

# Society Bylaw Change - Proof of Filing

**Alberta Amendment Date: 2023/10/26**

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The Bylaws are filed as of 2023/10/26

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**Service Request Number:** 41751509  
**Corporate Access Number:** 500051164  
**Business Number:** 107690844  
**Legal Entity Name:** MENNONITE CENTRAL COMMITTEE ALBERTA  
**Legal Entity Status:** Active  
**Fiscal Year End:** 03/31

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## Annual Return

File Year	Date Filed
2023	2023/11/29
2022	2022/09/23
2021	2021/10/26

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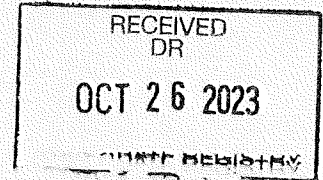
## Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000599000176224	1999/09/22
Annual Return Form	10000301000034559	2001/05/18
Audited Financial Statement	10000101000034560	2001/05/18
Audited Financial Statement	10000301000310104	2002/02/19
Annual Return Form	10000501000310103	2002/02/19
Annual Return Form	10000302000334755	2003/01/30
Audited Financial Statement	10000102000334756	2003/01/30
Annual Return Form	10000705100736588	2005/05/24
Audited Financial Statement	10000505100736589	2005/05/24
Annual Return Form	10000305100736590	2005/05/24
Audited Financial Statement	10000105100736591	2005/05/24
Notice of Address	10000305100727642	2005/05/24
Audited Financial Statement	10000607102777840	2007/03/01
Annual Return Form	10000207102777837	2007/03/01
Audited Financial Statement	10000007102768928	2007/03/30
Annual Return Form	10000607102768925	2007/03/30

Audited Financial Statement	10000907103358959	2007/10/09
Annual Return Form	10000107103358958	2007/10/09
Bylaws & Special Resolution	10000807104475972	2008/07/21
Audited Financial Statement	10000507104479735	2008/09/08
Annual Return Form	10000207104479732	2008/09/08
Audited Financial Statement	10000807106860122	2009/09/24
Annual Return Form	10000407106860119	2009/09/24
Annual Return Form	10000407108130906	2010/08/23
Audited Financial Statement	10000207108130907	2010/08/23
Annual Return Form	10000507111188994	2011/08/25
Audited Financial Statement	10000107111188991	2011/08/25
Annual Return Form	10000307114305420	2012/08/28
Audited Financial Statement	10000107114305421	2012/08/28
Audited Financial Statement	10000007116106778	2013/09/03
Annual Return Form	10000407116106781	2013/09/03
Audited Financial Statement	10000707119206328	2014/09/11
Annual Return Form	10000907119206327	2014/09/11
Audited Financial Statement	10000807124457726	2015/10/23
Annual Return Form	10000007124457725	2015/10/23
Audited Financial Statement	10000407127514768	2016/11/23
Annual Return Form	10000607127514767	2016/11/23
Annual Return Form	10000307128667384	2018/02/07
Audited Financial Statement	10000007128667385	2018/02/07
Bylaws & Special Resolution	10000007129703269	2018/03/27
Annual Return Form	10000507130288093	2018/09/11
Audited Financial Statement	10000307130288094	2018/09/11
Annual Return Form	10000807134513661	2019/09/19
Audited Financial Statement	10000607134513662	2019/09/19
Annual Return Form	10000307135503719	2020/10/14
Audited Financial Statement	10000907135503716	2020/10/14
Annual Return/Financial Statement	10000607134551060	2021/10/26
Annual Return/Financial Statement	10000207135397427	2022/09/23
Notice of Directors	10000207135475566	2023/08/10
Bylaws & Special Resolution	10000107135481997	2023/10/26
Annual Return/Financial Statement	10000307135489681	2023/11/29

**Registration Authorized By: ERNEST R. ENGBRECHT  
CHAIR**

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.



## SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of Mennonite Central Committee Alberta (MCCA) on Thursday, September 28, 2023.

The bylaws were changed as follows:

- The existing by-laws are repealed.
- They are replaced by the attached by-laws.

