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General Operating Bylaw (220226) of the Ontario Conference of Mennonite Brethren Churches

General Operating Bylaw (210220)

A bylaw relating generally to the conduct of the affairs of the
Ontario Conference of Mennonite Brethren Churches

INTRODUCTION

Whereas by Letters Patent issued under the Act and dated the 8th day of July, 1932, and amended by Supplementary Letters Patent on the 30th day of August, 1971, and on the 18th day of February, 2005, the Corporation named, "The Ontario Conference of Mennonite Brethren Churches", hereinafter referred to as the "Corporation" or the "Ontario Conference", was incorporated for the following ministry reasons:

1. To establish and maintain places of worship.
2. To build colleges, seminaries and other institutions of learning for the training and education of the public.
3. To set apart individuals for Christian ministry to serve the churches of the Conference and the larger community of Christians in leadership and spiritual functions.

And whereas it is considered expedient to enact a General Operating Bylaw relating generally to the conduct of the affairs of the Ontario Conference, be it therefore enacted as a bylaw of the Ontario Conference as follows:

Prayer for the Conference

"Father God, we humbly bring the words of this Bylaw before You and we pray for the health of our denomination and conference of churches. While we understand that these words are written under the authority of government acts, we proclaim that our heart, soul, mind and strength are dedicated to You, Lord Jesus, and to Your service to bring You glory. Lord, please help all who seek guidance in this Bylaw to deal with one another according to Your words in scripture under the guidance of the Holy Spirit. Amen."

PART 1 – DEFINITIONS AND RELATIONSHIPS

Article 1 Interpretation

1.1 Meaning of Words

In this Bylaw and all other bylaws and resolutions of the Ontario Conference unless the context otherwise requires:

- 1.1.1 the singular includes the plural;

1.2 Defined Terms

- 1.2.1 "Act" means the Not-for-Profit Corporations Act, 2010, S.O. 2010, Chapter 15, and any statute amended or enacted in substitution therefor, from time to time;
- 1.2.2 "Associate Church" is a church that has been granted standing by the Members as defined in Section 16.2, and receives privileges as defined by Ontario Conference policies. Associate Churches are not Member Churches of the Ontario Conference;
- 1.2.3 "Associate Church Representative" is an individual from an Associate Church who has been granted standing by the Board to be an office holder as allowed for in Section 6.6.5;
- 1.2.4 "Board" means those established by the Voting Representatives to oversee and administer the affairs of the Ontario Conference. The Board is the board of directors of the Ontario Conference;
- 1.2.5 "Board Chair" means the person elected to be the Chair of the Board, who will be the president of the Ontario Conference and may also be known as the Moderator;
- 1.2.6 "Canadian Conference" means the Canadian Conference of the Mennonite Brethren Churches as described in Article 2;
- 1.2.7 "church" means a group of Christians organized into a fellowship or congregation for the service of God;
- 1.2.8 "church member" means an individual who has been received into membership of a church in accordance with the membership rules that govern that church as described in Section 6.15;
- 1.2.9 "church membership" means the collective membership of a church as defined in accordance with the membership rules that govern that church as described in Section 6.15;
- 1.2.10 "Committee" means any committee established by the Board pursuant to Article 12;
- 1.2.11 "Confession of Faith" shall mean the statement of faith and practice of the Ontario Conference as defined in Section 3.1;
- 1.2.12 "Convention" means a duly called meeting of the Members where voting may occur by Voting Representatives;

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- 1.2.13 "Convention Member" means an individual put forth from a Member Church who has been accepted into membership as provided for in Section 6.4.2 and becomes a Voting Representative at a meeting of the Members;
- 1.2.14 "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.2.15 "Executive Committee" means the Standing Committee as defined in Section 12.1;
- 1.2.16 "Executive Officer" means any person who holds one of the offices enumerated in Section 10.1;
- 1.2.17 "Members" means the associations, corporations and individuals in the two classes of Members, being Member Churches and Convention Members, that are current members of the Ontario Conference;
- 1.2.18 "Member Church" means a local Christian church in Ontario which is organized according to Mennonite Brethren polity, as described in this Bylaw, and which is in agreement with the Mennonite Brethren Confession of Faith and practices, and has been accepted into membership as provided for in Section 6.4, and which desires to support the work of the Ontario Conference;
- 1.2.19 "Member Church in good standing" means a Member Church that has not been suspended as described in Section 6.8;
- 1.2.20 "member in good standing of a Member Church" means an individual who belongs to a Member Church as described in Section 6.15 and has been found to be in good standing following the procedures described in Section 6.6;
- 1.2.21 "Mennonite Brethren Church" means a church that has been accepted into membership of the Canadian Conference and is part of the Mennonite Brethren denomination;
- 1.2.22 "Office Holders" means a person elected or appointed to the Board or a member of a committee as described in Section 6.6;
- 1.2.23 "Officer" means any person who holds an office of the Ontario Conference as defined in Article 10;
- 1.2.24 "Ontario Conference" means the Corporation known as The Ontario Conference of Mennonite Brethren Churches;
- 1.2.25 "National Faith and Life Team" means the committee of the Canadian Conference as defined in the Canadian Conference Bylaw;
- 1.2.26 "Rules of Order" means the parliamentary policies used in a meeting of the Members as maintained by the Governance Committee;
- 1.2.27 "Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a meeting of the Members of the Ontario Conference called for that purpose;
- 1.2.28 "Voting Representative" means either an individual authorized by a Member Church to represent the Member Church or a Convention Member, who may vote at a meeting of the Ontario Conference as provided for in Section 6.5.

1.3 Corporations Act Terms

All terms defined in the Act have the same meanings in this Bylaw and all other bylaws and resolutions of the Ontario Conference.

Article 2 Canadian Conference of the Mennonite Brethren Churches

The Canadian Conference of the Mennonite Brethren Churches is the national body incorporated by an act passed by the Senate on 22nd November 1945. It is comprised of all the Mennonite Brethren churches in Canada, which in turn are generally organized into regional conferences usually on a provincial basis.

2.1 Relation to the Canadian Conference

The Ontario Conference is a member organization of the Canadian Conference of the Mennonite Brethren Churches and shall support its activities and carry out its decisions as described in the Canadian Conference Bylaw. As defined in the Canadian Conference Bylaw, Member Churches of the Ontario Conference, by virtue of their membership in the Ontario Conference, are Member Churches of the Canadian Conference.

2.2 Organization of Provincial Conferences

Pursuant to the governing documents of the Canadian Conference, the Ontario Conference is at liberty to apply for the issuance of letters patent and to prepare and adopt bylaws of its own according to its existing needs, provided that such are in harmony with the governing documents of the Canadian Conference.

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2.3 Authority of the Conferences

- 2.3.1 The Ontario Conference and the Canadian Conference, as a national religious denomination, may grant its Member Churches with legal standing pertaining to credentialing of clergy, land holdings, tax relief and other affiliations available to a religious denomination.
- 2.3.2 The Ontario Conference shall exercise authority in matters that relate to the common work and welfare of Member Churches in keeping with the Bible, Confession of Faith, and this Bylaw.

