

**Mennonite
Church
Canada**

General Operating By-law

Last Updated October 14, 2017

PART I – DEFINITIONS

1. Definition of Terms

1.1. In this By-law, unless the context otherwise requires:

- a. **“Act”** means *The Act of Incorporation of the Conference of Mennonites in Canada*, as amended by *An Act to amend the Act of Incorporation of the Conference of Mennonites in Canada*, and including any statute or regulations that may be substituted, as amended from time to time;
- b. **“Bylaw”** means any By-law of MC Canada from time to time in force and effect, including this General Operating By-law;
- c. **“Congregation”** means a body of persons who have responded to the call of Christ in repentance and in faith, who symbolize their unity through the practice of baptism and communion, and who are visibly grouped for the express purpose of implementing their obedience to Christ as head of the church;
- d. **“Congregation Member”** means a person who is a member of a Congregation of a Regional Church;
- e. **“Covenant”** means the Covenant that is accepted and entered into by each Regional Church that becomes a member of MC Canada;
- f. **“Delegate Gathering”** means a regular meeting or a special meeting of the delegates appointed by each Regional Church, and such other persons as may be entitled or invited to attend at such Delegate Gathering in accordance with this By-law;
- g. **“Executive Minister”** means the Executive Minister of MC Canada;
- h. **“Joint Council”** means that which is set out in Section 17 below;
- i. **“MC Canada”** means Mennonite Church Canada;
- j. **“MC USA”** means Mennonite Church USA;
- k. **“Membership”** means the collective Membership of MC Canada;
- l. **“Moderator”** means the person whom possesses the leadership role in MC Canada or in a particular Regional Church, as the case may be;
- m. **“Officer”** means an officer of MC Canada as described in Section 21 below;
- n. **“Policy Statements”** mean the Policy Statements of MC Canada adopted under MC Canada’s constitution from time to time concerning practical applications of biblical principles and Christian conduct;
- o. **“Provisional Membership”** means that which is set out in Section 5 below.
- p. **“Regional Church”** means a body of Congregations that have covenanted to form a denominational expression of the church, and that have joined the Membership of MC Canada by having agreed to work together with the other Regional Churches in the spirit of partnership and for the betterment of the collective Membership of MC Canada and further by having accepted and entered into the Covenant among the Regional Churches.

2. Beliefs and Commitments

2.1. As a community of believers, we affirm that Jesus Christ is the Head of the Church and the foundation upon which we build. (1 Corinthians 3:11)

2.2. The following statements identify who God calls us to be, which guides our work and life together:

2.3. Vision: Healing and Hope, 1995:

God calls us to be followers of Jesus Christ and, by the power of the Holy Spirit, to grow as communities of grace, joy and peace, so that God's healing and hope flow through us to the world.

2.4. Statement of Identity and Purpose, 2005

God calls, equips and sends the church
to engage the world with the reconciling Gospel of Jesus Christ.
We are a community of disciples of Jesus,
A part of the Body of Christ,
covenanted together
as congregations,
area churches*, and
a national church body.
Gratefully responding to God's initiatives
and empowered by the Holy Spirit,
we commit ourselves and our resources to
calling, equipping and sending the church
to engage the world with the reconciling Gospel of Jesus Christ.

2.5. Mennonite World Conference Shared Convictions - Adopted by MWC in 2006

By the grace of God, we seek to live and proclaim the good news of reconciliation in Jesus Christ. As part of the one body of Christ at all times and places, we hold the following to be central to our belief and practice:

- 1 God is known to us as Father, Son and Holy Spirit, the Creator who seeks to restore fallen humanity by calling a people to be faithful in fellowship, worship, service and witness.
- 2 Jesus is the Son of God. Through his life and teachings, his cross and resurrection, he showed us how to be faithful disciples, redeemed the world, and offers eternal life.
- 3 As a church, we are a community of those whom God's Spirit calls to turn from sin, acknowledge Jesus Christ as Lord, receive baptism upon confession of faith, and follow Christ in life.
- 4 As a faith community, we accept the Bible as our authority for faith and life, interpreting it together under Holy Spirit guidance, in the light of Jesus Christ to discern God's will for our obedience.
- 5 The Spirit of Jesus empowers us to trust God in all areas of life so we become peacemakers who renounce violence, love our enemies, seek justice, and share our possessions with those in need.
- 6 We gather regularly to worship, to celebrate the Lord's Supper, and to hear the Word of God in a spirit of mutual accountability.
- 7 As a world-wide community of faith and life we transcend boundaries of nationality, race, class, gender and language. We seek to live in the world without conforming to the powers of evil, witnessing to God's grace by serving

others, caring for creation, and inviting all people to know Jesus Christ as Saviour and Lord

