



**Canadian Conference**  
of Mennonite Brethren Churches

**CANADIAN CONFERENCE OF MENNONITE BRETHREN CHURCHES**

**GENERAL OPERATING BYLAW**

(Approved at 2021 National Assembly)

## **CONTENTS**

<b>1. ARTICLE 1 - INTERPRETATIONS</b>	<b>1</b>
<b>2. ARTICLE 2 - STATEMENT OF FAITH</b>	<b>4</b>
<b>3. ARTICLE 3 - THE CONFERENCE IN PERSPECTIVE</b>	<b>4</b>
3.1. Nationally	4
3.2. Provincially	4
3.3. Internationally	4
<b>4. ARTICLE 4 - CANADIAN CONFERENCE IN RELATION TO ITS MEMBERSHIP</b>	<b>4</b>
4.1. Process for Cessation of a Member Church	5
4.2. Local Congregations	5
4.3. Member Church Participation	5
4.4. Assistance when Needed	5
4.5. Suspension of a Member Church	5
4.6. Membership in the Member Church	5
4.7. Proprietary Rights	6
4.8. Admission as a Member Organization	6
4.9. Process for Cessation of a Member Organization	6
4.10. Member Organization Participation	6
4.11. Suspension of a Member Organization	6
<b>5. ARTICLE 5 - AUTHORITY AND ACCOUNTABILITY STRUCTURES WITHIN THE CONFERENCE</b>	<b>6</b>
5.1. Conference as Part of the Body of Christ	6
5.2. Source of Legal Authority	7
5.3. Will of the Conference	7
5.4. Referenda	7

<b>6.</b>	<b>ARTICLE 6 – NATIONAL ASSEMBLIES AND NATIONAL COUNCIL MEETINGS</b>	<b>7</b>
6.1.	Authority to Convene a National Assembly	7
6.2.	Calling National Assemblies and National Councils	7
6.3.	Date, Location, and Agenda of Meetings	7
6.4.	Member Church Representation at National Assembly	8
6.5.	Member Organization Representation at National Assembly and National Council	8
6.6.	Voting at National Council and National Assembly	8
6.7.	Quorum at National Assembly and National Council	9
6.8.	Role of Delegates at National Assembly	9
6.9.	Role of Delegates at National Council	10
<b>7.</b>	<b>ARTICLE 7 - THE EXECUTIVE BOARD</b>	<b>10</b>
7.1.	The Composition and Election	10
7.2.	Term of Office	12
7.3.	Responsibility	12
7.4.	Specific Duties and Functions	12
7.5.	Conference Committees	14
<b>8.</b>	<b>ARTICLE 8 - BOARD AND COMMITTEE POLITY</b>	<b>14</b>
8.1.	Board and Committee Integrity	14
8.2.	Board and Committee Solidarity	14
8.3.	Protection of Directors and Officers	14
<b>9.</b>	<b>ARTICLE 9 - NATIONAL DIRECTOR</b>	<b>15</b>
<b>10.</b>	<b>ARTICLE 10 - NATIONAL MINISTRY TEAM</b>	<b>15</b>
10.1.	Composition	15
10.2.	Responsibility	16

10.3.	Specific Duties and Functions	16
10.4.	Accountability	16
<b>11.</b>	<b>ARTICLE 11 – NATIONAL FAITH AND LIFE DIRECTOR</b>	<b>16</b>
<b>12.</b>	<b>ARTICLE 12 - NATIONAL FAITH AND LIFE TEAM</b>	<b>17</b>
12.1.	Composition	17
12.2.	Responsibility	17
12.3.	Specific Duties and Functions	17
12.4.	Accountability	18
<b>13.</b>	<b>ARTICLE 13 – EXECUTIVE COMMITTEE</b>	<b>19</b>
13.1.	Composition	19
13.2.	Responsibility	19
13.3.	Specific Duties and Functions	19
13.4.	Accountability	19
<b>14.</b>	<b>ARTICLE 14 - NOMINATING COMMITTEE</b>	<b>20</b>
14.1.	Composition	20
14.2.	RESPONSIBILITY	20
14.3.	Specific Duties and Functions	20
14.4.	Approval of Candidates	21
14.5.	Accountability	21
<b>15.</b>	<b>ARTICLE 15 - FINANCE &amp; AUDIT COMMITTEE</b>	<b>21</b>
15.1.	Appointment and Composition	21
15.2.	Responsibility	21
15.3.	Specific Duties and Functions	21
15.4.	Accountability	22
<b>16.</b>	<b>ARTICLE 16 - AMENDING THE CONFESSION OF FAITH</b>	<b>22</b>

16.1.	Notice	22
16.2.	Sponsorship	22
16.3.	Voting	23
<b>17.</b>	<b>ARTICLE 17 - AMENDING THESE BYLAWS</b>	<b>23</b>
17.1.	Notice	23
17.2.	Sponsorship	23
17.3.	Voting	23
17.4.	Updating Bylaw Appendices	23
<b>18.</b>	<b>ARTICLE 18 - JOINTLY OPERATED MINISTRIES</b>	<b>23</b>
<b>19.</b>	<b>ARTICLE 19 - FISCAL YEAR</b>	<b>24</b>
<b>20.</b>	<b>ARTICLE 20 - APPOINTMENT OF AUDITOR BY MEMBERS</b>	<b>24</b>
<b>21.</b>	<b>ARTICLE 21 - NOTICE</b>	<b>24</b>
21.1.	Method of Notice	24
21.2.	Omissions and Errors	24
<b>22.</b>	<b>ARTICLE 22 - POLICY DOCUMENTS</b>	<b>25</b>
<b>23.</b>	<b>ARTICLE 23 - DISPUTE RESOLUTION</b>	<b>25</b>
<b>24.</b>	<b>ARTICLE 24 - DISSOLUTION</b>	<b>25</b>
24.1.	Voting	25
24.2.	Disposition of Assets	26
<b>25.</b>	<b>ARTICLE 25 - EFFECTIVE DATE</b>	<b>26</b>
<b>26.</b>	<b>APPENDIX A – CONFESSION OF FAITH</b>	<b>27</b>
<b>27.</b>	<b>APPENDIX B – LISTING OF PROVINCIAL CONFERENCES</b>	<b>37</b>
<b>28.</b>	<b>APPENDIX C – LISTING OF MEMBER ORGANIZATIONS</b>	<b>37</b>
<b>29.</b>	<b>APPENDIX D – CHARTER</b>	<b>38</b>

**CANADIAN CONFERENCE OF MENNONITE BRETHREN CHURCHES**  
**GENERAL OPERATING BYLAW**

**TO BE APPROVED AT NATIONAL ASSEMBLY IN 2021**

**Preamble**

Whereas the Canadian Conference of Mennonite Brethren Churches is incorporated by *An Act to Incorporate Canadian Conference of the Mennonite Brethren Church of North America*, S.C. 1945, c. 52 for the following objects:

- (1) to promote, maintain, superintend and carry on, in any and all parts of Canada, in accordance with the doctrinal laws, constitution, acts and rulings of the Mennonite Brethren Church of North America of any or all of the work of that body;
- (2) to organize, maintain and carry on, in any and all parts of Canada, charities, and missions, and to erect, maintain and conduct therein churches, schools, camps, colleges, orphanages, hospitals, and homes for the aged;
- (3) to advance in other lawful ways education, religion, charity and benevolence;
- (4) to administer in Canada the property, business and other temporal affairs of the Corporation; and
- (5) to organize and carry on, in any and all parts of Canada, in furtherance of the lawful objects of the Corporation, and not otherwise, the business of printing and publishing;

And, whereas it is considered expedient to enact a general operating bylaw relating generally to the conduct and the affairs of the Conference, be it therefore enacted as a bylaw of the Conference as follows:

**1 ARTICLE 1 - INTERPRETATIONS**

In this bylaw and all other bylaws and resolutions of the Canadian Conference of Mennonite Brethren Churches, unless the context otherwise requires it, the singular includes the plural; and the masculine gender includes the feminine.

Terms defined in the Charter have the same meanings in these bylaws.

**“Alternate”**, as related to a provincial representative attending an Executive Board meeting, is an observer sent from that province for a meeting when the moderator or designate is not available;

**“Charter”** means the *Act to Incorporate Canadian Conference of the Mennonite Brethren Church of North America*, S.C. 1945, c. 52, a copy of which is attached as Appendix D, and any subsequent amendments or acts enacted in substitution

therefore, from time to time;

**“Church Delegate”** means a Delegate of a Member Church who becomes a Voting Member of the Conference in accordance with Article 6, para 6.4;

**“Collaborative Unified Strategic Plan”** means the national strategic plan for all Members that is developed and approved by the National Assembly under Article 6.8;

**“Committee”** means any committee established by the Conference or the Executive Board pursuant to Article 7;

**“Conference”** means the Canadian Conference of Mennonite Brethren Churches, also referred to as the “Corporation” in the Charter;

**“Confession of Faith”** means the document annexed hereto as Appendix A, as same may be amended from time to time in accordance with Article 16;

**“Delegate”** means an authorized representative of a Member Church or a Member Organization who becomes a Voting Member of the Conference at a National Assembly or a National Council;

**“Designate”**, as related to a provincial representative attending an Executive Board meeting, is a person appointed by the board of directors of a Provincial Conference for a specified term of service to replace the moderator (or equivalent) of that Provincial Conference at Executive Board meetings;

**“Executive Board”** means the board of directors of the Conference which is described as the “Official Board” in the Charter;

**“Executive Committee”** means the committee established and functioning pursuant to Article 13 of these bylaws;

**“Finance and Audit Committee”** means the committee established and operation pursuant to Article 15 of these bylaws;

**“Governance Manual”** means the manual established and amended from time to time by the Executive Board under Article 7.4;

**“Members”** means the Member Churches and Member Organizations.

**“Member Church”** means a local Christian congregation in Canada which is in agreement with the Confession of Faith and otherwise meets the criteria set out in Article 4.3, and has been duly received into membership by a Provincial Conference or, upon recommendation of the Executive Board, by the Conference in accordance with Article 4;

**“Member Organization”** means all of the Provincial Conference and each nationally affiliated organization that adheres to the Confession of Faith as defined in its governing documents and has been accepted into the Conference upon recommendation of the Executive Board and a resolution passed by the Members as listed in Appendix C or that is subsequently admitted into membership in accordance with Article 4.9;

**“National Assembly”** means a duly called general meeting of the Conference attended by the Member Churches, which are represented by Church Delegates, and the Member Organizations, which are represented by National Council Delegates;

**“National Conference Minister”** means the National Faith and Life Director;

**“National Council”** means a duly called meeting of the Member Organizations, which is represented by National Council Delegates;

**“National Council Delegate”** means representative Delegate of a Member Organization who becomes a Voting Member of the Conference in accordance with Article 6 Section 6.5;

**“National Director”** means the person employed by the Conference pursuant to Article 9 of these bylaws;

**“National Faith and Life Director”** means the person employed by the Conference pursuant to Article 11 of these bylaws;

**“National Faith and Life Team”** means the committee established and operating pursuant to Article 12 of these bylaws to oversee the doctrinal and spiritual aspects of the Conference;



**“National Ministry Team”** means the committee established and operation pursuant to Article 10 of these bylaws;

**“Nominating Committee”** is the committee established and operating pursuant to Article 14 of these bylaws;

**“Officer”** means any person who holds one of the Executive Board offices enumerated in Article 7 para 7.1;

**“Provincial Conferences”** are the Mennonite Brethren provincial conference organizations to which Member Churches belong as listed in Schedule B.