Article 3 Statement of Faith and Mission

3.1 Statement of Faith

- 3.1.1 The statement guiding the faith and practice of the Ontario Conference of Mennonite Brethren Churches and its Member Churches shall be the Confession of Faith as adopted by the Canadian Conference of the Mennonite Brethren Churches and as changed from time to time.
- 3.1.2 In a spirit of unity and harmony, neither the Ontario Conference nor its Member Churches shall pass or accept resolutions or practices which are in conflict with this Confession of Faith.
- 3.1.3 The Member Churches of the Ontario Conference shall accept the wisdom, guidance and rulings of the Provincial Faith and Life Team and National Faith and Life Team in matters relating to the faith and practice described in the Confession of Faith.

3.2 Mission

The central purpose of the Ontario Conference of Mennonite Brethren Churches is to bring honour and glory to God (1 Peter 2:4-12; Revelation 4:11; Romans 15:5,6; 1 Corinthians 6:20). This is the reason for being, and the essential character of the activity of the Member Churches and the activity of the ministries of the Ontario Conference. The Bible amplifies this purpose to include the following dimensions of mission:

- 3.2.1 To worship God. Worship is to be the believer's response to God in all of life. Individual and corporate worship keeps God central in the life and mission of every congregation and ministry. It makes God's honour and glory the guiding motive for a life of personal holiness and obedient service. (1 Chronicles 16:29; Psalm 29:2; 96:9; 107:32; Matthew 4:10; John 4:23-24; Romans 12:1; Revelation 14:7).
- 3.2.2 To build up the body of Christ. The church is the body of Christ, and it is to be built up into the fullness of Christ's likeness through the exercise of the gifts which the Holy Spirit has given to its members for the common good of the church. (Ephesians 5:23; Romans 12; 1 Corinthians 12:4-7; Ephesians 4:11-16).
- 3.2.3 To witness to Jesus Christ as Saviour and Lord and thus make disciples of all peoples, thereby bringing about the growth of the church. This is to be accomplished through the proclamation of the gospel and by extending God's love and care to all people. Practical and sacrificial service exemplified by Christ will authenticate His gospel and the biblical faith of the church. (Acts 1:8; Matthew 28:18-20; Romans 1:16; Acts 2:40-41; Matthew 6:10; James 1:22-26; John 13:13-17; Matthew 20:28; Luke 4:16-21).

Article 4 Head Office

The head office of the Ontario Conference shall be in the Niagara Region, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

Article 5 Seal

The seal which is impressed in the margin hereon shall be the corporate seal of the Ontario Conference.

PART 2 – MEMBERSHIP AND MEETINGS

Article 6 Membership

There shall be two classes of membership in the Ontario Conference as follows:

- (1) Member Churches
- (2) Convention Members.

6.1 Membership Requirements

An individual, corporation or other entity may be a Member.

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6.1.1 Member Church Requirements

The Ontario Conference may grant membership to any church which professes the same faith as that of the Ontario Conference, accepts its resolutions, Confession of Faith, values and mission, understands the responsibilities and expectations of membership, and participates in its common undertakings.

6.1.2 Convention Member Requirements

The Ontario Conference may grant membership to an individual to become a Convention Member who is a member in good standing of a Member Church that is in good standing with the Ontario Conference, and who has been approved by their church membership or governing board of their church to represent the Member Church at a meeting of the Members. A Member Church may apply to have one (1) Convention Member for every twenty-five (25) church members or fraction thereof of that Member Church.

6.2 Rights of Membership

6.2.1 Rights of a Member Church

A Member Church in good standing has the right to identify itself as a Member of the Mennonite Brethren denomination in Canada and to operate under any rights and privileges afforded to the denomination, including having credentialed and licensed pastoral staff. Member Churches can join into fellowship at meetings to pass resolutions and elect office holders for ministry. Member Churches can access a variety of ministry resources, legal and administrative support services, and can participate in financial and operational programs offered by the Ontario Conference for its Members.

6.2.2 Rights of a Convention Member

A Convention Member has the right to be a Voting Representative at a meeting of the Members. A Convention Member ceases to be a member of the Ontario Conference at the close of the meeting of Members at which the Convention Member is registered. As a Voting Representative, a Convention Member shall have one (1) vote on all matters coming before the Members' Meeting that require a vote to which such individual was appointed as a delegate

6.3 Membership Responsibilities

6.3.1. Member Church Responsibilities

A Member Church shall commit to working collectively on mission with the Ontario Conference and Canadian Conference. Each Member Church accepts as binding upon it the decisions of the Ontario Conference concerning the operation and finances of the projects of the Ontario Conference and shall conscientiously carry out those decisions within the Ontario Conference so far as it is able. Each Member Church shall conduct its affairs as required by and consistent with this Bylaw and shall not pass resolutions or bylaws that are in conflict with the Ontario Conference. A Member Church shall be led by a pastor who has been credentialed by the Ontario Conference.

6.3.2 Convention Member Responsibilities

A Convention Member is responsible to represent the will of their Member Church at a meeting of the Members.

6.4 Applications for Membership

6.4.1 Member Church Application

Any local church may apply for membership in the Ontario Conference using the following process:

- (1) The church shall make application to the Board, who, in consultation with the Provincial Faith and Life Team, shall determine whether the church meets the membership requirements and understands the responsibilities of membership as outlined in Section 6.1 and 6.3.
- (2) The church will be asked to pass a resolution at a general meeting and provide a copy of the resolution to the Board showing its willingness to align its governing documents in support of the Ontario Conference. A church shall not be a member of another denomination upon admission into membership of the Ontario Conference, unless an exception is otherwise provided by the Board in accordance with Section 6.9.
- (3) If the Board approves the application, it shall present the application at the next meeting of the Members for a decision by the Members.
- (4) After approval by the Members and prior to being officially received into membership, the church must complete the steps of incorporating into its bylaws the Confession of Faith and adherence to the General Operating Bylaw of the Ontario Conference. A copy of the church bylaws shall be filed with the Board.
- (5) Upon the passing of a final resolution by the Board that all conditions have been met, the church is received into membership of the Ontario Conference as well as membership in the Canadian Conference.

6.4.2 Convention Member Application

Prior to a meeting of the Members, each Member Church may petition the Ontario Conference to enroll its Convention Members into membership in the Ontario Conference as follows:

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- (1) No sooner than thirty (30) days and at least two (2) days prior to a meeting of the Members, a Member Church in good standing may make application to the Board to register members of its pastoral and leadership team, as well as lay persons, as Convention Members.
- (2) All individuals nominated as Convention Members must be at least 18 years of age and must be a member in good standing in the Member Church as defined in Section 6.6.
- (3) A Member Church may apply to have one (1) Convention Member for every twenty-five (25) church members or fraction thereof of that Member Church.
- (4) The Member Church will provide notice of the meeting to their Convention Members. The address of each Convention Member shall be the address of the Member Church. The Member Church will also provide copies of the Ontario Conference's Financial Statements to the Convention Members if requested.
- (5) Either the Board or the Executive Committee shall approve the nominated individuals, who qualify to be Convention Members.
- (6) Prior to the start of a meeting of the Members, the Secretary shall publish the official list of the approved Convention Members.
- (7) In special circumstances, as approved by the Executive Committee, the Secretary may be given authority to update the published list of Convention Members at any time up to the start of the meeting of the Members. No Member Church may exceed the limit on the total number of Convention Members allowed based on the size of the Member Church's membership.