Date:



X October 18, 2023

Signature:

X LER Lhit

Printed Name, Title of Signer:

X Ernest R. Engbrecht  
Chairman of Board of Directors

RECEIVED  
DR  
OCT 26 2023  
CORPORATE REGISTRY

BYLAWS  
of  
MENNONITE CENTRAL COMMITTEE ALBERTA  
(Herein referred to as "MCCA")

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Province of Alberta

## **Preamble**

The name of the Society is Mennonite Central Committee Alberta, which may also be known or referred to as the MCCA or the Society.

The objects of the MCCA are detailed in the Article of Incorporation. These are, in part, *to function as a charitable society working to relieve human suffering and distress.*

The following Articles set forth Bylaws of the MCCA.

### ***Defining and Interpreting the Bylaws***

#### *Definitions*

In these Bylaws, the following words have these meanings.

“Act” means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

“Annual General Meeting” means the annual general meeting described in Article 1.5.1.

“Board” means the Board of Directors of this Society.

“Bylaws” means the Bylaws of this Society as described herein.

“Director” means any person elected or appointed to the Board of Directors.

“Meeting of the Society” means a General or Special Meeting of the Members as described in Article 1.5.

“Member” means a Member of the Society.

“Officer” means any Officer listed in Article 2.8.

“Registered Office” means the registered office for the Society.

“Register of Members” means the list maintained by the Board of Directors of the names of the Members of the Society.

“Resolution” means a decision taken by a simple majority (51%) of the votes cast at a duly called Meeting.

“Society” means the MCCA.

“Special Meeting” means a General Meeting of the Membership described in Article 1.5.2.

“Special Resolution” means a resolution passed at a General Meeting of the Membership of this Society.

- There must be twenty-one (21) days’ notice for this meeting and not more than fifty (50) days’ notice.
- The notice must state the proposed resolution(s).
- There must be approval by a vote of seventy-five percent (75%) of the Members at the meeting.

### *Interpretation*

The following rules of interpretation must be applied in interpreting these Bylaws.

- a) Singular and Plural: words indicating the singular number also include the plural, and *vice-versa*.
- b) Corporation: words indicating persons also include corporations.
- c) Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- d) Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

## **Articles**

### ***1. Membership in the Society***

Members of the MCCA Society may be Class A or Class B members. Class A members shall consist of organizations which support the work of the Society having expressed interest in membership to the Board of Directors and have thereupon been granted membership in the Society by resolution of the Board of Directors. Class B members of the Society shall consist of all Directors duly elected at a Meeting of the members. There must be a minimum Membership of at least five (5) organizations or individuals at all times.

#### *1.1 Admission of Members*

Members may be admitted to the Society by meeting the requirements in Article 1.3.

#### *1.2 Rights and Privileges of Members*

Any Member in good standing is entitled to:

- receive notice of meetings of the Society;
- attend any meeting of the Society;
- speak at any meeting of the Society;
- vote on resolutions brought to the meeting; and,
- exercise other rights and privileges given to Members in these Bylaws.

### 1.2.1 Obligations of Members

Members are required to:

- support the vision, mission, values and work of MCCA; and
- do nothing to undermine the vision, mission, values, and work of MCCA.

### 1.3 *Qualifications of Members*

To be approved as Members, all individuals, and all organizations, conferences and congregations shall commit to supporting the common vision, mission and values of MCC. The vision, mission and values will be established by the Board of Directors from time to time, and changes will be communicated to the Membership.

#### 1.3.1 Class A Members: Congregations and Organizations

Organizational Members must be not-for-profit organizations or congregations duly incorporated in Alberta.

##### 1.3.1.1 Historical Affiliation

Conferences that were the previous owners of MCCA -- Evangelical Mennonite Church ("EMC"), Mennonite Brethren Conference of Alberta ("MB"), Mennonite Church Alberta ("MCA"), and NorthWest Mennonite Conference ("NWMC") remain members of MCCA unless or until they formally withdraw their membership by written notice.

Conference Membership applies only to the Conference as an organization and does not confer Membership in the MCCA Society on Member congregations of the conference.

Congregations that are current Members of any Anabaptist Conference or any congregation of the four Mennonite conferences that were the previous owners of MCCA (as listed above) may join by notifying the MCCA office that they wish to be Members.