**“Referenda”** means a ballot vote of Delegates as described in Article 5 Section 4;

**“Strategic Partnership Agreement”** means an agreement between the Conference and a Member Organization as approved by the Member at a National Assembly. Strategic Partnership Agreements are part of the Collaborative Unified Strategic Plan.

## **2 ARTICLE 2 - STATEMENT OF FAITH**

The Confession of Faith is the statement guiding the Christian faith and practice of the Conference and all of the Members as set out in Appendix A, which may only be amended in accordance with Article 16.

## **3 ARTICLE 3 - THE CONFERENCE IN PERSPECTIVE**

### **3.1 Nationally**

The Conference is, and shall at all times remain, a Canadian charitable organization within the meaning thereof in the Income Tax Act (Canada). Member Churches and Member Organizations must be and remain Canadian charitable organizations as a condition of membership in the Conference.

The Conference represents and acts on behalf of the Canadian Mennonite Brethren denomination as a whole. (See Article 5 para 5.1.)

### **3.2 Provincially**

The Conference is organized into regions. Local congregations first become members of a Provincial Conference in accordance with Article 4 Section 4.1, and, therefore, must comply with the membership requirements of Provincial Conference.

### **3.3 Internationally**

Internationally, the Conference relates to and cooperates with similar (parallel) national bodies of Mennonite Brethren churches in other countries which are part of the International Community of Mennonite Brethren (ICOMB) to foster fellowship and to engage in joint ministries in the pursuit of their shared objects.

## **4 ARTICLE 4 - CANADIAN CONFERENCE IN RELATION TO ITS MEMBERSHIP**

The Conference will have two types of members:

- (1) Member Churches
- (2) Member Organizations

### **Admission as a Member Church**

In areas of Canada where Provincial Conferences exist, Member Churches are admitted to the Conference by the action of their local Provincial Conference. Any church that is accepted as a member in a Provincial Conference becomes at the same time a member of the Conference.

A local church established in a location outside of a Provincial Conference can become a Member Church if approved by the Executive Board or by being accepted by another Provincial Conference.

### **4.1 Process for Cessation of a Member Church**

Any Member Church may by its own choice, or for cause as defined by a Provincial Conference, or by the action of its respective Provincial Conference in consultation with the Executive Board, or upon its closure, cease to be a Member of the Conference. Any Member Church established in a location outside of a Provincial Conference, and which is not part of another Provincial Conference, may be removed from membership by a vote of the Executive Board. Membership is not transferable.

### **4.2 Local Congregations**

The Member Churches are local congregations consisting of baptized, Christian believers who are joined in a community of faith for mutual edification, outreach, and who subscribe to the Confession of Faith.

### **4.3 Member Church Participation**

Whereas each Member Church is free to manage its local affairs, Member Churches are expected to relate to each other and cooperate with one another by joining and supporting their respective Provincial Conference, Member Organizations, and the Conference in a Collaborative Unified Strategic Plan approved by the Members for mutual encouragement and increased effectiveness in service and witness in Canada and globally. Member Churches

commit to providing financial support in accordance with the approved budgets of their respective Provincial Conference and the Conference.

#### **4.4 Assistance when Needed**

When a Member Church is unable to resolve an issue which is harmful to its life and witness, the Conference has the right and the duty to offer its assistance in resolving the difficulty, upon request from or in consultation with the respective Provincial Conference.

#### **4.5 Suspension of a Member Church**

A Provincial Conference, in consultation with the National Faith and Life Team and the National Director, may suspend and ultimately withdraw the privilege of membership from any Member Church which ceases to be in agreement with the Confession of Faith.

Pursuant to Article 4, para 4.1, any Member Church that has been suspended by its Provincial Conference will automatically be suspended by the Conference.

A suspended Member Church is considered to be in not good standing and may not appoint any Delegates.

#### **4.6 Membership in the Member Church**

The regulation of membership of individuals in Member Churches is the responsibility of the Member Church. Guidelines shall be maintained by the Conference in the National Faith & Life policies as approved by the Members at a National Assembly, to assist Member Churches and to promote consistency of practice.

#### **4.7 Proprietary Rights**

Membership in a Member Church creates no legal rights or proprietary rights in any of the tangible assets thereof. Termination of individual membership in a Member Church, for whatever reason, requires no accounting by the Member Church to the departing member with respect to such assets.

#### **4.8 Admission as a Member Organization**

An organization that adheres to the Confession of Faith as defined in its governing documents, and that meets the requirements set out in any applicable policy of the Executive Board can become a member of the Conference as a Member Organization upon the recommendation of the Executive Board and a resolution passed by the Members. Each Member Organization will sign a Strategic Partnership Agreement

#### **4.9 Process for Cessation of a Member Organization**

Any Member Organization may by its own choice, or for cause as determined by the Executive Board and supported by a resolution of the Members, cease to be a member of the Conference. Membership also ceases upon the dissolution of a Member Organization. Membership is not transferable.

#### **4.10 Member Organization Participation**

Whereas each Member Organization is free to manage its own affairs, Member Organizations are expected to relate to each other and cooperate with one another by joining and supporting a Collaborative Unified Strategic Plan financially and otherwise, for mutual encouragement and increased effectiveness in service and witness in Canada and globally in accordance with policies adopted by the National Assembly or National Council.

#### **4.11 Suspension of a Member Organization**

The Executive Board working through the National Faith and Life Team and in consultation with the National Council may initiate a process of discipline with a Member Organization which ceases to be in agreement with the Confession of Faith. If cancellation of membership becomes necessary, the Executive Board would table a recommendation to cancel their membership at a National Assembly.

A suspended Member Organization is considered to be in not good standing and may not appoint any Delegates.

### **5 ARTICLE 5 - AUTHORITY AND ACCOUNTABILITY STRUCTURES WITHIN THE CONFERENCE**

#### **5.1 Conference as Part of the Body of Christ**

The Conference is the national entity of a community of Christian believers known as the Mennonite Brethren denomination in Canada. In partnership with fellow believers in other communities, the Conference is organized and works under the authority of the Lord Jesus Christ to take the gospel into all the world starting in our neighbourhoods, and beyond that, to our respective provinces, to our nation, and to the ends of the earth.

#### **5.2 Source of Legal Authority**

The Conference receives its legal authority to exist and to operate from the Charter, which empowers the membership of the Conference to establish the Executive Board to govern and direct the affairs of the Conference. The Executive Board receives its authority to govern from and is accountable to, the Conference.

### **5.3 Will of the Conference**

The will of the Conference shall be expressed by resolutions adopted at the National Assembly or approved by Referenda. The Executive Board shall govern and direct the affairs of the Conference between National Assemblies in accordance with the will of the Conference.

### **5.4 Referenda**

The Conference in National Assembly is empowered to decide all matters corporately affecting the Conference. Referenda may be used at the discretion of the Executive Board to bring Conference decisions to vote by the Members in good standing. Referenda will be conducted in accordance with the CCMBC Referenda Policy enacted by the Executive Board and approved by the Members. Referenda may be used for elections, approval of bylaw amendments, approval of policies, approval of the conference budget, and other matters that are not expressly required to be decided by a vote at a National Assembly in these bylaws.

## **6 ARTICLE 6 – NATIONAL ASSEMBLIES AND NATIONAL COUNCIL MEETINGS**

### **6.1 Authority to Convene a National Assembly**

As required by Section 4 of the Charter, the Conference shall hold a National Assembly each year for inspiration, reporting, direction-setting, and decision-making, at such time and place and using the meeting format (in-person or electronic) as may be decided by the Executive Board.

### **6.2 Calling National Assemblies and National Councils**

Subject to notice as hereafter provided, the Conference may call a National Assembly and National Council meeting, at any time by decision of the Executive Board or by a decision made at a National Assembly or National Council meeting.

### **6.3 Date, Location, and Agenda of Meetings**

The Executive Board shall give at least four (4) weeks notice of a National Assembly. The Executive Board shall give at least four (4) weeks notice of any National Council meeting. Such notice shall stipulate the date, location, and agenda with all associated documents of such meeting. Notice shall be deemed to have been sufficiently given if sent by electronic means or ordinary mail to the Members entitled to attend each such meeting, or if given by announcement in the Conference periodical publications distributed to the membership of Member Churches. The notice will state if electronic attendance and digital voting is being allowed for that meeting.

#### **6.4 Member Church Representation at National Assembly**

Each Member Church in good standing shall be entitled to be represented at any National Assembly by delegates. Each Member Church Delegate must be 18 years of age or older, must be a member of that Member Church in good standing, and shall be approved as a Member Church Delegate by the membership or governing board of the Member Church. The maximum number of Delegates from each Member Church is one (1) pastoral delegate per Member Church and one (1) other delegate for every twenty-five (25) members or fraction thereof of that Member Church.

Executive Board members have a vote at a National Assembly by virtue of their position as Executive Board members.

In emergency situations, the Executive Board may adjust or depart from National Assembly policies provided that any non-compliance with the National Assembly policy previously adopted by the National Assembly is only to the extent necessary to respond to the emergency and is subsequently ratified by the Members.