Ontario Conference Board Members may be registered by the Board as Convention Members by virtue of being a Board Member.

The Executive Director may be registered by the Board as a Convention Member by virtue of being Executive Director.

Associate Church Representatives may be registered as Convention Members by virtue of being Associate Church Representatives.

The membership of the Convention Members shall terminate at the close of the meeting of the Members for which the Convention Members were registered.

6.5 Voting by Members

Members in good standing shall be entitled to vote through duly authorized Voting Representatives who shall have one vote each at all meetings of the Members.

A Voting Representative can only be a representative of a single membership class and shall have one vote.

6.5.1 Appointment of Voting Representative by a Member Church

Each Member Church in good standing shall be entitled to be represented at any meeting of the Members by a single individual who is authorized by the Member Church to represent it. The individual will become the Voting Representative of the Member Church. The individual must be 18 years of age or older, must be a church member in good standing, and shall be approved by the church membership or governing board of the Member Church. Typically, a Member Church shall put forth the Senior/Lead Pastor to be the Voting Representative.

6.5.2 Convention Members as Voting Representatives

Each Convention Member shall be entitled to be a Voting Representative having a vote at a meeting of the Members.

Each Board Member qualifies as a Convention Member, and hence a Voting Representative, by virtue of being a Board Member. The Executive Director qualifies as a Convention Member, and hence a Voting Representative, by virtue of being the Executive Director. Each Associate Church Representative qualifies as a Convention Member, and hence a Voting Representative, by virtue of being an Associate Church Representative.

6.6 Office Holder Requirements

- 6.6.1 With the exceptions of Sections 6.6.4 and 6.6.5, no person who is not an active member in good standing of a Member Church, shall be qualified to be a member of the Board, a Committee, a Voting Representative, or a representative of the Ontario Conference. An individual shall relinquish their position in the Ontario Conference if they no longer meet the requirements to hold office unless the provision in Section 6.6.4 or 6.6.5 is granted.
- 6.6.2 The conditions used to determine if an individual is in good standing within their own Member Church shall be set forth by that Member Church as described in the church's governing documents as described in Section 6.15.
- 6.6.3 To hold a status of good standing with the Ontario Conference, an individual shall fully support the Confession of Faith, as described in section 3.1.
- 6.6.4 If a Member Church's governing documents fail, to the satisfaction of the Board, to adequately define an active member in good standing for their church, then the Provincial Faith and Life Team shall conduct an interview to determine if an individual holds good standing with respect to the Ontario Conference and therefore qualifies to hold office.

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6.6.5 In special circumstances, the Board may pass a resolution to designate an individual from an Associate Church as holding the status of "good standing" as would be in the same manner as would apply to a "member in good standing of a Member Church". This standing is valid for five (5) years and may be revoked at any time by a resolution of the Board.

6.7 Transfer of Membership

Membership in the Ontario Conference is not transferable.

6.8 Suspension or Revocation of Membership of a Member Church

6.8.1. Investigation

The Board shall begin investigation of any Member Church that, in the opinion of the Board, fails to adhere to the polity as described in this Bylaw or the bylaws of the Canadian Conference, or fails to adhere to the Confession of Faith, such that it could create undue risk spiritually or financially or legally, or in any other manner that damages the unity, purpose and mission of the Ontario Conference. The desired outcome, where possible, is for any such issues to be rectified in order for the Member Church to remain in good standing with the Ontario Conference.

6.8.2 Suspension Procedure

In the case where an investigation, as set out in 6.8.1 reveals unresolvable issues, the Board's investigation, in consultation with the Provincial Faith & Life Team, shall be done in good faith in a fair and reasonable manner, including:

- (1) A written notice will be sent to the Member Church of the proposed discipline, including the reason for such proposed suspension at least fifteen (15) days before the suspension begins; and
- (2) The Member Church will be given a further, reasonable opportunity to make representations to the Ontario Conference respecting the proposed discipline not less than five (5) days before the suspension begins.

Upon a resolution of the Board, a Member Church that is suspended is considered to be in "not good standing" with the Ontario Conference as well as with the Canadian Conference. The membership rights, as described in Section 6.2.1, of a suspended Member Church are suspended until resolved as described in either section 6.8.3 or 6.10.

6.8.3 Revocation Procedure

After suspension as described in Section 6.8.2, a Member Church's membership in the Ontario Conference can be terminated:

- (1) After a careful examination of the circumstances by the Provincial Faith and Life Team; and
- (2) Upon the recommendation of the Board; and
- (3) Through a Special Resolution passed by the Members.

Termination of church membership in the Ontario Conference also terminates membership in the Canadian Conference.

6.9 Termination of Membership of a Member Church

Unless granted special dispensation in a resolution passed by the Board, membership in the Ontario Conference automatically terminates, without a period of investigation or suspension, upon the happening of any of the following events:

- 6.9.1 upon presentation by a Member Church to the Board of a true copy of a resolution to that effect passed by not less than two-thirds (2/3) of its church membership at a meeting of the Member Church duly called for that purpose;
- 6.9.2 if a Member Church joins another denomination;
- 6.9.3 upon the passing of a Special Resolution passed by the Members, as set out in 6.8.3;
- 6.9.4 upon closing or dissolution of the Member Church;
- 6.9.5 upon revocation or loss of charitable status as granted by the Canada Revenue Agency; or
- 6.9.6 upon revocation or loss of the legal registration under which the church was formed.

Termination of membership in the Ontario Conference also terminates membership in the Canadian Conference.

6.10 Reintegration of a Member Church

6.10.1 Any membership that has been suspended as described in Section 6.8.2 can be reinstated by a resolution of the Board upon the Board's satisfaction that the concerns have been adequately rectified.

6.10.2 Any membership that has been terminated as described in Section 6.8.3 can be reinstated after completing the membership application procedures as described in Section 6.4.

6.11 Division or Merging of a Member Church

6.11.1 When an existing Member Church deems it advisable to divide or establish a new congregation, the Provincial Faith and Life Team shall be informed and consulted at the initial planning stages. After such a division or new establishment has been completed, a new congregation with the intention of becoming a separate Member Church may apply to the Board for membership according to the steps outlined in the Membership Application Process in Section 6.4.

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6.11.2 Should a Member Church consider merging with another church, the Board shall oversee the process to determine the resulting membership status depending upon the churches involved. (See Section 6.7)

6.12 Closing of a Member Church

The initiative for the closing of a church normally comes from the church membership at such a time when continuing as a church entity is no longer a viable option. Before a decision to close a church is reached, the church shall invite consultation with the Ontario Conference. The church's membership in the Ontario Conference is terminated upon closing of the church. As a Member Church within the Ontario MB Conference of Churches, it is expected that the dissolving congregation's assets become the property of the Ontario Conference, for the purpose of supporting ministry initiatives within the Ontario Conference in a manner consistent with the purposes of the church being closed.

6.13 Autonomy of a Member Church

Each Member Church is autonomous in the management of its local affairs, but only to the extent that the Member Church's local affairs are not subject to the Confession of Faith, Letters Patent, bylaws, policies, or procedures of the Ontario Conference and Canadian Conference.

6.14 Liability of a Member Church

Member Churches shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Ontario Conference or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Ontario Conference.