- 2.6. In these convictions we draw inspiration from Anabaptist forebears of the 16th century, who modelled radical discipleship to Jesus Christ. We seek to walk in his name by the power of the Holy Spirit, as we confidently await Christ's return and the final fulfillment of God's kingdom.

PART II – MEMBERSHIP

3. Eligibility for Membership

- 3.1. A Regional Church in Canada which is guided in their faith and life by the Confession of Faith in a Mennonite Perspective, supports the Vision Statement and the Identity and Purpose Statement of MC Canada and accepts this By-law is eligible to become a member of MC Canada.
- 3.2. Any Regional Church that wishes to become a member of MC Canada is invited to submit a request in writing to the Executive Minister, who will then submit such request to the Joint Council which will, in turn, present the request and a recommendation at a Delegate Gathering for consideration and approval, as the case may be.

4. Rights and Privileges of Members

- 4.1. Membership in MC Canada entitles Regional Churches to:
 - a. appoint and send delegates to a Delegate Gathering, with such delegates having the right to vote thereat;
 - b. representation on the Joint Council in the manner prescribed in this By-law; and
 - c. participate in the programs of and receive services from MC Canada.

5. Expectations of Members

- 5.1. Regional Churches are expected to:
 - a. give faithful attention to the Scriptures;
 - b. Listen to and be attentive to member congregations, giving opportunity for congregations to speak into Nationwide Church issues and priorities and for leaders to communicate what is heard into the Nationwide Church dialogue;
 - c. tend to the health of their member congregations;
 - d. encourage and guide MC Canada in the process of Biblical interpretation and spiritual discernment;
 - e. be guided in their faith and life by the Confession of Faith in a Mennonite Perspective;
 - f. uphold statements of Christian faith and life made by MC Canada from time to time;
 - g. enter into and adhere to the Covenant;
 - h. support the Vision Statement and the Identity and Purpose Statement of MC Canada and accept this By-law;
 - i. respond to the invitation to become engaged in mission and service;

- j. support the programs of MC Canada and contribute to the spiritual life and growth of MC Canada by participating in MC Canada's life and work;
- k. participate in the church's life and mission through generous contributions of time and personal resources, all in commitment to Jesus Christ in response to the grace of God and in loving service to the church in which the Holy Spirit lives and works;
- l. support the Vision Statement of MC Canada, which expresses that God calls us to be followers of Jesus Christ and, by the power of the Holy Spirit, to grow as communities of grace, joy and peace so God's healing and hope flow through us to the world; and
- m. assume all duties as defined in this By-law.

6. Provisional Membership

- 6.1. Provisional Membership in MC Canada is open to any Regional Church which:
 - a. meets the eligibility requirements contained in this By-law; and
 - b. is not ready for full Membership in MC Canada but which wishes to evaluate the meaning of full Membership for itself.

- 6.2. Provisional Membership:
 - a. may be requested in writing to the Executive Minister, who will submit such request to the Joint Council which will, in turn, present the request and a recommendation at a Delegate Gathering for consideration and approval, as the case may be;
 - b. is restricted to a maximum of five (5) years;
 - c. carries with it the expectations listed in Section 4 of this By-law;
 - d. provides all of the rights and privileges of Membership listed in Section 3 of this By-law, except that:
 - i. delegates of provisional members are not entitled to vote at a Delegate Gathering;
 - ii. Congregation Members of Regional Churches that are provisional members may be appointed to a ministry, committee and/or other advisory body of MC Canada, but they may not serve on the Joint Council; and
 - iii. participation in programs and services of MC Canada, and the costs associated with such programs and services, will be negotiated on a case-by-case basis.