#### **6.5 Member Organization Representation at National Assembly and National Council**

Each Member Organization in good standing shall be entitled to be represented at any National Assembly or National Council by delegates. Each Member Organization is allowed to register a maximum of twelve (12) duly elected Member Organization Delegates from their board of directors. Each Member Organization Delegate must be 18 years of age or older and must be a member in good standing of a Member Church.

Executive Board members have a vote at the National Council by virtue of their position as Executive Board members. National Ministry Team members have a vote at the National Council by virtue of their position as National Ministry Team members. National Faith and Life Team members have a vote at the National Council by virtue of their positions as National Faith and Life Team members.

If a person holds positions on multiple boards or teams, they have only one vote at a National Assembly and National Council.

National Council policies may be enacted by the Executive Board and then approved by the Member Organizations.

#### **6.6 Voting at National Council and National Assembly**

Each Delegate to a National Council or National Assembly shall have one vote, which must be cast by the Delegate, either in person or electronically in accordance with a digital voting policy adopted by the Executive Board and

approved by the Members. Proxy voting shall not be permitted. Absentee voting shall not be permitted. A digital voting policy adopted by the Executive Board may be approved by electronic vote of the Members at the meeting at which the electronic voting will occur.

#### **6.7 Quorum at National Assembly and National Council**

A quorum for any National Assembly shall consist of not less than one hundred (100) Delegates, where the majority of Delegates must be Member Church Delegates, registered at commencement thereof, in the absence of which no binding decisions can be made. Thereafter the Delegates present in person and present digitally if digital voting is allowed, shall be deemed to constitute a quorum.

The quorum shall be reduced to fifty (50) if the agenda is limited to the appointment of an auditor, approval of the annual budget, and the receiving and approving of the financial statements.

A quorum for any National Council shall consist of not less than fifty (50) persons, including National Council Delegates and others entitled to vote at the National Council, representing at least 75% of the Member Organizations in good standing, registered at the commencement thereof, in the absence of which no binding decisions can be made.

#### **6.8 Role of Delegates at National Assembly**

The role of the Delegates at a National Assembly, or by means of Referenda where allowed in the bylaws, in addition to those which are delineated by the Charter or by virtue of law, shall be as follows:

- (a) To elect the candidates as identified by the Nominating Committee in Article 14 Section 4
- (b) To receive reports from the Executive Board, the National Faith and Life Team, the National Ministry Team, the Nominating Committee, the Finance & Audit Committee, and the external auditor;
- (c) To hear reports of the Executive Board and reporting committee(s) and make such decisions related to such reports as determined by the Members;
- (d) To provide policy direction and approval of the policy documents as described in these bylaws;

- (e) To approve amendments to the governing documents as described in these bylaws, (see Article 16 regarding the Confession of Faith and Article 17 regarding these bylaws);
- (f) To approve the Collaborative Unified Strategic Plan.
- (g) To approve the annual Conference budget;
- (h) To approve the audited financial statements, whereby the annual financial statements and related documents will also be available at the registered office of the Conference and any member may, on request, obtain a copy free of charge at the registered office;
- (i) To approve the external auditor of the Conference; and
- (j) To approve the admission of Members, including the related Strategic Partnership Agreement when approving a Member Organization.

#### **6.9 Role of Delegates at National Council**

The National Council will meet at least once per calendar year to foster and model an attitude of collaboration and unity. In-person meetings are preferred, but virtual meetings are permitted. The National Council Delegates are able to represent and implement the national decisions at provincial assemblies and other Member Organization meetings. The role of the National Council Delegates shall be as follows:

- (a) To pray, support, and spiritually care for the churches and Member Organizations;
- (b) To formulate and recommend national vision and strategy;
- (c) To hold boards and staff accountable for accomplishing the national vision and strategy;
- (d) To represent the will of the provinces and MB organizations in matters relating to the Conference and the Collaborative Unified Strategic Plan; To formulate and recommend a national budget for activities of the Conference that reflects the Collaborative Unified Strategic Plan and that is supported by all Member Organizations; and
- (e) To formulate and recommend the following documents to be approved by the Members at a National Assembly:
  - Strategic Partnership Agreements



- National Assembly policies
- Nomination Committee policies
- National Ministry Team policies
- National Faith and Life policies
- Conference national office policies.

## **7 ARTICLE 7 - THE EXECUTIVE BOARD**

### **7.1 The Composition and Election**

As stated in Section 4 of the Charter, the Executive Board consists of not less than eleven (11) and not more than fifteen (15) voting members.

The Executive Board shall be composed of the following voting members:

- (a) the Moderator of the Conference, who shall chair the National Assembly and National Council meetings and meetings of the Executive Board, except if and when prevented or excused, and shall act as a formal representative of the Conference;
- (b) the Assistant Moderator of the Conference, who shall assist the Moderator and act in the capacity of Moderator in the absence of the Moderator;
- (c) the Secretary of the Conference, who shall oversee and be responsible for the recording of minutes of National Assemblies, National Councils and of meetings of the Executive Board, and shall carry out such other duties customarily the responsibility of secretaries of corporate bodies;
- (d) the Treasurer of the Conference, who shall serve as the Chair of the Finance and Audit Committee and who shall serve as a member of the CCMBC Legacy Fund Inc. board;
- (e) the moderators (or their equivalents) or a designate from each Provincial Conference; and
- (f) additional members-at-large to serve on Committees, as required, elected at a National Assembly.

In addition, the Executive Board includes the following non-voting members:

- (g) the National Director; and

- (h) the National Faith and Life Director or acting chair of the National Faith and Life Team, in case the position of the National Faith and Life Director is vacant.

In addition, all members of the National Ministry Team may attend Executive Board meetings as guests without a vote.

These non-voting board members and guests have the right to speak to any issue. Attendance by other staff members of the Conference or other Member Organizations is by specific invitation of the Executive Board.

In compliance with the Charter, all board members nominated by Provincial Conferences or who may be nominated as members by virtue of office, such as the National Director and Chair of the National Faith and Life Team, shall be subject to a vote of ratification at the National Assembly. All board members must receive affirmation by at least two-thirds of the votes cast by Delegates voting at the National Assembly.

The Officers of the Conference shall be the Moderator, Assistant Moderator, Secretary, and Treasurer.

## **7.2 Term of Office**

- (a) The term of office of each elected member-at-large of the Executive Board (see Section 16) is four (4) years. Members will be eligible for a second four (4) year term. Terms of elected members may be shorter than 4 years so that terms shall be staggered. Vacancies occurring between National Assemblies shall be filled, if necessary, by the appointment of the Executive Board.
- (b) The term for Officers of the Conference, Moderator, Assistant Moderator, Secretary, and Treasurer, shall be two (2) years. The Officers of the Conference may not serve in the same role for more than two consecutive, full terms.
- (c) In special circumstances, the limitation in subsection 7.2(2) may be set aside by a two-thirds majority vote of the delegates present and voting at an annual meeting.
- (d) Vacancies occurring among elected members-at-large and elected officeholders such as Moderator, Assistant Moderator, Secretary, and Treasurer, shall be filled by appointment of the Executive Board for the unexpired portion of the term of office. When the moderator or designate of a Provincial Conference must be replaced, the respective Provincial Conference shall make the appointment.
- (e) Newly elected representatives of Provincial Conferences and members elected at large shall take office upon adjournment of the annual meeting.

- (f) The term of office of any member of the Executive Board may be suspended for misconduct upon resolution of at least two-thirds of its voting members. Any such suspension shall continue until the next following National Assembly, at which further disposition of the case, including termination, may be made by the Members.
- (g) No voting Executive Board member should serve more than eight (8) consecutive years in any capacity unless an extension is approved by a two-thirds majority vote of the Delegates present and voting at a National Assembly. Unless otherwise approved as stated, after eight (8) consecutive years, the voting board member should not serve in any other elected capacity within the Conference for one year.

### **7.3 Responsibility**

The Executive Board shall through prayerful discernment seek God's leading to provide leadership to the Conference, its governance, policies, structures, and committees. It monitors outcomes, delegates management authority to the National Director, and measures performance and results.

### **7.4 Specific Duties and Functions**

The Executive Board as the board of directors of the Conference shall govern and oversee the affairs and assets of the Conference as required by the Charter and by virtue of law. Without restriction, this shall include the following:

- (a) pray, support, and spiritually care for the churches;
- (b) select and engage a National Director;
- (c) delegate management authority and responsibility to the National Director as defined in the Governance Manual;
- (d) engage the National Faith and Life Director to fulfill the function of a National Conference Minister and chair of the National Faith and Life Team, based on the selection and nomination by the National Director;
- (e) oversee and ensure compliance with the Charter and these bylaws and implement any changes as required and approved by Members;
- (f) monitor performance and measure strategic outcomes;
- (g) oversee financial and operational matters, assume fiduciary responsibility for the Conference and the Collaborative Unified Strategic Plan, seek financial solvency and integrity;
- (h) represent the Conference externally by representing the Canadian MB Denomination publicly and at and within other organizations, which

includes making public statements on behalf of the Canadian MB denomination;

- (i) provide strategic leadership;
- (j) provide direction in matters of congregational polity;
- (k) design board structure and governance processes;
- (l) meet at least four (4) times per year;
- (m) maintain and publish, for accountability to all Members, a current Governance Manual;
- (n) be accountable to the Conference at the National Assembly which will include publishing a copy of its meeting resolutions and current policies relating to finance and operations;
- (o) engage consultants, appoint commissions and create advisory and ad hoc committees as required;
- (p) appoint a parliamentarian to serve during a National Assembly and National Council meeting for the purpose of ensuring that decisions are in compliance with the Conference's governing documents and that transactions are conducted according to commonly accepted rules of parliamentary procedure;
- (q) evaluate and improve itself as the governing board;
- (r) appoint the Finance and Audit Committee, a governance committee, and others as required;
- (s) ensure the effective functioning of all Executive Board Committees and teams; and
- (t) serve as the Conference-in-interim in emergency situations.

## **7.5 Conference Committees**

The Conference shall maintain the National Ministry Team, the National Faith and Life Team, the Executive Committee, the Nominating Committee and the Finance & Audit Committee, and other committees as required by these bylaws or enacted by the Executive Board.

Unless otherwise specified by a National Assembly, the Executive Board of these bylaws, the term of elected committee members is four (4) years. Elected committee members will be eligible for a second four (4) year term, serving a

maximum of eight (8) consecutive years. After serving eight (8) consecutive years, an elected committee member shall not serve in any other elected capacity within the Conference for one year unless an extension is approved by a two-thirds majority vote of the Delegates at a National Assembly. Where possible, the terms of elected committee members shall be staggered.