6.15 Membership of an Individual in a Member Church

Each Member Church shall establish in its governing documents all conditions for an individual to be a member in good standing of such church, including procedures for acceptance, termination, discipline, withdrawal, and transfer of an individual's membership. The Member Church's governing documents shall be used to determine the number of members in the church. All membership policies and practices should align with the guidelines of the Ontario Conference and Canadian Conference.

Article 7 Meetings of the Members

7.1 Annual Meeting

The annual meeting of the Members, also called a Convention, shall be held each year within Ontario, at a time, place and date determined by the Board, and may be held electronically, with due consideration being given to rotation of the place of meetings and the statutory requirements for such a meeting, for the purpose of:

- 7.1.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Ontario Conference at an annual meeting;
- 7.1.2 passing a Special Resolution to fix the number of Board Members to be elected;
- 7.1.3 electing such Board Members and Officers as are to be elected at such annual meeting;
- 7.1.4 appointing the auditor or Public Account, if a review engagement is approved, and fixing or authorizing the Board to fix the remuneration therefor;
- 7.1.5 discussing and approving the budget for the following year;
- 7.1.6 dealing with any other matter properly brought before the meeting;
- 7.1.7 hearing and receiving reports from the Canadian Conference and providing feedback;
- 7.1.8 referenda voting on any decisions requested by the Canadian Conference; and
- 7.1.9 approving rule or policy changes, whether with or without amendments, to this Bylaw.

7.2 Special Meeting

The Board may at any time call a special meeting of Members, also called a Convention, to address issues or to formulate transactions, the general nature of which is specified in the notice calling the meeting. A special meeting of Members may also be called by the Members as provided in the Act.

7.3 Notice of Meetings

- 7.3.1 The formal Notice of the time, place and date of meetings of Members, and the general nature of the transaction to be considered, shall be given no more than fifty (50) and at least ten (10) days before the date of the meeting to each Member Church (and in the case of an annual meeting to the auditor of the Ontario Conference) by sending by prepaid mail or electronic mail to the last address of the addressee shown on the Ontario Conference's records. Member Churches shall notify its Convention Members of the meeting of Members as noted in the application process in Section 6.4.2.
- 7.3.2 In the notice of meeting, the Board will declare if Voting Representatives are allowed to attend, participate and vote by electronic means as is present in person.
- 7.3.3 An informal announcement of meeting dates for the purposes of planning may be provided in advance of fifty (50) days.

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7.4 Quorum

A quorum for any meeting of Members shall consist of not less than fifty (50) Voting Representatives registered at commencement thereof and present in person and/or electronically when allowed, and representing at least 50 % of Member Churches. Thereafter the Delegates present in person and/or present electronically, shall be deemed to constitute a quorum. In the quorum calculation of Member Churches, each Voting Representative shall be deemed to represent the church where their membership is held.

7.5 Voting by Members

Unless otherwise required by the provisions of the Act or this Bylaw of the Ontario Conference, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Voting Representatives. In the case of an equality of votes, the Chair shall not be entitled to a second or casting vote. Absentee and proxy voting are not allowed.

7.6 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by the Chair or requested by any Voting Representative, or required by this Bylaw. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Ontario Conference is conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the motion.

7.7 Chair

In the absence of the Chair or the Vice Chair, the Voting Representatives present at any meeting of Members shall choose another Board Member as Chair and if no Board Member is present or if all the Board Members present decline to act as Chair, the Voting Representatives present shall choose one of their number to be Chair.

7.8 Parliamentary Procedure

7.8.1 At least two Parliamentarians, as selected by the Board, will be approved by the Members at the start of any meeting of the Members. At least one Parliamentarian shall not be a member of the Governance committee.

7.8.2 The Rules of Order will be followed in any meeting of the Members. Policies relating to guest attendance at meetings shall also be maintained.

7.9 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any transactions may be undertaken at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

7.10 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Voting Representatives entitled to vote on that resolution at a meeting of Members or Committee of Members, is as valid as if it had been passed at a meeting of Members or Committee of Members called, constituted and held for that purpose.

7.11 Member Proposals

Any Member Church of the Ontario Conference who is in good standing and entitled to vote at a meeting of the Members may submit a proposal for consideration at the annual meeting of the Members. The proposal must be submitted to the Ontario Conference at least sixty (60) days prior to the date of the meeting and must be in compliance with the Act.

PART 3 – THE BOARD, OFFICERS AND COMMITTEES

Article 8 Board

8.1 Number of Board Members

The Board shall be composed of not less than seven (7) and not more than twelve (12) Members. At a meeting of the Board held immediately prior to the annual meeting of Members, the Board shall pass a Special Resolution fixing the number of Board Members for the following year. The Special Resolution shall be confirmed at the annual meeting of Members.

8.2 Quorum

A quorum for the transaction of business at meetings of the Board shall be not less than sixty (60) percent of the total number, as currently defined by the last resolution, of Members of the Board as currently set by the last resolution of Members.

8.3 Remuneration of Board Members

The Board Members of the Ontario Conference shall serve without remuneration. No Board Member shall, directly or indirectly, receive any profit from their position as such, provided that a Board Member may be reimbursed reasonable expenses incurred in the performance of their duties.

8.4 The Duties of the Board

8.4.1 The affairs of the Ontario Conference shall be governed by the Board whereby all Board Members shall comply with the Act and this Bylaw. The duties of the Board include, but are not limited to, the following:

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- (1) hiring and overseeing of the Executive Director;
- (2) the development and approval, with or without amendment, of the strategic plan;
- (3) the development of the budget for approval by the Members;
- (4) measuring and monitoring of strategic outcomes and goals;
- (5) development of policies and guidelines; and
- (6) oversight of the health and welfare of the Member Churches.

8.4.2 The Board shall appoint one of its members to serve as the Ontario Moderator Representative as requested by the Executive Board of the Canadian Conference.

8.4.3 Board Members are delegates to the Canadian Conference's National Assembly to represent the Ontario Conference and participate in decision making as defined in the Canadian Conference Bylaw.

8.5 Responsibility for Acts

The Board Members shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Ontario Conference, except such as shall have been submitted to and authorized or approved by the Board.

Article 9 Election of Board

9.1 Election

Board Members shall be elected by the Voting Representatives at each annual meeting of the Ontario Conference, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, for a term of two (2) years to hold office until the annual meeting held in the second year next following their election.

9.2 Tenure

9.2.1 A Board member, if otherwise qualified, is eligible for election for three (3) consecutive full two-year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has lapsed from the date of retirement of such Board member.

9.2.2 The Chair and Vice Chair are eligible for election for two (2) consecutive full two-year terms.

9.2.3 In the case of the Chair or Vice Chair, a person may serve a maximum of six (6) consecutive years as a Board member plus a maximum of an additional four(4) consecutive years as Chair or Vice Chair.

9.2.4 A Board member may serve a maximum of ten (10) consecutive years, in any combination of roles, and thereafter is not eligible for re-election until a period of eleven (11) months has lapsed from the date of retirement of such Board member.

9.2.5 In special circumstances, these provisions may be set aside by a two-thirds majority vote of the Voting Representatives at a meeting of the Members. Notice for applying this provision shall accompany the name of the nomination.