7. Removal of Members

- 7.1. A Regional Church may be removed from Membership in MC Canada only on the recommendation of the Joint Council, and such recommendation may only be made after the Joint Council has followed the procedures that may be defined in any documents, guidelines and/or policies adopted by MC Canada from time to time to guide it in times of disagreement in order to try and resolve matters with the Regional Church, doing so in a way that would avert the need for a recommendation of removal of the Regional Church from Membership in MC Canada.

- 7.2. Any such action to remove a Regional Church from Membership in MC Canada shall be done in the spirit of the Covenant and any Operating Agreement that may be entered into by the Regional Churches.

PART III - DELEGATE GATHERINGS

8. Representation at Delegate Gatherings

- 8.1. Each Regional Church shall be entitled to have the following delegates attend at a Delegate Gathering on its behalf:
 - a. two (2) delegates, as appointed by each Regional Church.

- 8.2. Notwithstanding Section 7.1 above or anything else contained in this By-law, in every second year, each Regional Church shall be entitled to have the following delegates attend at a Delegate Gathering on its behalf:
 - a. six (6) members of the board of directors of each Regional Church;
 - b. five (5) delegates, as appointed by each Regional Church; and
 - c. such additional Regional Church delegates as may be appointed by each Regional Church on the basis of one (1) delegate per one thousand (1000) Congregation Members, rounded upward to the next one thousand. For example, if a Regional Church has 2100 Congregation Members, it shall be entitled to appoint three (3) additional delegates. If a Congregation does not maintain a formal membership list of its Congregation Members, then the number of regular attendees (as such may be defined by the Congregation) of the Congregation shall be relied upon in place of the number of Congregation Members for the purposes of this section.

- 8.3. Delegates must be Congregation Members. There are no other restrictions on who may be a delegate.

9. Duties and Powers of Voting Delegates

- 9.1. The delegates entitled to vote and be present at a Delegate Gathering shall:
 - a. have the authority to act on behalf of MC Canada;
 - b. discern MC Canada's participation in God's work as reflected in MC Canada's Vision Statement and in its Identity and Purpose Statement;
 - c. debate issues facing the church and, from time to time, issue statements, including, but not limited to statements pertaining to faith and life, position statements, and statements to governments;
 - d. discuss and approve Policy Statements on such matters as are deemed necessary from time to time by the Joint Council;
 - e. review the work and ministry of MC Canada;
 - f. approve the budgets of MC Canada;
 - g. receive the Joint Council's recommendation on the appointment of an auditor to hold office until the close of the next regular Delegate Gathering, and accept or reject such recommendation;
 - h. consider and accept or reject the financial statements of MC Canada and the auditor's report;
 - i. receive the Joint Council's recommendation and accept, reject or remove Regional Churches as members or as provisional members of MC Canada;
 - j. elect MC Canada's Officers and members of the Nominating Committee;

- k. make By-laws of MC Canada, amend By-laws as deemed appropriate and monitor adherence to those By-laws; and
- l. review the work performed by the Joint Council between Delegate Gatherings and ratify the same.

10. Delegate Gatherings

- 10.1. Regular Delegate Gatherings shall be held:
 - a. annually, though the Joint Council may from time to time call additional Delegate Gatherings as it deems necessary; and
 - b. at such place as may be determined by the Joint Council from time to time.

- 10.2. The purpose of regular Delegate Gatherings shall be to:
 - a. receive written reports from the Joint Council as well as any committees, ministries and/or other advisory bodies of MC Canada with respect to their yearly activities, plans and relevant financial statements for consideration by the delegates;
 - b. act upon the slate of nominees for elected positions, as presented by the Nominating Committee of MC Canada and to hold such elections, except where the Joint Council determines it is necessary to hold such elections at a special Delegate Gathering; and
 - c. transact any other necessary business.

- 10.3. A special Delegate Gathering may be called from time to time by the Joint Council, at such time and at such place as may be determined by the Joint Council. Notwithstanding Section 7.1 above or anything else contained in this By-law, representation at a Special Delegate Gathering shall be as described in section 7.2.