## **8 ARTICLE 8 - BOARD AND COMMITTEE POLITY**

### **8.1 Board and Committee Integrity**

The Executive Board and Committees can express their will only when it is in session either in one location or in a teleconference. The Executive Board and Committees cannot function as such except in meetings duly called and convened, and then only after roll call and before adjournment.

### **8.2 Board and Committee Solidarity**

Individual members have no authority to speak for nor to act on behalf of the Executive Board or Committee except when such authority has been officially delegated. Members must take care not to commit or to appear to commit the Executive Board or Committee to any stand, in private or public statements, which the Executive Board or Committee as a whole may be unwilling to take.

### **8.3 Protection of Directors and Officers**

Every member of the Executive Board and Committee and any other person, including every employee, who has undertaken or is about to undertake any liability on behalf of the Conference within their authority as granted by the Executive Board or under these bylaws, and their respective heirs, executors, administrators and assigns respectively, shall at all times be indemnified and saved harmless, out of the funds of the Conference from and against:

- a. All costs, charges, and expenses which such person sustains or incurs in or about any action, suit, or proceeding which is brought by or prosecuted against him/her for, or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office, except such costs, charges or expenses as are occasioned by his/her own willful misconduct or deliberate unlawful acts; and
- b. All other costs, charges, and expenses, which the person sustains or incurs, in or about or in relation to the affairs thereof except such costs, charges, and expenses as are occasioned by his/her own willful misconduct or deliberate unlawful acts.

## **9 ARTICLE 9 - NATIONAL DIRECTOR**

The Executive Board shall employ a National Director, who shall be accountable to the Executive Board for the management of the affairs of the Conference as defined in the Governance Manual, including the following:

- (a) To develop the staff infrastructure to fulfill the values, goals, and mission of the Conference;
- (b) To work collaboratively with the National Faith and Life Director;
- (c) To serve as the team leader of the National Ministry Team, providing direction in line with the vision and strategic plans of the Conference;
- (d) To present to the Executive Board tactical and financial plans that comply with the Collaborative Unified Strategic Plan;
- (e) To provide pastoral counsel where needed or requested by Provincial Conferences;
- (f) To plan public events such as National Assemblies and National Council meetings;
- (g) To represent the Canadian MB Denomination and the Conference as appropriate; and
- (h) To ensure all Policy Documents are made available to the Conference membership. See [Article 22](#).

## **10 ARTICLE 10 - NATIONAL MINISTRY TEAM**

### **10.1 Composition**

The National Ministry Team will be led by the National Director and shall meet a minimum of four (4) times per year. The National Ministry Team will include the chair of the National Faith and Life Team as well as the senior staff leader, or designate, from each of the Member Organizations. Typically, the senior staff leaders will be the Provincial Conference ministers and the presidents of any other Member Organizations.

### **10.2 Responsibility**

The National Ministry Team's mandate is to enable collaborative leadership actions among the senior staff of all Member Organizations in implementing the Collaborative Unified Strategic Plan. The team will foster and model an attitude of collaboration and unity, to inspire and equip the Conference toward fulfilling its national vision. The team acts as ambassadors for the denomination and its ministry in Canada, subject to the direction of the Executive Board.

### **10.3 Specific Duties and Functions**

The specific duties of the National Ministry Team include:

- (a) To pray, support, and spiritually care for the Member Churches and Member Organizations;
- (b) To formulate and maintain a national vision and present a national Collaborative Unified Strategic Plan for refinement by the National Council and approval by Members;
- (c) To design a Collaborative Unified Strategic Plan, implemented through the Member Organizations and supported by the Members;
- (d) To ensure the detailed and timely flow of information in cooperation with the Executive Board and Conference;
- (e) To develop and implement measuring tools in cooperation with the Conference;
- (f) To design and present a national ministry budget that aligns with all Member Organizations for refinement by the National Assembly and approval by the Members;
- (g) To work collaboratively with the Executive Board (see Article 7 Section 1); and
- (h) To perform its duties in accordance with the National Ministry Team policies adopted by the National Assembly.

### **10.4 Accountability**

While each individual member of the National Ministry Team is accountable to the organization that employs them, the National Ministry Team as a whole is accountable to the Conference at its National Assembly and the National Council, when in session, and to the Executive Board between National Assemblies. (see Article 5 Section 3).

## **11 ARTICLE 11 – NATIONAL FAITH AND LIFE DIRECTOR**

The Executive Board shall employ a National Faith and Life Director, who shall function in the role of National Conference Minister, and be accountable to the Executive Board for the management of the work of the National Faith and Life Team, including the following:

- (a) Chair the National Faith and Life Team and related working teams providing leadership and service in accomplishing the work of the

National Faith and Life Team mandate as stated in these bylaws, the policies adopted by the Executive Board and National Assembly, and the Collaborative Unified Strategic Plan;

- (b) To work collaboratively with the National Director;
- (c) To present to the Executive Board reports on the work of the National Faith and Life Team as stated in point (1) above
- (d) To provide pastoral, theological, and conflict resolution counsel where needed or requested by provincial conferences;
- (e) To serve as a mediator or arbiter in any conflict between or among the Member Churches and Member Organizations;
- (f) To plan public events such as study conferences, and pastors' orientation; and
- (g) To represent the Canadian MB Denomination and the Conference as appropriate, subject to the direction of the Executive Board.

## **12 ARTICLE 12 - NATIONAL FAITH AND LIFE TEAM**

### **12.1 Composition**

The National Faith & Life Team shall be composed of the following members:

- (a) three (3) members-at-large, elected by the Conference at the National Assembly or by Referenda;
- (b) one (1) member appointed by each of the Member Organizations listed in Appendix C hereto;
- (c) the Provincial Conference ministers, or their equivalent, or other person designated by each of the Provincial Conferences;
- (d) the National Director as an ex officio, non-voting member; and
- (e) the National Faith and Life Director, as the Chair of the National Faith and Life Team.

If the role of the National Faith and Life Director is vacant, the National Faith and Life Team will select its own Chair, until such time as an appointment of a National Faith and Life Director is made.

### **12.2 Responsibility**

The National Faith and Life Team exists to articulate and safeguard Mennonite Brethren theological convictions, produce theological and pastoral resources, provide discernment and guidance on current issues. The National Faith and Life Team stewards the Confession of Faith on behalf of the Conference.



### 12.3 Specific Duties and Functions

The specific duties of the National Faith and Life Team include:

- (a) To pray, support, and spiritually care for the churches;
- (b) To meet a minimum of four (4) times per year;
- (c) To uphold and articulate the Mennonite Brethren theological convictions, consistent with the Confession of Faith, and encourage vital engagement with the Confession of Faith;
- (d) To initiate the appropriate action or serve as a theological resource in issues of faith and life through consultation, teaching, and publishing;
- (e) To be responsible for promoting the Conference's peace witness in Member Churches and Canada;
- (f) To plan study conferences in consultation with the Executive Board;
- (g) To be responsible for overseeing matters of individual membership and church membership issues in upholding the Confession of Faith as defined in Article 4;
- (h) To provide theological and pastoral discernment and guidance on prevailing social, ethical, and theological issues, consistent with the Confession of Faith;
- (i) To function collaboratively with the Faith and Life Teams of the Provincial Conferences in the development of national policies and initiatives and to hold such Faith and Life Teams accountable for the implementation of said policies and initiatives in their jurisdictions according to the National Faith and Life policies approved by the Members at a National Assembly;
- (j) To undertake such other duties as the National Assemblies may from time to time assign;
- (k) To provide a dispute resolution mechanism in matters of theology on behalf of the Conference; and
- (l) To perform its duties in accordance with the National Faith & Life Team policies approved by the Members at a National Assembly.

#### **12.4 Accountability**

The National Faith and Life Team is accountable to the Conference at its National Assemblies and the Executive Board between National Assemblies.

### **13 ARTICLE 13 – EXECUTIVE COMMITTEE**

#### **13.1 Composition**

The Executive Committee shall be composed of the following members:

- a. Officers of the Conference:
  - Moderator
  - Assistant Moderator
  - Secretary
  - Treasurer
- b. Directors of the Conference as ex-officio members:
  - National Director
  - National Faith and Life Director

#### **13.2 Responsibility**

The Executive Committee serves the Executive Board in ensuring effective preparation for Executive Board meetings; and it acts on behalf of the Executive Board in emergencies between Executive Board meetings, except as prohibited by law or limitations set by the Executive Board.

#### **13.3 Specific Duties and Functions**

The Executive Committee is responsible to:

- (a) Oversee preparation for effective and efficient meetings of the Board, National Assembly, and National Council;
- (b) Serve as a sounding board and resource for the National Director and National Faith and Life Director between Board meetings;
- (c) Monitor the performance and well-being of the National Director and National Faith and Life Director;
- (d) Oversee the Conference's institutional planning process in collaboration with the National Director;

- (e) Attend to the development and maintenance of positive relationships with Member Organization leadership, stakeholders, and other key partnerships; and
- (f) Act on behalf of the Executive Board in emergencies, except as prohibited by law or limitations set by the Executive Board.

#### **13.4 Accountability**

The Executive Committee is accountable to the Executive Board.

### **14 ARTICLE 14 - NOMINATING COMMITTEE**

#### **14.1 Composition**

The Nominating Committee shall be composed of the following members:

- (a) the Secretary of the Conference who shall normally act as Nominating Committee Chair;
- (b) the moderators of the Provincial Conferences, or their equivalents, or other person designated by each of the Provincial Conferences, but not necessarily the same individual appointed to the Executive Board;
- (c) two (2) members elected by the Conference at the National Assembly or by Referenda; and
- (d) the National Director as an ex officio member.

#### **14.2 RESPONSIBILITY**

The Nominating Committee shall ensure that suitable candidates are available to fill the various leadership roles in the Conference by nominating persons for election at National Assembly or by Referenda of the Conference as required from time to time and in accordance with the Nominating Committee policy developed by the National Council and approved by Members. In furtherance of its function, this Nominating Committee shall assess the skills required for elective or appointed positions and shall maintain a database of the elected and appointed incumbents and their respective terms of office.

The Nominating Committee is responsible for the identification of any candidate for interim appointments to be approved by the Executive Board.