9.3 Qualifications of Board Members

Each Board Member shall:

9.3.1 be at the date of, and thereafter remain throughout the term of office, qualified by the terms of Section 6.6 to hold office;

9.3.2 be at least eighteen (18) years of age; and

9.3.3 not be an undischarged bankrupt or a mentally incompetent person. If a person ceases to qualified by the terms of this Article 9 or Article 6.5 to hold office, or becomes a bankrupt or a mentally incompetent person, the person thereupon ceases to be a Board Member, and the vacancy so created shall be filled by the Board.

9.4 Nominations

9.4.1 Candidates for the office of Board Member shall be proposed by the Nominating Committee in accordance with the qualifications of Section 9.3, and

9.4.2 The Nominating Committee, having received nominations from any Member Church in good standing, up until the closing of nominations, shall submit at an annual meeting of the Members, the names of the candidates that have been duly processed and discerned.

9.4.3 The Board will establish a closing date for nominations for each annual election not less than 28 days prior to the annual meeting of the Members.

9.5 Election Method

The election of candidates shall be by ballot. To be elected, a candidate must receive at least a two-thirds (2/3) majority vote of the ballots cast by the Voting Representatives at a meeting of the Members. Where the number of affirmed candidates is greater than

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the number of offices to be filled, the candidates receiving the highest number of affirming ballots will be elected to the available offices.

9.6 Voting Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

9.7 Removal of Board Members

9.7.1 The Voting Representatives entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of which notice specifying the intention to pass the resolution has been given, remove any Board Member before the expiration of the term of office, and may, by a two-thirds (2/3) majority of the votes cast at that meeting, elect any qualified person in the place and stead of the person removed for the remainder of the term of the removed Board Member. As described in Section 9.3 and 12.2.2, the Nominating Committee shall propose the person to fill the vacancy created.

9.7.2 A Board Member's term shall automatically terminate upon resignation, or death, or failure to meet the qualification set forth in Section 9.3.

9.8 Vacancies

9.8.1 So long as a quorum of the Board Members remains in office, a vacancy on the Board may be filled by the Board. The Board may appoint a person who meets the qualifications of a Board Member as described in Section 9.3.

9.8.2 If no quorum of Board Members exists, the remaining Board Members shall forthwith call a special meeting of Members to fill the vacancies on the Board.

Article 10 Executive Officers

10.1 Election/appointment of Executive Officers

10.1.1 There shall be a Chair, who shall also be the President of the Ontario Conference, and a member of the Board, and a Vice Chair. Both the Chair and the Vice Chair shall be elected by resolution of the Members of the Ontario Conference.

10.1.2 There shall be a Secretary and a Treasurer selected by the Board from within the membership of the Board.

10.1.3 One person may hold more than one office, except that the Chair shall not hold the office of Vice Chair.

10.1.4 The Executive Officers shall sit on the Executive Committee.

10.2 Chair

10.2.1 The Chair shall, when present, preside at all meetings of the Board and at all meetings of the Ontario Conference.

10.2.2 The Chair shall supervise the affairs of the Board, sign all documents requiring the signature of the President, and have the other powers and duties from time to time prescribed by the Board or incident to the office.

10.2.3 The Chair shall also serve on an ex officio basis and without voting privileges, of all Committees of the Ontario Conference with the privilege of bringing along any other Board Member if deemed advisable by the Chair.

10.3 Vice Chair

10.3.1 During the absence or inability of the Chair to act, the duties and powers of the office may be exercised by the Vice Chair. If the Vice Chair exercises any of those duties or powers, the absence or inability to act of the Chair shall be presumed with reference thereto.

10.3.2 The Vice Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office.

10.4 Secretary

10.4.1 The Secretary shall be appointed from among the current Board members.

10.4.2 The Secretary:

- (1) shall act as Secretary of each meeting of the Ontario Conference and shall attend all meetings of the Board and shall record all resolutions, facts and minutes of those proceedings in the books kept for that purpose;
- (2) shall oversee giving all notices required to be given to Members and to Board Members;
- (3) shall be the custodian of the corporate seal of the Ontario Conference and of all books, papers, records, correspondence and documents belonging to the Ontario Conference;
- (4) shall oversee the maintenance of the register of directors, officers, and members; and
- (5) shall perform the other duties from time to time prescribed by the Board or incident to the office.

10.4.3 The Secretary shall provide for the annual collection and deposit in Provincial and Canadian Conference archives of the minutes of the meetings of the Ontario Conference, the Board, and all Committees, together with any related documents.

10.4.4 The Secretary, in consultation with the Board, may:

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- (1) Employ or obtain the voluntary services of a record keeper as deemed necessary, to be responsible, under their supervision, for the day-to-day administration of specific tasks delegated by the Secretary; and
- (2) From time to time prepare, and amend as necessary, a comprehensive job description for the record keeper.

10.5 Treasurer

10.5.1 The Treasurer shall be appointed from among the current Board members.

10.5.2 The Treasurer:

- (1) shall oversee the keeping of full and accurate accounts of all receipts and disbursements of the Ontario Conference in proper books of account;
- (2) shall oversee the deposit all moneys or other valuable effects in the name and to the credit of the Ontario Conference in the bank or banks from time to time designated by the Board;
- (3) shall oversee the disbursement of the funds of the Ontario Conference under the direction of the Board, taking proper vouchers therefor;
- (4) shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Ontario Conference; and
- (5) shall cooperate with the auditors of the Ontario Conference during any audit of the accounts of the Ontario Conference.

10.5.3 The Treasurer shall perform the other duties from time to time prescribed by the Board or incident to the office, including the following:

- (1) Invest surplus funds, establish reserve funds and secure loans, mortgages and lines of credit when necessary to maintain the cash flow of the Ontario Conference and retire such debts as expeditiously as possible; and
- (2) Submit quarterly financial statements, as required by the Act, to the Board as requested.

10.5.4 The Treasurer, in consultation with the Board, shall:

- (1) Employ or obtain the services of a bookkeeper as deemed necessary, to be responsible, under their supervision, for the day-to-day administration of the central treasury of the Ontario Conference; and
- (2) From time to time prepare, and amend as necessary, a comprehensive job description for the bookkeeper.

10.6 Executive Director

The Executive Director, as described in Section 15.1, shall be an officer of the Ontario Conference.

10.7 Other Officers

The Board may appoint other officers, including without limitation, or agents with such titles as the Board may prescribe from time to time and as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Ontario Conference. The duties of all other officers of the Ontario Conference appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

Article 11 Meetings of the Board

The Board shall meet at least three (3) times a year. Meetings of the Board may be called by the Chair, Vice Chair, Secretary or any two (2) Board Members.

11.1 Notice of Meetings

11.1.1 Subject to the provisions of Article 22, notice of Board meetings shall be delivered, emailed, faxed or telephoned to each Board Member not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Board Members are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

11.1.2 The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given.

11.1.3 The Board shall hold a meeting within thirty (30) days following the annual meeting of the Ontario Conference for the purpose of organization, the election and appointment of Officers and Committees, and any transactions considered necessary.

11.2 Meetings by Electronic Conference

11.2.1 If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

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11.2.2 Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a set date, time and place.

11.3 Voting

Prior to calling a vote, the Board shall prayerfully discern God's will and seek consensus among its members wherever possible.

