

Why do we need to update the ONMB Bylaw?

- A. The Ontario Corporations Act (OCA) is being updated and all corporations will be required to update their bylaws to be compliant with the new Ontario Not-for-profit Corporations Act (ONCA).
- B. In 2021, revisions are being approved to the CCMBC Bylaw to implement the approved Collaborative Model. With these changes, CCMBC is recommending that the provincial conferences consider updating their bylaws to bring them into alignment with national.
- C. Some of the articles in the current bylaw are not clearly written and have created confusion. New circumstances have arisen and should be included in the bylaw. Some best practices should be considered to assist in the operations of the conference.

A. How do you make bylaws ONCA compliant?

- Most of the requirements are already met in the current bylaw.
- Where new options are available in ONCA, bylaws must specify how the situation will be handled, to include or exclude the options (e.g. a number range be used for the size of the Board).
- Where a new power has been granted, bylaws may need to outline a process for handling this new power (e.g. membership proposals at annual meetings).
- Finally, there must be a check that the existing bylaw does not contradict any of the rules that must be followed in ONCA.

B. What kind of alignment changes are needed?

CCMBC has provided a checklist offering suggestions based on an analysis of the bylaws from all 6 provinces, including:

- affiliation/relationship to the national conference
- integration of the Confession of Faith
- church membership (rights, requirements, responsibilities, application, suspension, termination, reintegration, division, closing, transfer, liability, autonomy, “in good standing”, etc.)
- provincial Faith and Life Team relationship to national
- allowing national reporting & voting at provincial conventions
- participating in the National Assembly
- dissolution of the provincial conferences, etc.

C. Best Practices

Opportunities to strengthen the operations of the ONMB include:

- reorganize/reformat articles to group like content together
- improving election practices (remove the use of a slate)
- clarifying the terms of specific officers
- better handling of affiliate/associated churches and ministries
- clarifying the use of external policy documents
- specify details of bylaw amendment process
- include article on dissolution process, etc.

Bylaw Revision Strategy

1. Reformat the current bylaw and publish as the current version to assist in tracking changes.
2. Revise the existing bylaw, retaining the current Articles and structure to more easily identify where changes have been made.
3. Vote to approve the complete revision (not article by article).*

*Note: ONCA was written in 2010, but has not yet been enacted. Covid-19 has delayed the legislation. A two step process is being considered. At February 2021 convention, if ONCA has not been enacted, then a revised OCA compliant bylaw will be passed.

OCA Version and ONCA Version

- Most bylaw amendments will work under both OCA and ONCA.*
- Two versions have been combined into one document:
 - Text with green highlights is used by OCA only.
 - Text with blue highlights is used by ONCA only.
- All blue text is removed (keep green) to create a bylaw under OCA.
- All green text is removed (keep blue) to create a bylaw under ONCA.
- If ONCA has been enacted by the 2021 Convention, then only the ONCA version will need to be approved by churches.

*Note: There are several bylaw changes made to comply with ONCA that are not highlighted in blue because they are currently allowed under OCA. These unmarked ONCA compliant changes must be included in the final bylaw. There is more to ONCA compliance than just the blue text.

Member Differences: OCA vs ONCA

- OCA allows for a delegate model to be used when a corporation or a church is a Member of the Conference. OCA allows for a voting representative ratio of 1 in 25 church members so that voting representation is based on the size of the Member Church.
- ONCA requires that a corporation or church be represented by a single individual selected by the church. This means every Member Church, regardless of size, has a single voting representative at Convention. To resolve this issue, a second class of Member (Convention Member) has been proposed to produce the voting representative ratio of 1 in 25 church members used today.
- The goal is to retain the current delegate model for voting at conventions when moving from OCA to ONCA.

Why Two Classes of Membership?

Based on advice from legal counsel:

- The Ontario Conference can move to using two membership classes right away (filing an application under OCA). OCA allows for two membership classes. Using two classes now will simplify the transition to ONCA when it is enacted.
- The two classes are **Member Churches** and **Convention Members**.
- It is the **Member Churches** who are the Members of the Ontario and Canadian MB Conferences.
- The **Convention Members** are individuals who are the voting representatives sent from a Member Church to a Convention (using the 1 in 25 ratio). At the close of the Convention, the membership of the Convention Members ends.

Summary of Major Changes

1. Members in the Corporation are now the Member Churches to align with the national conference bylaw.
2. Church Membership best practices, based on the CCMBC checklist, have been introduced.
3. The Board, Officers and Committees have been clarified and best practices included to assist in conference operations.
4. Associate Church status has been defined.
5. Finally, sections of the bylaw were moved and articles were grouped together so that the bylaw is now organized into 6 parts.

Proposed Timeline/Process

- Legal review of draft 1 (completed)
- Town Hall meetings with churches in October to review draft 1
- Revisions to create draft 2
- Regional gatherings with churches in November to review draft 2
- Revisions to create final draft
- Final legal review
- Board approves final draft
- Final draft sent out to all Churches in December
- Vote at February Convention 2021