#### **14.3 Specific Duties and Functions**

Positions for which the Nominating Committee shall discern will include, but is not limited to, the following:

- (a) Moderator, Assistant Moderator, Secretary, and Treasurer;

- (b) Executive Board members-at-large;
- (c) MB Seminary board members, as required by MB Seminary bylaws;
- (d) Multiply board members, as required by Multiply bylaws in Canada and the US;
- (e) CCMBC Legacy Fund Inc. board members, as required by its bylaws;
- (f) Nominating Committee members;
- (g) National Faith and Life Team members at large;
- (h) Mennonite Brethren Historical Commission members as required by its bylaws; and
- (i) other partnership appointments as required.

The Nominating Committee shall not bring forth a candidate for election whereby that candidate's term will exceed eight (8) consecutive years in a single role unless it is accompanied by a request for a special exemption. In such a case, the Delegates must approve the candidate's election and the motion for a special exemption, both by a two-thirds majority of the delegates at the National Assembly or by a two-thirds majority of the ballots in a Referenda.

#### **14.4 Approval of Candidates**

Once candidates have been approved by the Nominating Committee, the names will be submitted to the Members for approval. A nomination must be approved by a two-thirds majority of the Delegates at National Assembly or by a two-thirds majority of the ballots in a Referenda. Members of the Executive Board must be elected at a National Assembly in accordance with the Charter.

Should a nominee fail to receive the required two-thirds majority vote, an interim appointment may be approved by the Executive Board for a maximum one (1) year term which concludes once a candidate has been elected by Delegates at the next National Assembly or by Referenda, if permitted by the Charter and these bylaws.

#### **14.5 Accountability**

The Nominating Committee is accountable to the Conference at its National Assemblies and the Executive Board between National Assemblies.

## **15 ARTICLE 15 - FINANCE & AUDIT COMMITTEE**

### **15.1 Appointment and Composition**

At its first meeting after each National Assembly, the Executive Board may appoint additional members to the Finance and Audit Committee. This committee shall consist of not less than three (3) and not more than five (5) members, the majority of which shall be Executive Board members. The Treasurer shall be the Chair of the Finance and Audit Committee.

### **15.2 Responsibility**

The Finance and Audit Committee's role is to advise the Executive Board on all financial matters, including investments, affecting the Conference and to approve on behalf of the Executive Board those financial strategies, contracts, and agreements delegated to it under Executive Board policies, and act on behalf of the Executive Board and oversee qualitative aspects of financial reporting, processes for the management of financial risk, control and audit functions, and compliance with policy and significant applicable legal, ethical and regulatory requirements.

### **15.3 Specific Duties and Functions**

Without limiting the general responsibility, the Finance and Audit Committee will do at least the following:

- (a) To recommend investment policies and direction to the Executive Board;
- (b) To give advice as requested by staff;
- (c) To monitor the financial limitations and expectations policies;
- (d) To provide the Executive Board with progress reports and results of the investment portfolio in a timely manner but in any event not less than annually;
- (e) To recommend to the Executive Board the appointment of an independent public auditor;
- (f) To meet at least four (4) times annually, unless otherwise directed by the Executive Board, 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 Executive Board on the audit, and any management or audit comments by the external auditor, when the audited financial statements are presented;

- (g) To assure itself and the Executive Board that the Conference's financial policies, functions, and responsibilities are in compliance with the highest standards of integrity and in accordance with applicable laws; and
- (h) To present the Financial Statements and provide an annual written report to the Members offering a summary of the results for all corporations under the control of the Conference as well as advising the Members of any risks related to operating these corporations.

#### **15.4 Accountability**

The Finance and Audit Committee is accountable to the Conference at its National Assemblies and the Executive Board between National Assemblies.

### **16 ARTICLE 16 - AMENDING THE CONFESSION OF FAITH**

The Conference's Confession of Faith at the time of approval of these bylaws remains the July 1999 version as contained in Appendix A.

#### **16.1 Notice**

Notice of motion to amend the Confession of Faith may be given at any National Assembly or by publication through written or electronic means to all the Members. Notice of motion to amend the Confession of Faith must be presented to all the Members three months before the National Assembly at which it is to be voted on. The notice of motion will include all details of the amendments to the Confession of Faith.

#### **16.2 Sponsorship**

Sponsorship of a motion to amend the Confession of Faith may be initiated by either the National Faith and Life Team or the Executive Board.

#### **16.3 Voting**

A two-thirds majority of those delegates present and voting at a National Assembly shall be required to carry an amendment. Referenda may not be used to amend the Confession of Faith.

## **17 ARTICLE 17 - AMENDING THESE BYLAWS**

The Members have the authority to amend these bylaws. If a proposed bylaw amendment changes the rights of a single class of Members, the proposed amendment must be approved by a resolution of that class of Members in addition to being approved by the National Assembly as a whole.

### **17.1 Notice**

Notice of motion to amend the bylaws may be given at any National Assembly or by publication through written or electronic means to Member Churches and Member Organizations as required by the type of amendment. Notice of motion to amend the bylaws must be presented to the required Members at least six weeks before the Referenda or National Assembly at which it is to be voted on. The notice of motion will disclose the movers of the motion.

### **17.2 Sponsorship**

Sponsorship of a motion to amend the bylaws may be initiated by the Executive Board, by any Member Church or Member Organization, or by a group of at least 50 individuals who are members in good standing of Member Churches and who have signed a document to that effect.

### **17.3 Voting**

A two-thirds majority of the Delegates present and voting at a National Assembly shall be required to carry an amendment, or a two-thirds majority vote of the Referenda ballots shall be required to carry an amendment.

### **17.4 Updating Bylaw Appendices**

The appendices of these bylaws may be automatically updated to accurately reflect the resolutions of the Conference without holding a vote of the Members to amend the appendices in these bylaws. For instance, if the Confession of Faith is amended by resolution of the Conference, then Appendix A can be updated to reflect the newly approved version of the Confession. The Executive Board can enact such bylaw amendments and provide notice to Members of the bylaw amendments by making the Appendices current.

## **18 ARTICLE 18 - JOINTLY OPERATED MINISTRIES**

The Conference is active in several joint ministries that are operated by boards with representation from both the US Conference of Mennonite Brethren Churches and the Conference. The representation by the Conference to these boards is by appointment by the Executive Board. Accountability to the Conference is through communication and coordination with the Executive Board and by reports to the Conference at the annual National Assembly. The joint ministries are currently:

- (a) Multiply (formerly MB Mission); and
- (b) Mennonite Brethren Historical Commission.

The basic documents for each are as follow:

- (a) Memorandum of Understanding Regarding MB Mission; and
- (b) Memorandum of Understanding Regarding the Mennonite Brethren Historical Commission.

Any amendments to these documents must be approved by Members at a National Assembly or by Referenda.

### **19 ARTICLE 19 - FISCAL YEAR**

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

### **20 ARTICLE 20 - APPOINTMENT OF AUDITOR BY MEMBERS**

The National Assembly shall appoint an auditor to audit the books of the Conference. The term of office shall be until the next annual meeting. Any interim vacancy in the office of the auditor may be filled by the Executive Board. The remuneration of the auditor shall be fixed by the Executive Board and reported as a separate line in the Conference budget.

### **21 ARTICLE 21 - NOTICE**

#### **21.1 Method of Notice**

Except where otherwise provided in these bylaws, notice shall be validly given if given by writing, by prepaid letter post, by facsimile, by email, or by other electronic methods, addressed to the person for whom it is intended at the last address shown on the Conference's records.

#### **21.2 Omissions and Errors**

The accidental omission to give notice of any meeting or the non-receipt of any such notice by anyone, or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings are taken at any meeting including without limitation at an Executive Board meeting, National Assembly or National Council. Any Executive Board member, committee member, or the Auditor may at any time waive his/her having to receive notice of any meeting and may ratify and approve any or all proceedings taken thereat.



## **22 ARTICLE 22 - POLICY DOCUMENTS**

All policy documents identified in these bylaws, which include the Executive Board Governance Manual, will be made available to all Members Churches and Member Organizations.

## **23 ARTICLE 23 - DISPUTE RESOLUTION**

In the event that a dispute or controversy among members, directors, officers, committee members, or staff of the Conference arises and cannot be resolved in private meetings between the parties, with the assistance of the National Faith and Life Director or National Faith and Life Team, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or staff, as an alternative to a person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Executive Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Conference is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **24 ARTICLE 24 - DISSOLUTION**

### **24.1 Voting**

Dissolution of the Conference shall only be carried out by a two-thirds majority vote of the delegates present and voting at a National Assembly. The motion to dissolve the Conference will include a description of the distribution of assets for approval by the Delegates in accordance with section 24.2. Referenda may not be used for voting on dissolution.

### **24.2 Disposition of Assets**

Upon dissolution of the Conference, and after the payment of all debts and liabilities, its remaining property and assets shall be distributed to one or more charitable organizations which are registered as such within the meaning of subsection 248 (1) of the Income Tax Act and which have objects similar to those of the Conference and as approved by the delegates voting at a National Assembly.

## **25 ARTICLE 25 - EFFECTIVE DATE**

This Bylaw shall come into force on June 12, 2021 as confirmed by the Conference through a National Assembly vote.

(u) **APPENDIX A – CONFESSION OF FAITH**

**Article 1 - God**

We believe in the one, true, living God, Creator of heaven and earth. God is almighty in power, perfect in wisdom, righteous in judgment, overflowing in steadfast love. God is the Sovereign who rules over all things visible and invisible, the Shepherd who rescues the lost and helpless. God is a refuge and fortress for those in need. God is a consuming fire, perfect in holiness, yet slow to anger and abounding in tender mercy. God comforts like a loving mother, trains and disciplines like a caring father, and persists in covenant love like a faithful husband. We confess God as eternal Father, Son, and Holy Spirit.

**God the Father**

God the Father is the source of all life. In Him we live and move and have our being. The Father seeks those who will worship Him in spirit and in truth, and hears the prayers of all who call on Him. In the fullness of time, the Father sent the Son for the salvation of the world. Through Jesus Christ, the Father adopts all who respond in faith to the gospel, forgiving those who repent of their sin and entering into a new covenant with them. God gives the Counsellor, the Holy Spirit, to all His children. God's creative and redemptive love sustains this world until the end of the age.