11.3.1 Where consensus is not possible, questions arising at any meeting of the Board shall be decided by a majority vote.

11.3.2 In the case of an equality of votes, the Chair shall be entitled to a second or casting vote.

11.3.3 At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or is requested by any Board Member.

11.3.4 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

11.4 Absence from Meetings

If a Board Member misses more than two (2) consecutive meetings, the Secretary shall contact the Board Member and request an explanation for the absence and confirm the member's commitment to continue to serve on the Board and to attend the next meeting.

11.5 Written Resolutions

Subject to the Act, a resolution in writing, signed by all Board Members entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board constituted and held for that purpose.

Article 12 Committees

The Ontario Conference shall have Standing Committees and may create Ad Hoc Committees as needed. At its first meeting after each annual meeting, the Board shall reaffirm, elect or appoint the members to all Committees with the exception of the Nominating Committee. The Ontario Conference shall keep a copy of the minutes and resolutions of all Committees as required by the Act.

12.1 Executive Committee

12.1.1 Composition

The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer of the Board, as well as the Executive Director. The Board may fill vacancies in the Executive Committee by election from among its members. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its powers so long as a quorum remains in office.

12.1.2 Powers

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in its functions in governance in such manner as the Executive Committee shall deem to be in the best interest of the Ontario Conference in all cases in which specific direction shall not have been given by the Board.

12.1.3 Limitation of Actions

Any action by the Executive Committee shall be reported to the Board at the next meeting of the Board succeeding such action and shall be subject to revision or alteration by the Board; provided that no actual rights of any third party shall be affected by such revision or alteration.

12.1.4 Quorum and Rules for Meetings

The Executive Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board, but in every case the presence of a majority shall constitute a quorum. Each Board Member shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Board Member is present. No Board Member who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such Board Member shall not be included for the purpose of calculating a quorum.

12.2 Nominating Committee

12.2.1 Composition

The Nominating Committee shall consist of at least three (3) members who shall be elected at the annual meeting of Members and who are not at the same time Board Members. The Nominating Committee shall have power to fix its quorum at not less than a majority of its voting members, and to regulate its procedure. The Executive Director is a non-voting member of the Nominating Committee as described in Section 15.1.5. The Chair of the Board is also an ex officio non-voting member of the Nominating Committee as described in Section 10.2.3

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12.2.2 Duties

Nominating Committee discerns qualifying nominees for all elected roles by exercising the qualifications process and documentation established by the Nominating Committee and approved by the Board. The Nominating Committee shall:

- (1) receive nominations from members of Member Churches;
- (2) discern suitable candidates, to match the upcoming vacancies, considering specific needs as communicated by the Board for building a healthy and balanced Board; and
- (3) present the names of those discerned as qualifying nominees to the annual meeting of Members to fill vacancies on the Board, including the election of the Chair and the Vice Chair and for the election of the Nominating Committee.

12.2.3 Limitations

The Nominating Committee is accountable to the Ontario Conference at the annual meeting of Members. It shall function as a Committee of the Ontario Conference in cooperation with and under the general supervision of the Board.

12.3 Finance Review Committee

12.3.1 Composition

The Finance Review Committee shall consist of no fewer than two Board Members including the Treasurer.

12.3.2 Meetings

Until otherwise ordered by the Board, the Finance Review Committee shall meet at least twice annually.

12.3.3 Duties

The Finance Review Committee shall assist the Board in fulfilling its financial requirements under the Act, plan and review the annual audit with the external auditor, negotiate the remuneration to be paid to the external auditor for the ensuing year, and report to the Board on the audit, and any management or audit comments by the external auditor, when the audited financial statements are presented.

If the Ontario Conference qualifies to use a review engagement and the Members have voted to use a review engagement, then the Finance Review Committee shall plan and review the review engagement with the Public Accountant, negotiate the remuneration to be paid to the Public Accountant for the ensuing year, and report to the Board on the review engagement, and any management or comments by the Public Accountant, when the financial statements are presented.

12.4 Provincial Faith and Life Team

12.4.1 Composition

The Provincial Faith and Life Team shall be composed of a minimum of four (4) and the maximum will be set by the board in addition to the Executive Director. A minimum of three (3) of the committee membership shall be pastors, associate pastors or chaplains serving in the Member Churches in good standing .

12.4.2 Meetings

The Provincial Faith and Life Team shall meet a minimum of three (3) times per year in order to perform its duties.

12.4.3 The Mandate

- (1) It shall initiate, study and recommend any matters of faith and life related to the issues of ministry and church life in the Ontario Conference or to the relationship of the Ontario Conference to broader issues in society at large.
- (2) It shall maintain the centrality of the Confession of Faith and shall interpret and apply it to all Ontario Conference ministries and programs in a manner consistent with interpretations and practices of the Canadian Conference of Mennonite Brethren Churches and the National Faith and Life Team.
- (3) It shall administer the processes for both credentialing and de-credentialing individuals for Christian ministry who serve the Member Churches of the Ontario Conference, or who serve in other similar leadership and spiritual functions.
- (4) It shall maintain the registry with the Ontario office regarding the licensed ministers of the Ontario Conference.
- (5) It shall give guidance to Member Churches, Associate Churches, and any other organizations using the Confession of Faith in matters of faith and doctrine.
- (6) It shall appoint one of its Committee members to serve on the National Faith and Life Team of the Canadian Conference.
- (7) It shall assist the Board in discerning new congregations applying for membership in the Ontario Conference.
- (8) It shall assist the Board in matters of the suspension, revocation or reinstatement of a Member Church as described in Section 6.8 and 6.10.
- (9) It shall interview individuals to determine their standing as described in Section 6.6.4.

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12.5 Governance Committee

12.5.1 Composition

This Committee shall be appointed annually by the Board and shall consist of no fewer than two (2) Board Members. The Committee may add other members from among the individuals from Member Churches of the Ontario Conference who are qualified to hold office as described in Section 6.6.

12.5.2 Duties

- (1) The Governance Committee shall assist the Board with reviewing and amending as needed the Letters Patent and this Bylaw, before the Board recommends adoption at a Members Meeting.
- (2) The committee shall assist in drafting various rules and policies of the Board as part of maintaining the Governance Manual.
- (3) As requested by the Board, members of the Committee shall also serve as Parliamentarians in Board meetings.
- (4) The Committee shall identify and recommend to the Board possible Parliamentarians for meetings of the Members as defined in Section 7.8.
- (5) The Committee shall oversee and maintain the Rules of Order for meetings of the Members as defined in Section 7.8.2. to be approved by the Members when amended;
- (6) The Committee shall perform such other duties as directed by the Board from time to time.

12.6 Other Committees

There may be such Ad Hoc Committees and for such purpose as the Board may determine from time to time by resolution.

12.6.1 Composition

The Board shall set the composition of each of the Ad Hoc Committees. At least one member of the Board and the Executive Director must serve on the Ad Hoc Committee in accordance with Section 12.7.2.

12.6.2 Mandate

The Board shall set the terms of reference of each of the Ad Hoc Committees in accordance with Section 12.7 and including any powers delegated to it within the limitations of the Act.

12.6.3 Termination

The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- (1) the delivery of its final report; or
- (2) the completion of its assigned task; or
- (3) a resolution to that effect of the Board; whichever first occurs.