##### 1.3.1.2 Other Congregations and Organizations

Congregations and other duly incorporated not-for-profit organizations that are not Members of the four Mennonite conferences that were the previous owners of MCCA (as listed above) may apply to be Members of MCCA. Organizations shall contact the MCCA office for information on the application process.

##### 1.3.1.3 Delegates of Organizational Members

Each Organizational Member may appoint two (2) Delegates to represent the Organization at meetings of the Membership. The Organization must notify MCCA in writing before the meeting the names of the Delegates.



### 1.3.2 Class B Members: Directors

Directors may be Members of the MCCA Society if they:

- are duly elected as Directors at a Meeting of the members; and
- meet the qualifications outlined in Article 2.3.

### 1.4 Term of Membership

MCCA intends to be invitational while maintaining a current register of Members.

Class A Members will remain Members until they formally withdraw their membership by written notice.

Class B Members, Directors, are voted in at a regular meeting of the Society per terms outlined in Policy Procedures.

Participation in MCCA – through meetings, events, volunteering and financial contributions – will be construed as active commitment unless a Member requests a cancellation of Membership. Members that are not actively participating will be invited to review their commitment to MCCA.

### 1.5 Powers of the Membership

The powers of the Membership are described in *The Societies Act*, RSA 2000, Chapter S-14, (the “*Act*”) which may change from time to time. In any discrepancy between the *Act* and these Bylaws, the *Act* shall prevail.

The Membership at a duly called Membership Meeting, by a Special Resolution with a minimum of 75% approval, has the exclusive authority to:

- change the objects of the Society;
- change the name of the Society;
- change the Bylaws of the Society;
- approve the dissolution of the Society.

#### 1.5.1 Annual General Meeting

The Society shall hold an Annual General Meeting (“AGM”) in Alberta, within six (6) months of the fiscal year-end. The Board shall determine the time and location of the meeting. The meeting may be held in person, or by video call or other electronic means.

The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

##### 1.5.1.1 Agenda for the Annual General Meeting

The Annual General Meeting deals with the following matters:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual or Special General Meeting;
- c) considering the Chairperson's report;
- d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e) considering matters specified in the meeting notice;
- f) considering other matters that have been submitted to the Chairperson in advance; the meeting will not address new matters after the meeting has been called to order.
- g) Electing the Directors per terms outlined in the Board Policy Manual.

#### 1.5.2 Special General Meeting

The Board may call a Special General Meeting at any time and for any reason.

Any twenty-five percent (25%) of Members or Delegates may instruct the Chairperson to call a Special General Meeting. The instruction must state all items of agenda to be considered at the Meeting. The Chairperson must call the Meeting as instructed within sixty (60) days.

The Secretary shall send a Notice of Meeting as described in Article 1.5.1.

#### 1.5.3 All Membership Meetings

The following provisions apply to both General and Special Meetings of the Membership.

##### 1.5.3.1 Failure to Give Notice of Meeting

No action taken at a General meeting is invalid due to:

- accidental omission to give any notice to any Member;
- any Member not receiving any notice; or
- any error in any notice that does not affect the meaning.

##### 1.5.3.2 Meeting Agenda

A Member who wishes to add an agenda item to a Meeting already called by the Board must contact the Chairperson not less than five (5) days before the Meeting. Additional agenda items will not be added after a Meeting has been called to order.

##### 1.5.3.3 Quorum

A quorum shall be five (5) members.

A quorum is required at the beginning of the meeting and throughout the meeting. If the quorum is not sustained the meeting may not proceed.

##### 1.5.3.4 Voting

Only registered Members and Delegates may vote on resolutions. Each Member has one (1) vote. Voting shall be by a show of hands unless a confidential ballot is requested.

Any Member or Delegate may request a confidential ballot. If a confidential ballot is requested, a show of hands will be asked to determine if the confidential ballot shall proceed. A simple majority will determine if a confidential ballot shall proceed. The Board shall have a confidential voting process available if this is requested.

A Member may not vote by proxy.

A simple majority of the votes of the Members present decides each issue and resolution, unless, according to the provisions of these Bylaws, the issue needs to be decided by a Special Resolution, in which case a majority of seventy-five percent (75%) is required.