- 10.4. In the event that the Moderator of MC Canada and the Assistant Moderator of MC Canada are absent from a Delegate Gathering, then the delegates who are present and entitled to vote at such Delegate Gathering shall choose one of their number to chair the meeting.

- 10.5. In the event that the Joint Council calls a Regular or Special Delegate Gathering, the Joint Council may determine that such Delegate Gathering shall be held entirely by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during such Delegate Gathering.

- 10.6. In the event that MC Canada chooses to make available telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Delegate Gathering, any person entitled to attend such gathering may participate in the gathering by means of such telephonic, electronic or other communication facility. A person participating in a Delegate Gathering by such means is deemed to be present at the Delegate Gathering. Notwithstanding any other provision of this By-law, any delegate participating in a Delegate Gathering who is entitled to vote at such gathering may vote by means of any telephonic, electronic or other communication facility that MC Canada has made available for that purpose.

11. Notice of Delegate Gatherings

- 11.1. The date and place of the next regular Delegate Gathering shall be announced at the conclusion of each regular Delegate Gathering.
- 11.2. Notice of a special Delegate Gathering shall be given to Regional Churches not less than twenty-one (21) days in advance.

12. Voting at Delegate Gatherings

- 12.1. The quorum for a Delegate Gathering shall be at least fifty percent (50%) of all delegates entitled to be at such Delegate Gathering, present in person. If a quorum is present at the opening of a Delegate Gathering, then the delegates present may proceed with the business of such Delegate Gathering even if a quorum is not present throughout the said Delegate Gathering.
- 12.2. The business of a Delegate Gathering may be conducted:
 - a. by consensus, without a formal vote;
 - b. by a show of hands, at the discretion of the chairperson of the Delegate Gathering, or on the request of a voting delegate; or
 - c. by ballot vote when directed by the chairperson of the Delegate Gathering, or when a motion to require a ballot vote is passed by a majority of votes cast on such motion.
- 12.3. Unless otherwise provided for in this By-law, or if a motion to require a larger number is passed by a majority of votes cast on such motion, a simple majority of the votes cast is sufficient to carry a resolution.
- 12.4. In the event of a ballot vote, the votes shall be counted by tellers who have been appointed in advance.

PART IV – NOMINATIONS, ELECTIONS, TERMS OF OFFICE & VACANCIES

13. Qualifications for Elected Positions

- 13.1. Each person nominated for an elected position must be a Congregation Member.
- 13.2. In the event that an elected person ceases to be a Congregation Member, that person's term shall be deemed to have expired immediately at that point.
- 13.3. No person may hold more than one elected position at the same time. Where a person who holds an elected position is elected to another elected position, that person is deemed to have resigned from his or her previously held elected position.
- 13.4. Staff of MC Canada are not eligible for election to an elected position in MC Canada.
- 13.5. Moderators and staff of each Regional Church are not eligible for election to an elected position in MC Canada.

13.6. Any question of eligibility for election shall be resolved by the Joint Council.

14. Nominating Committee

14.1. For each regular Delegate Gathering, each Regional Church shall nominate one (1) person to the Nominating Committee.

14.2. The Nominating Committee shall:

- a. in advance of a Delegate Gathering where elections are to be held, use its best efforts to prepare a slate of nominees consisting of one (1) nominee for each elected position that needs to be filled;
- b. recommend, upon the request of a committee, ministry and/or other advisory body of MC Canada, as the case may be, persons to serve on such committee, ministry and/or other advisory body of MC Canada, as the case may be; and
- c. on request, suggest to the Executive Minister names of candidates for vacant MC Canada staff positions.

15. Election Procedures

15.1. The Nominating Committee will receive further nominations at a Delegate Gathering if:

- a. such nomination is endorsed by five (5) voting delegates;
- b. the nominee has agreed to stand for the elected position; and
- c. such nomination is presented to the Nominating Committee at least twenty-four (24) hours before the Delegate Gathering at which the election is scheduled to take place.

15.2. At least twenty-four (24) hours before the Delegate Gathering at which any elections are scheduled to take place, the Nominating Committee shall present its slate of nominees, including those nominated in accordance with Section 14(1) above, to the delegates.