12.7 Rules Governing Committees

All committees have the general responsibility to assist the Board and the Executive Director to fulfil the mission as established in the Ontario Conference's organizational objects in its Letters Patent. Except as otherwise provided by this Bylaw, all Committees are subject to the following:

- 12.7.1 the Chair and members shall be appointed by the Board, from among the individuals from the Ontario Conference who are qualified to hold office as described in Section 6.6 and who meet the qualifications required to serve on the Committee as set forth by the Board;
- 12.7.2 with the exception of the Nominating Committee, at least one member of Board shall be appointed to serve on each Committee along with the Executive Director in accordance with Section 15.1.5 and the Board Chair in accordance with Section 10.2.3;
- 12.7.3 a member of a Committee shall serve for a term ending at the annual meeting of Members following appointment, and is eligible for reappointment but shall not serve for more than 6 consecutive years on the same Committee and thereafter is not eligible for re-appointment until a period of eleven (11) months has lapsed;
- 12.7.4 each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board;
- 12.7.5 each Committee shall be responsible to, and report after each meeting to the Board;
- 12.7.6 each Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and these minutes shall be forwarded to the Board for record keeping;
- 12.7.7 subject to any rules and policies established by Board, each Committee may establish its own rules of procedure and may appoint subcommittees; and
- 12.7.8 the Board may, by passing a resolution, remove a member from a Committee.

Article 13 Protection of Board Members and Officers

13.1 Board Members and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Board Member or officer of the Ontario Conference shall be personally liable for any loss or damage or expense to the Ontario Conference arising out of the acts (including willful, negligent and accidental conduct), receipts, neglects, omissions or defaults of any other Board Member or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- 13.1.1 insufficiency or deficiency of title to any property acquired by the Ontario Conference or for or on behalf of the Ontario Conference;
- 13.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Ontario Conference shall be placed out or invested;
- 13.1.3 loss or damage arising from the bankruptcy or insolvency of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited;
- 13.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Ontario Conference;
- 13.1.5 loss, damage or misfortune whatever which may happen in the execution of the duties of the Board Member's or officer's respective office or trust or in relation thereto; and
- 13.1.6 loss, damage, arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

13.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in Section 13.3 herein, or purchasing insurance provided in Section 13.4 herein, the Board shall consider:

- 13.2.1 the degree of risk to which the Board Member or officer is or may be exposed;
- 13.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 13.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 13.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 13.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

13.3 Indemnification of Board Members, Officers and Others

13.3.1 Every person, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

- (1) is a Board Member; or,
- (2) is an officer of the Ontario Conference; or
- (3) is a member of a Committee; or
- (4) has undertaken, or, with the direction of the Board is about to undertake, any liability on behalf of the Ontario Conference or any Corporation controlled by the Ontario Conference, whether in their personal capacity or as an Officer or Board Member or employee or volunteer of the Ontario Conference;

shall, upon approval of the Board from time to time, be indemnified and saved harmless out of the funds of the Ontario Conference, from and against costs, charges and expenses which such person sustains or incurs:

- (1) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
 - (2) in relation to the affairs of the Ontario Conference generally, save and except that such costs, charges or expenses are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other willful neglect or default.
- 13.3.2 The Ontario Conference shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or laws permit or require. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw to the extent permitted by any legislation or law.

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13.4 Insurance

13.4.1 The Ontario Conference shall purchase and maintain appropriate liability insurance which shall provide coverage for each person acting or having previously acted in the capacity of a Board Member, officer or such other capacity on behalf of the Ontario Conference, which insurance shall include:

- (1) comprehensive general liability insurance;
- (2) directors and officers insurance; and,
- (3) such other insurance as may be recommended from time to time by the insurance broker retained by the Ontario Conference to advise it and procure coverage on its behalf,
- (4) specifying coverage amounts of a minimum of \$5 Million per claim/\$10 Million in the aggregate.

13.4.2 No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Ontario Conference.

13.4.3 It shall be the obligation of those seeking insurance coverage or indemnity from the Ontario Conference to cooperate fully with the Ontario Conference in the defence of any demand, claim or suit made against it, and to make no admission of responsibility or liability to any third party without the prior agreement of the Ontario Conference.

Article 14 Conflict of Interest and Dispute Resolution Policies

14.1 The Board shall establish and maintain a comprehensive conflict of interest policy, in accordance with the Act, and shall maintain a record of an annual review and an annual commitment from each Board Member, Officer and Committee Member declaring any potential conflicts or the absence of such.

14.2 The Board shall establish and maintain a dispute resolution policy in the event that a dispute or controversy among Members, Board Members, Officers, Committee members or staff of the Ontario Conference arises.

PART 4 – STAFF AND AGENCIES

Article 15 Conference Employees and Representatives

15.1 Executive Director

15.1.1 The Board shall employ an Executive Director, who shall be answerable only to the Board.

15.1.2 The Executive Director will be in charge of the management and have the general supervision of the affairs of the Ontario Conference, other than the internal affairs of the separately incorporated agencies. The terms of engagement and specific duties of the Executive Director shall be determined by the Board.

15.1.3 The Executive Director shall represent the interests of the Ontario Conference in its relations to fraternal bodies and serve generally in the area of public relations.

15.1.4 The Executive Director shall receive notice of all meetings of the Board and shall have the right, unless otherwise directed by the Board, to attend and to speak to any issue placed before the Board but shall not be a member of the Board and shall not have the right to vote.

15.1.5 The Executive Director shall receive notice of all meetings of all Committees and shall have the right to attend and to speak to any issue placed before the Committees. The Executive Director shall be a member of each Committee with the right to vote except the Executive Director shall not have the right to vote at the Nominating Committee. The Executive Director may appoint a designate for Committee work.

15.1.6 The Executive Director shall oversee the other employees of the Ontario Conference unless an employee's job description states otherwise.

15.1.7 The Executive Director shall serve as an Officer of the Ontario Conference.

15.2 Other Employees

15.2.1 With the recommendation of the Executive Director, the Board may engage additional employees to fulfil ministry or administrative functions on behalf of the Ontario Conference.

15.2.2 The terms of engagement and the specific duties of such employees shall be determined by the Executive Director.

15.3 Representatives

With the recommendation of the Executive Director, the Board may at any time appoint representatives either ad hoc or permanent for such purposes and with such powers as the Board may determine to carry out the operations of the Ontario Conference and assist with the work of a particular ministry or to address a particular function.

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Article 16 Ontario Conference Associations

16.1 Separately Incorporated Agencies

The Ontario Conference from time to time may organize a particular ministry under a separately constituted entity. Such ministries will be governed by their own constating documents and their own board of directors elected by the Ontario Conference according to the rules established in their respective constating documents. Such ministries shall maintain the centrality of the Confession of Faith and shall interpret and apply it to all activities and programs in a manner consistent with interpretations and practices of the Ontario Conference. Accountability of such boards of directors is to the Ontario Conference at its annual meeting of Members. Between conventions the accountability of the boards is to the Board as the governing board of the Ontario Conference.

The Board will keep a list of the separately incorporated agencies and will bring reports and any necessary motions from these agencies to the annual meeting of the Members.