**God the Son**

The Son, through whom all things were created and who holds all things together, is the image of the invisible God. Conceived by the Holy Spirit and born of the virgin Mary, Jesus took on human nature to redeem this fallen world. He revealed the fullness of God through His obedient and sinless life. Through word and deed, Jesus proclaimed the reign of God, bringing good news to the poor, release to the captives, and recovery of sight to the blind. Christ triumphed over sin through His death and resurrection, and was exalted as Lord of creation and the church. The Saviour of the world invites all to be reconciled to God, offering peace to those far and near, and calling them to follow Him in the way of the cross. Until the Lord Jesus returns in glory, He intercedes for believers, acts as their advocate, and calls them to be His witnesses.

**God the Holy Spirit**

The Holy Spirit, the Counsellor, is the creative power, presence, and wisdom of God. The Spirit convicts people of sin, gives them new life, and guides them into all truth. By the Spirit, believers are baptized into one body. The indwelling Spirit testifies that they are God's children, distributes gifts for ministry, empowers for witness, and produces the fruit of righteousness. As Comforter, the Holy Spirit helps God's children in their weakness, intercedes for them according to God's will, and assures them of eternal life.

**Article 2 - Revelation of God**

## God's Self-Revelation

We believe that God has made Himself known to all people. God's power and nature have always been evident in creation. The Old Testament reveals God as the One who established a covenant relationship with Israel to make known to all people the eternal plan of salvation. God revealed Himself supremely in Jesus Christ, as recorded in the New Testament. The Holy Spirit continues to make God known to individuals and the church; this revelation is always consistent with the Scriptures.

## The Written Word of God

We believe that the entire Bible was inspired by God through the Holy Spirit. The same Spirit guides the community of faith in the interpretation of Scripture. The person, teaching, and life of Jesus Christ bring continuity and clarity to both the Old and New Testaments. The Old Testament bears witness to Christ, and Christ is the One whom the New Testament proclaims. We accept the Bible as the infallible Word of God and the authoritative guide for faith and practice.

## **Article 3 - Creation and Humanity**

### Creation

We believe that in the beginning God created the heavens and the earth, and they were very good. All of creation expresses God's sovereign will and design, but remains distinct from the Creator. The universe belongs to God, who takes care and delight in sustaining it. Creation declares God's wisdom and power, calling all to worship Him.

### Humanity

Humans, the crowning act of creation, were designed to live in fellowship with God and in mutually helpful relationships with each other. God created them male and female in the image of God. The Creator gave them the mandate to rule and care for creation as a sacred trust, and the freedom to obey or disobey Him. Through the willful disobedience of Adam and Eve, sin entered the world. As a result, human nature is distorted and people are alienated from God and creation. Creation is under the bondage of decay. Humans and all creation long to be set free.

### The New Creation

Sin, guilt, and death will not prevail. God will create a new heaven and a new earth in which there will be no evil, suffering, and death. The first signs of this new creation are already present in those who accept God's forgiveness through Christ. In Christ, all things are being reconciled and created anew.

## **Article 4 - Sin and Evil**

### Sin and Its Consequences

We believe that the first humans yielded to the tempter and fell into sin. Since then, all people disobey God and choose to sin, falling short of the glory of God. As a result, sin and evil have gained a hold in the world, disrupting God's purposes for the created order and alienating humans from God and thus from creation, each other, and themselves. Human sinfulness results in physical and spiritual death. Because all have sinned, all face eternal separation from God.

#### Principalities and Powers

Sin is a power that enslaves humanity. Satan, the adversary, seeks to rule creation and uses sin to corrupt human nature with pride and selfishness. In sin, people turn from God, exchanging the truth about God for a lie, worshipping and serving the creature rather than the Creator. Sin opens individuals and groups to the bondage of demonic principalities and powers. These powers also work through political, economic, social, and even religious systems to turn people away from holiness, justice, and righteousness. Whether in word, deed, thought, or attitude, all humans are under the domination of sin and, on their own, are unable to overcome its power.

### **Article 5 - Salvation**

#### God's Initiative

We believe that God is at work to accomplish deliverance and healing, redemption and restoration in a world dominated by sin. From the beginning, God's purpose has been to create for Himself a people, to dwell among them and to bless them. Creation and all of humanity are without hope of salvation except through God's love and grace. God's love is fully demonstrated in the life, death, and resurrection of Jesus Christ.

#### God's Plan

Throughout history, God has acted mightily to deliver people from bondage and draw them into a covenant relationship. Through the prophets, God prepared the way of salvation until finally God reconciled the world to Himself by the atoning blood of Jesus. As people place their trust in Christ, they are saved by grace through faith, not of their own doing, but as a gift of God. God forgives them, delivers them from sin's bondage, makes them new creatures in Christ, empowers them by the Holy Spirit, and seals them for eternal life. When sin and death are finally abolished and the redeemed are gathered in the new heaven and the new earth, God will have completed the plan of salvation.

#### Humanity's Response

Though Jesus entered a world ruled by sin, He chose not to submit to its allure and broke its domination. Through His obedient life, His death on the cross, and His glorious resurrection, Christ triumphed over Satan and the powers of sin and death, opening the way for all people to follow. Convicted by the Holy Spirit, people turn from sin, entrust their lives to God, confess Jesus Christ as Lord, and join the family of God. All who receive Christ are born again, and have peace with God, and are called to love one

another and live at peace with their neighbour. Those whom God is saving no longer live for themselves, for they have been set free from sin and called to newness of life.

## **Article 6 - Nature of the Church**

### Called by God

We believe the church is the people called by God through Jesus Christ. People who respond in faith are united with the local congregation by the public confession of baptism. Church members commit themselves to follow Christ in a life of discipleship and witness as empowered by the Holy Spirit.

### Body of Christ

The church is one body of believers, male and female, from every nation, race, and class. The head of this body is Christ. The church, united by the one Spirit, makes Christ visible in the world. The church exists as local bodies of believers and as a worldwide community of faith.

### Worship

The church is nourished and renewed as God's people gather regularly to glorify God. The early church gathered on the first day of the week to celebrate the resurrection of Jesus Christ from the dead. The worshipping community celebrates God's faithfulness and grace, reaffirms its faithfulness to God, builds up the members of the body, and seeks God's will for its life and mission. As the church observes baptism and the Lord's Supper, it proclaims the good news of salvation.\*

### Fellowship and Accountability

The church is a covenant community in which members are mutually accountable in matters of faith and life. They love, care, and pray for each other, share each other's joys and burdens, admonish and correct one another. They share material resources as there is need. Local congregations follow the New Testament example by seeking the counsel of the wider church on matters that affect its common witness and mission.

Congregations work together in a spirit of love, mutual submission, and interdependence.

The New Testament guides the practice of redemptive church discipline. The church is responsible to correct members who continue to sin. Congregations forgive and restore those who repent, but formally exclude those who disregard discipline.

### Gifts for Ministry

Through the Holy Spirit, God gives gifts to each member for the well-being of the whole body. These gifts are to be exercised in God's service to build up the church and to minister in the world.

God calls people to equip the church for ministry. Leaders are to model Christ in their personal, family, and church life. The church is to discern leaders prayerfully, and to affirm, support, and correct them in a spirit of love.

\* One form of the church's worship is the practice of footwashing which can be a meaningful reminder of the humility, loving service, and personal cleansing that is to characterize the relationship of members within the church.

### **Article 7 - Mission of the Church**

The Great Commission and the Great Commandment

We believe the good news of God's salvation in Jesus Christ is for all people. Christ commands the church to make disciples of all nations by calling people to repent, and by baptizing and teaching them to obey Jesus. Jesus teaches that disciples are to love God and neighbour by telling the good news and by doing acts of love and compassion.

The Witness

The Holy Spirit empowers every Christian to witness to God's salvation. The church as a body witnesses to God's reign in the world. By its life as a redeemed and separated community, the church reveals God's saving purposes to the world.

### **Article 8 - Christian Baptism**

Confession

We believe that when people receive God's gift of salvation, they are to be baptized in the name of the Father, Son, and Holy Spirit. Baptism is a sign of having been cleansed from sin. It is a covenant with the church to walk in the way of Christ through the power of the Spirit.

Meaning

Baptism by water is a public sign that a person has repented of sins, received forgiveness of sins, died with Christ to sin, been raised to newness of life, and received the Holy Spirit. Baptism is a sign of the believer's incorporation into the body of Christ as expressed in the local church. Baptism is also a pledge to serve Christ according to the gifts given to each person.

Eligibility

Baptism is for those who confess Jesus Christ as Lord and Saviour and commit themselves to follow Christ in obedience as members of the local church. Baptism is for those who understand its meaning, are able to be accountable to Christ and the church, and voluntarily request it on the basis of their faith response to Jesus Christ.

Practice

We practice water baptism by immersion administered by the local church. Local congregations may receive into membership those who have been baptized by another

mode on their confession of faith. Persons who claim baptism as infants and wish to become members of a Mennonite Brethren congregation are to receive baptism on their confession of faith.

## **Article 9 - Lord's Supper**

### Meaning

The church observes the Lord's Supper, as instituted by Christ. The Supper points to Christ, whose body was broken for us and whose blood was shed to assure salvation for believers and to establish the new covenant. In the Supper, the church identifies with the life of Christ given for the redemption of humanity and proclaims the Lord's death until He comes. The Supper expresses the fellowship and unity of all believers with Christ. It is a supper of remembrance, celebration, and praise which strengthens believers for true discipleship and service.

### Practice

In preparation for the fellowship of the Lord's Supper, all believers examine themselves. All those who understand its meaning, confess Jesus Christ as Lord in word and life, are accountable to their congregation, and are living in right relationship with God and others are invited to participate in the Lord's Supper. The normal pattern in the New Testament was that baptism preceded participation in the Lord's Supper.

## **Article 10 - Discipleship**

### Following Jesus

We believe that Jesus calls people who have experienced the joy of new birth to follow Him as disciples. By calling His followers to take up the cross, Christ invites them to reject the godless values of the world and offer themselves to God in a life of service. The Holy Spirit, who lives in every Christian, empowers believers to overcome the acts and attitudes of the sinful nature. Filled with love and gratitude, disciples delight to obey God.

### United in a Distinct Community

Christians enjoy fellowship with God and other believers. At baptism, believers are joined to the local church, commit themselves to build up the body of Christ, and witness to the good news of the Christian hope. In community, members grow in maturity as they demonstrate the fruit of the Spirit, use their spiritual gifts, and practice mutual accountability in the disciplines of the Christian life. Christians confess sin, repent, and experience God's grace in the life of the Christian community.