15.3. Where only one (1) person has been nominated for a given elected position, that nominee shall be declared elected by acclamation.

15.4. Where multiple nominations have been received for any elected position, there shall be a ballot vote.

16. Terms of Office

16.1. Each member of the Joint Council appointed by a Regional Church in accordance with this By-law shall serve for such term as may be decided by his/her respective Regional Church.

16.2. Officers shall serve for two (2) year terms and shall be eligible to serve for up to three (3) consecutive terms.

16.3. A person's term begins at the end of the Delegate Gathering at which he or she is elected.

17. Vacancies

- 17.1. Where a vacancy occurs in any elected Officer position between regular Delegate Gatherings, such vacancy may be filled by the Joint Council, at its discretion, until the next regular Delegate Gathering.

- 17.2. Where a person has been appointed to fill a vacancy, the time spent completing that vacant term of office shall not be considered as a portion of any succeeding term.

PART V - JOINT COUNCIL

18. Composition of the Joint Council

- 18.1. The Joint Council shall consist of:
 - a. the respective Moderators of each Regional Church;
 - b. one (1) additional member appointed by each Regional Church. For greater certainty, such appointee shall not be a member of their respective Regional Church board; and
 - c. three (3) Officers elected by the delegates at a Delegate Gathering;

19. Meetings of the Joint Council

- 19.1. The Joint Council shall meet at least four (4) times per year.

- 19.2. If all of the members of the Joint Council consent, then a member or members of the Joint Council may participate in a meeting of the Joint Council by telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during such meeting. A member of the Joint Council participating by such means is deemed to be present at that meeting.

20. Duties and Powers of the Joint Council

- 20.1. The Joint Council shall:
 - a. act on behalf of MC Canada between Delegate Gatherings;
 - b. act as the legal representative of MC Canada, authorize such of its Officers to sign contracts, cheques and other documents on behalf of MC Canada as the Joint Council may consider advisable, and prescribe the limits, if any, of such authority;
 - c. report to, and be accountable to its members at Delegate Gatherings;
 - d. between Delegate Gatherings, continue the process of discerning MC Canada's participation in God's work as reflected in the Vision Statement and the Identity and Purpose Statement of MC Canada;
 - e. Facilitate the development of MC Canada's identity and vision by its members.
 - f. create forums for interaction among the leaders of the Regional Churches;
 - g. direct and coordinate the work of the ministries, committees and/or other advisory bodies of MC Canada;
 - h. review financial statements and direct the preparation of budgets;
 - i. make recommendations at regular Delegate Gatherings on the appointment of auditors for MC Canada;
 - j. appoint, evaluate, and if necessary terminate the Executive Minister;

- k. at its discretion, fill vacancies in elected positions that occur between regular Delegate Gatherings
- l. process issues of Membership in MC Canada and make recommendations thereon at regular or special Delegate Gatherings;
- m. foster relationships with national and international bodies, including appointments as appropriate to:
 - i. MC USA;
 - ii. Mennonite World Conference;
 - iii. Mennonite Central Committee;
 - iv. other Mennonite church bodies;
 - v. Canadian Council of Churches; and
 - vi. Evangelical Fellowship of Canada.
- n. review periodically the policies and procedures of MC Canada and ensure each of MC Canada's ministries, committees and/or other advisory bodies is aware of applicable policies and ensure that new policies are added as they are created;
- o. set long range goals and strategies to achieve those goals;
- p. plan, organize and call regular or special Delegate Gatherings;
- q. appoint other ministries, committees and/or advisory bodies of MC Canada at any time and delegate to such entities any powers and authority in the management of the conduct and affairs of MC Canada, provided that the task of any such entity not interfere with or be inconsistent with the delegated authority of the ministries, committees or other advisory bodies established by this By-law;
- r. Oversee the administration and operations of MC Canada and oversee expenditure of MC Canada funds in general in accordance with the approved annual budget; and
- s. do any other thing which is likely to support and promote the mission of MC Canada.