16.2 Associate Churches

16.2.1 The Ontario Conference recognizes that not all missional expressions of the church will be registered as charitable organizations with formal governing documents so as to qualify as a Member Church. The Board, in consultation with the Provincial Faith and Life Team, may identify a fellowship or congregation that meets the membership requirements in Section 6.1 as a potential Associate Church of the Ontario Conference.

16.2.2 The Board will bring the candidate for Associate Church status to the next meeting of the membership for a decision by the Members. If approved by the Members, Associate Church status is granted for a period of five (5) years. Standing is renewable.

16.2.3 Associate Churches are not Members of the Ontario Conference, but may receive support from the Ontario Conference as outlined by policies of the Board.

16.2.4 As provided for in Section 6.6.5, the Board may grant up to three (3) individuals from an Associate Church standing to be Associate Church Representatives who may hold office in the Ontario Conference as an Associate Church Representative. An Associate Church Representative may register as a Convention Member and be a Voting Representative. (See 6.4.2 and 6.5.2)

16.2.5 Associate Church status can be revoked by a resolution of the Members or, in special circumstances, by a resolution of the Board. If an Associate Church receives full Member Church status, its Associate Church status terminates.

PART 5 – RECORDS AND FINANCE

Article 17 Execution of Documents

17.1 Cheques, Drafts, Notes, etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

17.2 Execution of Documents

Documents requiring execution by the Ontario Conference may be signed by any two (2) of the Chair or the Vice Chair and the Secretary or the Treasurer or any one (1) of the foregoing together with any one (1) Board Member, and all documents so signed are binding upon the Ontario Conference without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Ontario Conference, either to sign documents generally or to sign specific documents. The corporate seal of the Ontario Conference shall, when required, be affixed to documents executed in accordance with the foregoing.

17.3 Books and Records

The Board shall see that all necessary books and records of the Ontario Conference required by this Bylaw of the Ontario Conference or by any applicable statute are regularly and properly kept.

Article 18 Banking Arrangements

18.1 Board Designated Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking arrangements of the Ontario Conference, or any part thereof, with the bank, trust company, credit union or other corporation carrying on a banking business that the Board has designated as the Ontario Conference's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

18.1.1 operate the Ontario Conference's accounts with the banker;

18.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

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18.1.3 issue receipts for and orders relating to any property of the Ontario Conference;

18.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

18.1.5 authorize any officer of the banker to do any act or thing on the Ontario Conference's behalf to facilitate the banking services.

18.2 Deposit of Securities

The securities of the Ontario Conference shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Ontario Conference signed by such officer or officers, agent or agents of the Ontario Conference, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Article 19 Borrowing by the Ontario Conference

19.1 Board May Borrow

Subject to the limitations set out in this Bylaw or in the Letters Patent of the Ontario Conference, the Board may,

19.1.1 borrow money on the credit of the Ontario Conference;

19.1.2 issue, sell or pledge securities of the Ontario Conference; or

19.1.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Ontario Conference, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Ontario Conference,

19.1.4 provided that, except where the Ontario Conference borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

19.2 Specific Borrowing Authority

From time to time the Board may authorize any Board Member, officer or employee of the Ontario Conference or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Ontario Conference.

Article 20 Financial Year

The financial year of the Ontario Conference shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

Article 21 Appointment of Auditor or Public Accountant by Members

21.1 Unless a review engagement is being used, the Members entitled to vote shall at each annual meeting appoint an auditor to audit the books of the Ontario Conference, to hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members entitled to vote or by the Board, if authorized to do so by the Members entitled to vote.

21.2 If the Ontario Conference qualifies for using a review engagement, the Members shall be entitled to vote for the use of a review engagement instead of an audit. The Members entitled to vote shall appoint an independent Public Accountant to conduct the review engagement of the Ontario Conference, to hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of the Public Accountant. The remuneration for the review engagement shall be fixed by the Members entitled to vote or by the Board, if authorized to do so by the Members entitled to vote.

PART 6 – NOTICE, AMENDMENTS AND DISSOLUTION

Article 22 Notice

22.1 Method of Notice

Except where otherwise provided in this Bylaw, notice shall be validly given if given by telephone, or if in writing, by prepaid letter post, by facsimile, by email, or by other electronic method, addressed to the person for whom intended at the last address shown on the Ontario Conference's records.

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22.2 Computation of Time

In computing the date when notice must be given under any provision of this Bylaw requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

22.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a committee or Members or the non-receipt of any notice by any Board Member or Member or by the auditor of the Ontario Conference or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Board Member, Member, Public Accountant appointed to conduct a review engagement, or the auditor of the Ontario Conference may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

Article 23 Bylaw Amendments

This Bylaw of the Ontario Conference may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of the Act. As described in the Act, the Bylaw, amendment or repeal, is effective from the date of the resolution of the directors.

23.1 Notice of Bylaw Amendment and Enactment

23.1.1 The notice of motion to amend the Bylaw must be presented to all Member Churches at least six weeks before the meeting of Members at which the motion is to be voted on. The notice will include the details of the amendment.

23.1.2 In such extraordinary cases where the Board feels it is necessary to enact a bylaw amendment prior to the approval by the Member Churches, then the Board shall give notice of the amendment to all Member Churches at least 2 weeks before enacting the amendment. Any enacted amendment must comply with the Act.

23.2 Approval by Members

A two-thirds (2/3) majority of those Voting Representatives present and voting at a meeting of the Members shall be required to carry an amendment.

23.3 Repeal of Prior Bylaws

23.3.1 Repeal

Subject to the provisions of Sections 23.3.2 and 23.3.3 hereof, all prior bylaws, resolutions and other enactments of the Ontario Conference heretofore enacted or made are repealed.

23.3.2 Exception

The provisions of Section 23.3.1 shall not extend to any bylaw or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

23.3.3 Proviso

Provided however that the repeal of prior bylaws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw, resolution or other enactment.

23.4 Bylaw Proposal Review

Any Member Church in good standing may make a proposal to amend any section of this Bylaw. This proposal must be provided to the Board at least 90 days prior to the annual meeting of Members. The Governance Committee shall review the proposal and provide a written recommendation to the Member Churches at the annual meeting.

Article 24 Dissolution

24.1 Voting

Dissolution of the Ontario Conference shall only be carried out by a two-thirds (2/3) majority vote of the Voting Representatives present and voting at a special general meeting of the Members. The motion to dissolve the Ontario Conference will include a description of the distribution of assets, in accordance with Section 24.2, for approval by the Voting Representatives.

24.2 Disposition of Assets

If upon dissolution or winding up of the Ontario Conference there remains, after the satisfaction of all its debts and obligations, any property or assets whatsoever, then said property or assets shall be given or otherwise transferred to the Canadian Conference of Mennonite Brethren Churches, or, if not in existence, then to some other Canadian charitable organization or organizations having cognate or similar objects, provided that such organization is a charitable organization within the meaning of the Income Tax Act for the time being in force.

Article 25 Effective Date

This Bylaw shall come into force as a bylaw of The Ontario Conference of Mennonite Brethren Churches and sealed with the corporate seal on the twenty-sixth (26th) day of February 2022. It was Confirmed by the Members in accordance with the Corporations Act (Ontario) on the twenty-sixth (26th) day of February 2022.

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Signed by:

Chair : 942

Secretary Ratke