Any Member may propose a Resolution that an upcoming action shall require a Special Resolution. The Resolution to approve a Special Resolution shall be determined by a simple majority.

The Chair may call for a move to Table any proposed Resolution; if the vote to Table the Resolution carries, then the vote on the Resolution shall not be taken.

Tied vote: in the event of a tie, the Chairperson shall have a tie-breaking vote.

## *1.6 Suspension of Membership*

### 1.6.1 Decision to Suspend

The Board, at a meeting called for that purpose, or at a regular meeting for which the consideration of a decision to suspend has been communicated to the Directors not less than three (3) weeks before the meeting, may suspend a Member's Membership for not more than three (3) months, for one or more of the following reasons:

- a) if the Member has failed to abide by the Bylaws;
- b) if the Member has been disloyal to the MCCA;
- c) if the Member has disrupted meetings or functions of the MCCA; or
- d) if the Member has done anything judged to be harmful to the MCCA.

### 1.6.2 Notice to the Member

The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive a minimum of two (2) weeks' notice before the Meeting. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board. The notice will state the reasons why suspension is being considered.

### 1.6.3 Decision of the Board

The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member. The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board. The Board may exclude the Member from its discussion of the matter, including the deciding vote. The decision of the Board is final.

### *1.7 Termination of Membership*

#### 1.7.1 Resignation

Any Member may resign from the Society by sending or delivering a written notice to the Secretary or Chairperson or to the office of the Society.

Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

#### 1.7.2 Dissolution or Death of a Member of the Society

The Membership of a Class A organizational Member is ended upon the dissolution of the Member organization.

The Membership of a Class B Member is ended upon her or his death.

#### 1.7.3 Expulsion

The Board of Directors may, by Special Resolution, expel any Member for any cause which is deemed sufficient in the interests of the Society. This decision is final. On passage of a Special Resolution (75% majority), the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

#### 1.7.4 Transmission of Membership

No right or privilege of any Member is transferable to another person or organization. All rights and privileges cease when the Member withdraws, dies, or is expelled from the Society.

#### 1.7.5 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he or she or it is liable for any debts owing from the Member to the Society at the date of ceasing to be a Member.

#### 1.7.6 Limitation on the Liability of Members

No Member is, in an individual capacity, liable for any debt or liability of the Society.

## **2. Governance of the Society**

### **2.1 Board of Directors**

The business and affairs of Society shall be managed by the Directors of the Society, who may act as allowed by the *Societies Act*, these Bylaws, by Society resolution, or by other legislation and may not act contrary to those devices. In any discrepancy the *Act* prevails.

The Board may hire an Administrator to carry out management functions under the direction and supervision of the Board, as described in Article 2.9.

### **2.2 Powers of the Board of Directors**

The power of the Board of Directors resides in the Board convened as such. No individual Director retains the power of the Board of Directors, except when it is convened as such, or as authorized by the role of an Officer of the Board (Article 2.8) or by Board Resolution (such as the Terms of Reference of a Board committee).

The Directors may occasionally direct the Society to: purchase, donate, devise, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, mutual funds and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest owned by Society, for such consideration and upon such terms and conditions as the Directors may deem advisable; and to enter into any agreement or declaration for the appointment of an agent and/or an attorney by power of attorney for the Society.

#### **2.2.1 Borrowing Powers**

The MCCA may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security. The MCCA may issue debentures to borrow only by Ordinary Resolution of the Board confirmed by a Special Resolution of the MCCA Membership.

#### **2.2.2 Major Capital Decisions**

The Board shall inform and consult with the Membership (but shall not require approval) for major capital decisions, including to buy or sell property, or to borrow or lend money. A major capital decision is defined as any transaction in excess of 25% of the total revenue from all sources for the year in which the transaction happens.

### **2.3 Qualifications of Directors**

A Director of the Society must be:

- at least 18 years of age; and,
- resident in Alberta.

### 2.3.1 Separation of Roles

A current employee of MCC Alberta or any other MCC may not serve as a Director.

A former employee of any MCC may not be appointed to the Board until at least twelve (12) months after the termination of employment from MCC Alberta, or six (6) months after the termination of employment or service with any other MCC.

A Director of MCCA must resign from the Board at least six (6) months before applying for a staff position at MCC Alberta.