### Demonstrating True Faith



Jesus teaches that discipleship is the way of self-denial and promises blessing for those who suffer for righteousness. Disciples are to resist worldly values and systems, the sinful nature, and the devil. Disciples give generously and reject materialism, which makes a god out of wealth. Disciples treat others with compassion and gentleness and reject violence as a response to injustice. Disciples speak honestly to build others up and reject dishonest, vulgar, and careless talk; they seek to avoid lawsuits to resolve personal grievances, especially with other believers. Disciples maintain sexual purity and marital faithfulness and reject immoral premarital and extramarital relationships and all homosexual practices. To be a disciple means to be true to Jesus in everyday life.

### **Article 11 - Marriage, Singleness and Family**

We believe that marriage and the family are instituted by God. The church blesses both marriage and singleness and encourages families to grow in love.

#### **Marriage**

Marriage is a covenant relationship intended to unite a man and a woman for life. At creation, God designed marriage for companionship, sexual union, and the birth and nurture of children. Sexual intimacy rightfully takes place only within marriage. Marriage is to be characterized by mutual love, faithfulness, and submission. A believer should not marry an unbeliever.

The community of faith blesses and nurtures marriage relationships, and makes every effort to bring reconciliation to troubled marriages. Human sinfulness, however, may sometimes lead to divorce, a violation of God's intention for marriage. With truth and compassion, the family of God offers hope and healing while continually upholding the biblical ideal of marital faithfulness.

#### **Singleness**

Singleness is honoured equally with marriage, sometimes even preferred. The church is to bless, respect, and fully include those who are single. Those who remain single may find unique opportunities to advance the kingdom of God. God calls all people, single and married, to live sexually pure lives.

#### **Family**

God intends family relationships at all stages of life to be characterized by love. Children are a gift from God. Godly parents instruct and nurture their children in the faith. Parents are to discipline their children wisely and lovingly, not provoking them to anger. Children are to honour and obey their parents.

### **Article 12 - Society and State**

#### **The State as Instituted by God**

We believe that God instituted the state to promote the well-being of all people. Christians cooperate with others in society to defend the weak, care for the poor, and

promote justice, righteousness, and truth. Believers witness against corruption, discrimination, and injustice, exercise social responsibility, pay taxes, and obey all laws that do not conflict with the Word of God.

God has given governments authority to maintain law and order and to punish wrongdoers. Followers of Christ respect and pray for those in authority so that peaceful order may prevail. We deplore the loss of life in the exercise of state-sanctioned violence.

#### Christian Allegiance in Society

The primary allegiance of all Christians is to Christ's kingdom, not the state or society. Because their citizenship is in heaven, Christians are called to resist the idolatrous temptation to give to the state the devotion that is owed to God. As ambassadors for Christ, Christians act as agents of reconciliation and seek the well-being of all peoples.

Because Christ forbids the swearing of oaths, we simply affirm the truth in legal transactions. Believers do not participate in secret societies which demand the swearing of oaths or which otherwise conflict with a Christian's allegiance to Christ and the church. At all times, believers are called to live as faithful witnesses in the world, rejecting pressures which threaten to compromise Christian integrity.

#### **Article 13 - Love and Nonresistance**

##### God's Community of Peace

Believers believe that God in Christ reconciles people to Himself and to one another, making peace through the cross. The church is a fellowship of redeemed people living by love. Our bond with other believers of Jesus transcends all racial, social, and national barriers.

##### Christian Peacemaking

We seek to be agents of reconciliation in all relationships, to practice love of enemies as taught by Christ, to be peacemakers in all situations. We view violence in its many different forms as contradictory to the new nature of the Christian. We believe that the evil and inhumane nature of violence is contrary to the gospel of love and peace. In times of national conscription or war, we believe we are called to give alternative service where possible. Alleviating suffering, reducing strife, and promoting justice are ways of demonstrating Christ's love.

#### **Article 14 - The Sanctity of Human Life**

We believe that all human life belongs to God. Each person is created in the image of God and ought to be celebrated and nurtured. Because God is Creator, the author and giver of life, we oppose all actions and attitudes which devalue human life. The unborn, disabled, poor, aging, and dying are particularly vulnerable to such injustices. Christ calls the people of all nations to care for the defenseless.

God values human life highly. Ultimate decisions regarding life and death belong to God. Therefore, we hold that procedures designed to take life, including abortion, euthanasia, and assisted suicide, are an affront to God's sovereignty. We esteem the life-sustaining findings of medical science, but recognize that there are limits to the value of seeking to sustain life indefinitely. In all complex ethical decisions regarding life and death, we seek to offer hope and healing, support and counsel in the context of the Christian community.

### **Article 15- Stewardship**

#### God's Creation Mandate

We believe the universe and everything in it belong to God the Creator. God has entrusted the care of the earth to all people, who are responsible for managing its resources. Good stewardship uses the earth's abundance to meet human need, but resists the unjust exploitation of the earth and its peoples. All God's gifts are to be received with thanksgiving and used responsibly.

#### Responsible Living

To confess Jesus as Lord transforms values. Jesus warns that we cannot serve both God and wealth. Preoccupation with money and possessions, self-indulgent living, and eagerness to accumulate wealth for personal advantage are not in keeping with the teaching of Scripture.

#### Generous Giving

The Bible teaches cheerful, sacrificial, and proportional giving through the church in grateful response to God's goodness. Christians do not claim any of their possessions as their own, but manage all their resources, including money, time, abilities, and influence, in generous ways that give glory to God. They do not despise the poor but practice mutual aid within the church and share what they have with others in need. God's people seek to embrace a lifestyle of simplicity and contentment.

### **Article 16 - Work, Rest and the Lord's Day**

We believe that God's act of creation is the model for human activity. While sin has corrupted work and rest, redeemed people are called to restore labour and rest to their proper place.

#### Work

As creatures made in the image of God, Christians imitate the Creator by working faithfully as they are able. They are to use their abilities and resources to glorify God and to serve others. Because they bear the name of Christ, all believers are called to work honestly and diligently and to treat others with respect and dignity.

#### Rest

As God rested on the seventh day, people are called to observe regular times of rest. Rest is an act of thankfulness for what God has provided. It is an act of trust, reminding humans that it is not their work but God who sustains them. Rest is an act of hope, anticipating the future rest assured by the resurrection of Jesus.

#### The Lord's Day

Following the New Testament example, believers gather to commemorate the resurrection of Christ and the coming of the Holy Spirit on the first day of the week. On the Lord's day, believers joyfully devote themselves to worship, instruction in the Word, breaking of bread, prayer, fellowship, and service, limiting their labour to work of necessity and deeds of mercy.

### **Article 17 - Christianity and Other Faiths**

#### Jesus Is the Only Way

We believe that the saving grace of God in Jesus is the only means of reconciling humanity with God. Although salvation is available to all, only those who put their faith in the Lord Jesus Christ have the assurance of eternal life.

#### God's Universal Witness

God has not left anyone without a witness to the Creator's goodness and power. Due to human rebellion, people have chosen to suppress the truth. While elements of truth may be found in other religions, Scripture warns against false teaching. Christians treat people of other faiths and philosophies with respect, but lovingly and urgently proclaim Christ as the only way of salvation for all peoples.

#### Sovereignty of God

God loves the world and does not want anyone to perish. In sovereign grace, God may communicate with people in ways that are beyond human comprehension. The Bible teaches that those who reject the gospel are under divine judgment; the eternal destiny of those who have never heard the gospel is in God's hands. Our task is to proclaim Christ as the only way of salvation to all people in all cultures. The Judge of all the earth will do what is just.

### **Article 18 - Christ's Final Triumph**

We believe that our Lord Jesus Christ will return visibly and triumphantly at the end of the present age. The church must always be prepared to meet the Lord, living in expectation of His imminent return.

#### The Last Days

In these last days, between the first and second coming of Christ, the church carries out its mission in the world. Believers often endure suffering and persecution because of their witness to Christ. In spite of opposition by evil powers, the church is assured of the final victory of Christ's kingdom. These last days come to an end with Christ's return.

## Death

Since Christ destroyed the power of death by His resurrection, believers need not be afraid of death, the last enemy. Christ's followers go to be with the Lord when they die. When Christ returns, they will be raised and receive new bodies. Believers who are alive at Christ's coming will be transformed and will also receive new and glorious bodies, fit for life in God's eternal kingdom.

## Judgment

When Christ returns, He will destroy all evil powers, including the Antichrist. Satan and all those who have rejected Christ will be condemned to eternal punishment in hell, forever separated from the presence of God. Believers must appear before the judgment seat of Christ to have their lives examined and their labours rewarded. By God's grace, they will enter into the joy of God's eternal reign.

## The New Creation

All God's children will be united with Christ when He appears, and they will reign with Him in glory. Pain, sorrow, and death will be abolished, and the redeemed will be gathered into the new heaven and new earth, where together with the angels they will worship God forever. God will make all things new, and God will be all in all. This is the blessed hope of all believers.

### **(v) Appendix B – Listing of Provincial Conferences**

The following provincial conferences are recognized by the Canadian Conference of Mennonite Brethren Churches:

- AEFMQ, L'Association des Églises des frères mennonites du Québec
- ONMB, Ontario Conference of Mennonite Brethren Churches
- MBCM, Mennonite Brethren Church of Manitoba
- SKMB, Saskatchewan Conference of Mennonite Brethren Churches
- ABMB, Alberta Conference of Mennonite Brethren Churches
- BCMB, British Columbia Conference of Mennonite Brethren Churches

### **(w) Appendix C – Listing of Member Organizations**

The following are the Member Organizations of the Conference proposed for the National Assembly:

- AEFMQ, L'Association des Églises des frères mennonites du Québec
- ONMB, Ontario Conference of Mennonite Brethren Churches
- MBCM, Mennonite Brethren Church of Manitoba
- SKMB, Saskatchewan Conference of Mennonite Brethren Churches
- ABMB, Alberta Conference of Mennonite Brethren Churches
- BCMB, British Columbia Conference of Mennonite Brethren Churches
- CCMBC, Canadian Conference of Mennonite Brethren Churches
- MB Seminary
- Multiply, (formerly MB Mission)
- CCMBC Legacy Fund Inc.

