13.6.</li> <li>• Old Article 13.5 Church Extension Committee removed.</li> </ul>
12.5.1 Composition	<ul style="list-style-type: none"> <li>• Add new details</li> </ul>
12.5.2 Duties	<ul style="list-style-type: none"> <li>• Detailed list of duties created to match bylaws</li> </ul>
12.6 Other Committees	<ul style="list-style-type: none"> <li>• Formerly Article 14</li> </ul>
12.6.1 Composition	<ul style="list-style-type: none"> <li>• NEW</li> </ul>
12.6.2 Mandate	<ul style="list-style-type: none"> <li>• NEW</li> </ul>
12.6.3 Termination	<ul style="list-style-type: none"> <li>• Removed committee termination on Board change.</li> </ul>
12.7 Rules Governing Committees	<ul style="list-style-type: none"> <li>• Formerly Article 15. Clarified and expanded rules.</li> </ul>
Article 13 Protection of Board Members and Officers	(formerly Article 18)
13.1 Board Members and Officers Liability Exclusion	
13.2 Pre-Indemnity Considerations	
13.3 Indemnification of Board Members, Officers and Others	<ul style="list-style-type: none"> <li>• Heading updated to include “and Others”</li> </ul>
13.4 Insurance	
Article 14 Conflict of Interest and Dispute Resolution Policies	<ul style="list-style-type: none"> <li>• Formerly Article 19</li> <li>• Updated list of individuals included</li> <li>• Added requirement for Dispute Resolution policy</li> </ul>

**PART 4 – STAFF AND AGENCIES**

Article 15 Conference Employees and Representatives	(formerly Article 12)
15.1 Executive Director	<ul style="list-style-type: none"> <li>• Updated responsibilities.</li> </ul>
15.2 Other Employees	
15.3 Representatives	<ul style="list-style-type: none"> <li>• Formerly 12.4. Deleted old 12.3 as conflicting with 12.1.</li> </ul>
Article 16 Ontario Conference Associations	<ul style="list-style-type: none"> <li>• Renamed Article</li> </ul>
16.1 Separately Incorporated Agencies	<ul style="list-style-type: none"> <li>• <a href="#">Updated list of agencies to those remaining. Removed list of agencies to simplify bylaw</a></li> <li>• Included COF reference.</li> </ul>

16.2 Associate Churches	<ul style="list-style-type: none"> <li>• <b>NEW</b></li> <li>• <a href="#">Updated – see document for complete details</a></li> <li>• <a href="#">Associate Churches to be approved by Members</a></li> <li>• <a href="#">Five year renewable term</a></li> </ul>
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#### **PART 5 – RECORDS AND FINANCE**

Article 17 Execution of Documents 17.1 Cheques, Drafts, Notes, etc. 17.2 Execution of Documents 17.3 Books and Records	(formerly Article 20)
Article 18 Banking Arrangements 18.1 Board Designated Bankers 18.2 Deposit of Securities	(formerly Article 21)
Article 19 Borrowing by the Ontario Conference 19.1 Board May Borrow 19.2 Specific Borrowing Authority	(formerly Article 22)
Article 20 Financial Year	(formerly Article 23)
Article 21 Appointment of Auditor <b>or</b> <b>Public Accountant</b> by Members	<ul style="list-style-type: none"> <li>• Formerly Article 24</li> <li>• <b>ONCA allows for a Review Engagement by Public Accountant.</b></li> </ul>

#### **PART 6 – NOTICE, AMENDMENTS AND DISSOLUTION**

Article 22 Notice 22.1 Method of Notice 22.2 Computation of Time	(formerly Article 25)
22.3 Omissions and Errors	• <b>ONCA include Public Accountant.</b>
Article 23 Bylaw Amendments	• Formerly Article 26.
23.1 Notice of Bylaw Amendment and Enactment	• New. Defines bylaw amendment process.
23.2 Approval by Members	• New. Clarifies voting on resolution.
23.3 Repeal of Prior Bylaws 23.3.1 Repeal 23.3.2 Exception 23.3.3 Proviso	• Formerly Article 27
<b>23.4 Bylaw Proposal Review</b>	• <b>ONCA only. Allows for Member proposal.</b>
Article 24 Dissolution 30.1 Voting 30.2 Disposition of Assets	• NEW
Article 25 Effective Date	<ul style="list-style-type: none"> <li>• Formerly Article 28</li> <li>• <b>Dates to be updated once approved.</b></li> </ul>