- 20.2. No member of the Joint Council shall place himself or herself in a position where there is a conflict of interest between his or her duties as a member of the Joint Council and his or her other interests. A member of the Joint Council who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with MC Canada, or who in any way finds himself or herself in a position where there is a conflict of interest or a potential conflict of interest shall declare such conflict of interest fully at a meeting of the Joint Council and withdraw from any discussion or vote thereon.

21. Joint Council Governance

- 21.1. The Joint Council shall formulate and adopt rules of procedure and governance under which it shall operate.

PART VI – OFFICERS

22. Officers

- 22.1. The Officers of MC Canada shall be as follows:

- a. Moderator;
- b. Assistant Moderator;
- c. Secretary/Treasurer; and
- d. Other, as applicable.

22.2. The Officers shall be elected by the delegates at a regular Delegate Gathering.

23. Duties of the Officers

23.1. The Moderator of MC Canada shall:

- a. preside at all Delegate Gatherings, whether regular or special;
- b. chair all meetings of the Joint Council and of the Executive Committee;
- c. act as the official representative of and spokesperson for MC Canada; and
- d. exercise such other powers and duties as may be assigned to the Moderator of MC Canada by the Joint Council from time to time.

23.2. The Assistant Moderator shall assume the duties of the Moderator of MC Canada:

- a. in the absence or incapacity of the Moderator of MC Canada; or
- b. at the request of the Moderator of MC Canada or of the Executive Committee.

23.3. The Secretary/Treasurer shall:

- a. be responsible for recording all minutes of Delegate Gatherings as well as meetings of the Joint Council and of the Executive Committee;
- b. conduct any necessary official correspondence, if and as instructed by the Joint Council; and
- c. oversee the Financial Policy and Audit Committee established by the Joint Council, and shall also perform such other duties as the Joint Council may specify.

23.4. The powers and duties of all other Officers, as applicable, shall be such as the terms of their engagement call for or the Joint Council requires. The Joint Council may from time to time, and subject to the Act, vary, add to or limit the powers and duties of any Officer.

23.5. The Officers shall be entitled to vote at a Delegate Gathering, provided that the Moderator shall only be permitted to exercise his or her vote in the event of an equality of votes.

PART VII – EXECUTIVE MINISTER

24. Appointment

24.1. The Executive Minister shall be appointed by the Joint Council.

25. Duties of the Executive Minister

25.1. The Executive Minister shall:

- a. lead and oversee the total program(s) of MC Canada;
- b. hire and supervise the staff of MC Canada;

- c. participate, without a vote, in meetings of the Executive Committee and the Joint Council;
- d. receive and record the credentials of all voting delegates prior to each Delegate Gathering;
- e. publish the proceedings of each Delegate Gathering; and
- f. perform such other duties as the Joint Council may specify from time to time.

PART VIII - EXECUTIVE COMMITTEE

26. Composition of the Executive Committee

26.1. The Executive Committee shall consist of:

- a. the Officers; and
- b. one (1) member of the Joint Council, to be appointed by the Joint Council from among its members, whose term shall be for one (1) year, and who shall be eligible to serve for up to six (6) terms.

27. Duties and Powers of the Executive Committee

27.1. The Executive Committee shall:

- a. act on behalf of the Joint Council with respect to emergency matters between meetings of the Joint Council;
- b. provide counsel to the Executive Minister on matters that he or she may present;
- c. deal with confidential matters in connection with MC Canada; and
- d. report its activities to the Joint Council.

PART IX – FINANCIAL POLICY AND AUDIT COMMITTEE

28. Composition of the Financial Policy and Audit Committee

28.1. The Financial Policy and Audit Committee shall consist of three (3) persons, namely:

- a. the Secretary/Treasurer of MC Canada, who shall act as chairperson of the Financial Policy and Audit Committee; and
- b. two (2) other persons selected by the Joint Council, and elected by the Delegate Gathering, whose term shall be for three (3) years, and who shall be eligible to serve for up to three (3) consecutive terms. For greater certainty, these persons need not be delegates to the Delegate Gathering.