**(x) Appendix D – Charter**

**CHARTER OF THE  
CANADIAN CONFERENCE OF THE MENNONITE BRETHERN CHURCH  
OF NORTH AMERICA**

**CANADA:  
9-10 GEORGE VI**

**CHAP. 52**

An Act to incorporate Canadian Conference of the Mennonite Brethren Church of North America.

(Assented to 18th December, 1945.)

**Preamble.**

WHEREAS the persons hereinafter named have by their petition prayed that the Canadian Conference of the Mennonite Brethren Church of North American be incorporated for the purpose of administering in Canada such of the property, business and other temporal affairs of the said Canadian Conference of the Mennonite Brethren Church of North America as may be entrusted by the said Canadian Conference to the corporation hereby incorporated, and for the other purposes and objects hereinafter set out, and it is expedient to grant the prayer of the said petition: Therefore His Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

### **Incorporation.**

1. Henry S. Voth, of the town of Winkler, in the province of Manitoba, clergyman; Jacob F. Redekop, of Main Centre, in the province of Saskatchewan, clergyman; Cornelius A. DeFehr, of the city of Winnipeg, in the province of Manitoba, merchant; Abram Arthur Kroeker, of the town of Winkler, in the province of Manitoba, farmer; Benjamin B. Janz, of the post office of Coaldale, in the province of Alberta, clergyman; Cornelius F. Klassen, of the city of Winnipeg, in the province of Manitoba, collector; George David Pries, of the town of Winkler, in the province of Manitoba, teacher; John A. Harder, of the post office of Yarrow, in the province of British Columbia, clergyman; Frank Cornelius Thiessen, of the post office of Abbotsford, in the province of British Columbia, teacher; Gerhard Wilhelm Peters, of the post office of Hepburn, in the province of Saskatchewan, teacher; Henry S. Rempel, of the city of Saskatoon, in the province of Saskatchewan, missionary; being the Official Board of the said Conference by virtue of their office and their successors in the said offices, together with all the qualified voters from time to time of the said Canadian Conference of the Mennonite Brethren Church of North America, are hereby incorporated under the name of "Canadian Conference of the Mennonite Brethren Church of North America", hereinafter called "the Corporation".

### **Head Office.**

2. The head office of the Corporation shall be at the city of Winnipeg, in the province of Manitoba, or at such other place in Canada as may be decided upon by the Corporation.

### **Objects.**

3. The objects of the Corporation shall be:

- (a) to promote, maintain, superintend and carry on, in any and all parts of Canada, in accordance with the doctrinal laws, constitution, acts and rulings of the Mennonite Brethren Church of North America, any or all of the work of that body;
- (b) to organize, maintain and carry on, in any and all parts of Canada, charities and missions, and to erect, maintain and conduct therein churches, schools, colleges, orphanages, hospitals and homes for the aged;
- (c) to advance in other lawful ways education, religion, charity and benevolence;
- (d) to administer in Canada the property, business and other temporal affairs of the Corporation; and
- (e) to organize and carry on, in any and all part of Canada, in furtherance of the lawful objects of the Corporation, and not otherwise, the business of printing and publishing.

### **Management.**

4. (1) The affairs of the Corporation shall be managed by a board of directors to be known as the Official Board consisting of not less than eleven and not more than fifteen members, who shall be elected by the said Canadian Conference at its annual meeting in



each year, and who shall hold office during the pleasure of the said Canadian Conference.

(2) The first Official Board of the Corporation shall consist of the persons now in office as the Official Board of the said Canadian Conference, and shall hold office during the pleasure of the said Canadian Conference.

(3) All vacancies occurring by death, removal, resignation or otherwise shall be filled by the said Canadian Conference.

#### **Incidental powers.**

5. The Corporation may do all such lawful acts and things as are incidental or as may be conducive to the attainment of its objects.

#### **Committees.**

6. The Corporation may exercise all its powers by and through such committees as it may from time to time by by-law appoint.

#### **Rules, regulations and by-laws.**

7. The Corporation may make such rules, regulations and by-laws as it may deem necessary for the exercise of the powers conferred or which may hereafter be conferred on it by or under this or any other Act relating to it and which are not contrary to law nor inconsistent with this Act, including rules, regulations and by-laws for:

(a) the administration, management and control of the property, affairs and business of the Corporation;

(b) the appointment of committees and the designation of their duties;

(c) the appointment, functions, duties and remuneration of all officers, agents and servants of the Corporation;

(d) the calling of meetings, regular or special, of the Official Board of the Corporation or of committees;

(e) the fixing of the necessary quorum and procedure in all things at such meetings; and

(f) generally for the carrying out of the objects and purposes of the Corporation.

#### **Capacity to acquire and hold property.**

8. (1) The Corporation may purchase, take, have, hold, receive, possess, retain and enjoy property, real and personal, corporeal or incorporeal, whatsoever, and for any or every estate or interest whatsoever given, granted, devised or bequeathed to it or appropriated, purchased or acquired by it in any manner or way whatsoever to, for or in favour of the ecclesiastic and eleemosynary uses and purposes of the Corporation or to, for or in favour of any religious, educational, eleemosynary or other institution established or intended to be established by, under the management of, or in connection with the uses, purposes or work of the Corporation.

(2) The Corporation may also hold for the uses and purposes aforesaid such real property or estate therein as is *bona fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts or judgments recovered.

**Various powers.**

9. Subject always to the terms of any trust relating thereto, the Corporation may also sell, convey, exchange, alienate, mortgage, lease or demise any real property held by the Corporation, whether by way of investment for the uses and purposes of the Corporation or not, and may also from time to time, invest all or any of its funds or moneys and all or any funds or moneys vested in or acquired by it for the use and purposes aforesaid, in and upon any security by way of mortgage, hypothec or charge upon real property in any part of Canada; and for the purposes of such investment may take, receive and accept mortgages or assignments thereof, whether made and executed directly to the Corporation or to any corporation, body, company or person in trust for it; and may sell, grant, assign and transfer such mortgages or assignments either wholly or partly.

**Power to invest.**

10. The Corporation may also invest and reinvest any of its funds and moneys,  
(a) in any bonds or debentures of any municipality or public school corporation or district in Canada, in bonds, stock and debentures or other securities of Canada or of any province thereof or in any security the payment of which is guaranteed by Canada or any province thereof; or  
(b) in first mortgages or freehold property in Canada and for the purposes of the same may take mortgages or assignments thereof whether such mortgages or assignments be made directly to the Corporation in its own corporate name or to some company or person in trust for it, and may sell and assign the same; or  
(c) in any securities in which life insurance companies are authorized by Parliament to invest funds.

**Power to make gifts and loans of property.**

11. The Corporation may make a gift of or loan any of its property, whether real or personal, for or to assist in the erection or maintenance of any building or buildings deemed necessary for any church, college, manse, school, or hospital or for any other religious, charitable, educational, congregational or social purpose upon such terms and upon such conditions it may deem expedient.

**Power to borrow, etc.**

12. (1) The Official Board of the Corporation may from time to time for the purposes of the Corporation:  
(a) borrow money upon the credit of the Corporation;

- (b) limit or increase the amount to be borrowed;
- (c) make, draw, accept, endorse or become party to promissory notes and bills of exchange, and it shall not be necessary to have the seal of the Corporation affixed to any such note or bill;
- (d) issue bonds, debentures or other securities of the Corporation;
- (e) pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (f) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such bonds, debentures or other securities or any money borrowed or any other liability of the Corporation.

(2) Nothing in this section shall be constructed to authorize the Corporation to issue any note or bill payable to bearer thereof, or any promissory note intended to be circulated as money or as the note or bill of a bank, or to engage in the business of banking or insurance.

**Duration of holding of unrequired land and disposal thereof.**

**13.** (1) No parcel of land or interest therein at any time acquired by the Corporation and not required for its actual use and occupation, and not held by way of security, shall be held by the Corporation, or by any trustee on its behalf, for a longer period than ten years after the acquisition thereof, or for a longer period than ten years after it shall have ceased to be required for actual use and occupation by the Corporation, as the case may be, but shall, at or before the expiration of such period, be absolutely sold or disposed of, so that the Corporation shall no longer retain any interest or estate therein, except by way of security.

**Extension.**

(2) The Secretary of State may direct that the time for the sale or disposal of any such parcel of land, or any estate or interest therein, shall be extended for a further period or periods not to exceed five years.

**Limitation.**

(3) The whole period during which the Corporation may hold any such parcel of land, or any estate or interest therein, under the foregoing provision of this section, shall not exceed fifteen years after the date of the acquisition thereof, or after it shall have ceased to be required for actual use or occupation by the Corporation.

**Forfeiture.**

(4) Any such parcel of land, or any estate or interest therein, not within the exceptions hereinbefore mentioned, which has been held by the Corporation for a longer period than authorized by the foregoing provisions of this section without being disposed of, shall be forfeited to His Majesty for the use of Canada.

**Statement to Secretary of State.**

(5) The Corporation shall give the Secretary of State, when required, a full and correct statement of all lands, at the date of such statement, held by the Corporation, or in trust for it, and subject to the provisions of this section.

**Application.**

(6) This section shall apply only to lands and estate or interests therein which, by reason of the situation of such lands or otherwise, are subject to the legislative authority of the Parliament of Canada.

**Mortmain.**

**14.** In regard to any real property which, by reason of its situation or otherwise, is subject to the legislative authority of the Parliament of Canada, a license in mortmain shall not be necessary for the exercise of the powers granted by this Act; but otherwise, the exercise of the said powers shall in any province of Canada be subject to the laws of such province as to the acquisition and holding of lands by religious corporations, in so far as such laws apply to the Corporation.

**Transfers to the Corporation.**

**15.** In so far as authorization by the Parliament of Canada is necessary, any person or corporation in whose name any property, real or personal, is held in trust or otherwise, for the use and purposes aforesaid, or any such person or corporation to whom any such property devolves, may, subject always to the terms and conditions of any trust relating to such property, transfer such property, or any part thereof, to the Corporation.

**Execution of deeds, etc.**

**16.** Any deed or other instrument relating to real property or any interest therein shall be deemed to be duly executed if there be affixed thereto the seal of the Corporation and the signature of any officer of the Corporation duly authorized for such purpose or his lawful attorney.

**Extraterritorial powers.**

**17.** The Corporation may exercise its functions throughout Canada or elsewhere, and meetings of the Official Board of the Corporation and of any committees of the Official Board may be held at any place within Canada other than the head office of the Corporation.