29. Duties of the Financial Policy and Audit Committee

29.1. The Financial Policy and Audit Committee shall meet in person at least once annually and otherwise by teleconferencing as required to:

- a. review the financial statements (YTD) prepared by the staff of MC Canada and report to the Joint Council;
- b. recommend financial policies and procedures as needed;
- c. ensure that MC Canada has implemented appropriate systems to identify, monitor and mitigate significant business risks;

- d. monitor the review of senior management's expense claims;
- e. provide initial recommendations regarding the budgeting process for the upcoming year and review proposed budgets before submission to the Joint Council;
- f. act as an audit committee with the following responsibilities:
 - i. review and recommend the appointment of the external auditor;
 - ii. review annually the audit plan and fees presented by the external auditor;
 - iii. review the annual audited financial statements prior to submission to the Joint Council for their approval;
 - iv. *in camera* (privately held) meeting with the auditor;
 - v. review and report to the Joint Council the results of the external auditor's annual audit, including the management letter and significant issues encountered during the audit and how they were resolved; and
 - vi. review with management and the external auditors MC Canada's systems of internal control to ensure compliance with legal, ethical, regulatory and financial reporting requirements and report to the Joint Council as required.
- g. administer the MC Canada Pension Plan as part of the Pension Advisory Committee

PART X – OTHER COMMITTEES

30. Other Committees

- 30.1. The Joint Council may from time to time appoint any committee, ministry or advisory body it deems necessary or appropriate for such purposes and with such powers as the Joint Council sees fit. Any such committee, ministry or advisory body may formulate its own rules of procedure, subject to such regulations or directions as the Joint Council may from time to time make. Any member of any committee, ministry or other advisory body may be removed at the discretion of the Joint Council.
- 30.2. No member of any committee, ministry or other advisory body of MC Canada shall place himself or herself in a position where there is a conflict of interest between his or her duties as a member of such committee, ministry or other advisory body and his or her other interests. A member of any committee, ministry or other advisory body of MC Canada who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with MC Canada, or who in any way finds himself or herself in a position where there is a conflict of interest or a potential conflict of interest shall declare such conflict of interest fully at a meeting of his or her committee, ministry or advisory body and withdraw from any discussion or vote thereon.

PART XI – OPERATIONAL MATTERS

31. Fiscal Year

- 31.1. MC Canada's fiscal year shall end on the 31st day of January in each calendar year.

32. Corporate Seal

- 32.1. The Corporate seal shall:
- a. have inscribed thereon Mennonite Church Canada; and
 - b. be affixed to such signed documents as the Joint Council considers necessary or advisable.

33. Indemnities

- 33.1. Every Officer, member of the Joint Council and/or member of a committee, ministry or other advisory body of MC Canada as well as their respective heirs, executors and administrators shall at all times be indemnified and saved harmless, out of the funds of MC Canada, from and against:
- a. all costs, charges and expenses whatsoever which such Officer or member sustains or incurs as a result of any claim, demand or proceedings made or brought against him or her for anything done, or omitted or permitted to be done, in the course of carrying out his or her responsibilities as an Officer or member, except for any costs, charges and expenses sustained or incurred by the Officer or member because of the wilful neglect of such Officer or member; and
 - b. all reasonable costs, charges and expenses incurred by such Officer or member in the course of carrying out his or her responsibilities as an Officer or member.

PART XII –AMENDMENTS OF BYLAWS

34. Amendments to the bylaws

- 34.1. Notwithstanding Section 7.1 above or anything else contained in this By-law, this By-law may be amended at any regular or special Delegate Gathering where the representation of the members is as set out in Section 7.2; provided that the proposed amendments have been sent to the Regional Churches at least two (2) months in advance.
- 34.2. In order to pass, By-law amendments require a two-thirds (2/3) majority of the votes cast by the delegates at a Delegate Gathering.

35. Coming into force

- 35.1. This By-law comes into force at the conclusion of the Delegate Gathering at which it is adopted.
- 35.2. Any subsequent amendments to this By-law come into force at the conclusion of the Delegate Gathering at which they are adopted.

Approved: July 14, 2001

Amended: July 6, 2002

Amended: July 9, 2005

Amended: July 6, 2007

Amended: July 2, 2010

Amended: July 9, 2011

Amended: April 14, 2012

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Amended: October 14, 2017

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