### 2.4 Number and Selection of Directors

A Director shall be elected by resolution of the Membership at a regularly called meeting of the Society.

In keeping with the *MCCs in Canada Covenant*, the Board will attempt to recruit Directors such that at least two-thirds (2/3) of the Directors in office at any time shall be Members of congregations with Historical Affiliation to MCCA (Article 1.3.1.1). Nevertheless, if the number of Directors from congregations with Historical Affiliation falls below that target, the powers of the Board shall not be diminished, and the actions of the Board shall be valid. The number of Directors shall be not more than 15 and not less than 5.

### 2.5 Term of Office

Directors shall serve for a term of three (3) years, and may be re-elected once, for a maximum of six (6) years. Directors must leave the Board for at least one year before being re-elected.

The Board year is the Society's fiscal year (April – March). When a Director's term begins between June 1 and January 31, that partial year shall be counted as a full year. Terms beginning February 1 through May 31 will be counted as beginning April 1.

### 2.6 Meetings of the Board

The Board of Directors shall meet as often as necessary, and not less than once every three months.

A meeting of Directors may be called by the Chairperson of the Board or any Director at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of Directors.

A Director may participate in a meeting of Directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, provided that the Society shall not be under any obligation to ensure that telephone access is

available for any meeting of the Board, although if provided, a Director participating in a meeting by those means is deemed to be present at that meeting.

Meetings of the Board of Directors are open to appointed Delegates of Organizational Members as observers. Only Directors may vote at meetings of the Board of Directors.

#### 2.6.1 Notice of Meeting

Notice of the time and place of any meeting of Directors shall be communicated to each Director by e-mail, postal mail, or telephone not less than two days before the meeting.

However, meetings of Directors may be held at any time without notice, if all the Directors are already present, except where a Director attends a meeting for the sole purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

In giving notice of a meeting of the Board of Directors, it is not required to notify Directors of agenda items in advance of the meeting.

##### 2.6.1.1 Waiver Of Notice

Notice of meeting may be waived by any Director in writing (or e-mail) before or after the specified meeting. Being present at a meeting is a waiver of notice of the meeting unless the Director attends a meeting in order to object that the meeting is not lawfully called.

##### 2.6.1.2 Omission Of Notice

The accidental omission to give notice of any meeting of Directors or any Committee does not invalidate any actions taken at the meeting.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

#### 2.6.2 Quorum

A simple majority (51%) of the number of current Directors shall be a quorum at any meeting of Directors and that quorum has the full power of the Board.

The Directors may not transact business at a meeting of Directors unless a quorum is present. A meeting may be held to discuss business, and appropriate minutes will be recorded. However, the meeting may not approve Resolutions.

#### 2.6.3 Voting

Each Director present shall be entitled to one vote.

There shall be no Proxy votes. Except where other provisions have been made in advance, Directors not present shall not vote.

Questions arising at any meeting of Directors shall be decided by a simple majority (51%) of votes cast.

In the case of a tie, the Chairperson of the meeting shall take a deciding vote.

#### 2.6.3.1 Resolution In Lieu Of Meeting

A motion in writing signed by all the Directors or affirmed by electronic mail is valid as of the date of the last signature or email received by the Society.

#### 2.6.3.2 Electronic Resolutions

A Board action taken by individual electronic communications shall be recorded as a minute of a duly convened meeting. The Society shall retain print or electronic copies of all comments and votes received until the minute of the resolution has been approved, usually at the next regular meeting. Thereafter, the minute will be the record and the comments and votes received will be destroyed.

#### 2.6.4 Adjournment

Any meeting of Directors may be adjourned from time to time by the Chairperson of the meeting, with the consent of those at the meeting, to a stated time and place. If the time and place of the adjourned meeting is announced at the original meeting, additional notice of an adjourned meeting is not required.

The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.

### 2.7 *Removal of a Director*

A Director may be removed by an Ordinary (51%) resolution of the Board at a meeting called for the purpose of removal or at a regular meeting for which the consideration of a decision to remove the Director has been communicated to the Directors before the meeting.

A Director who is removed from office may not continue as a Member or Delegate of the Society for that year, but is eligible to be elected in a future year.

#### 2.7.1 Resignation or Death

A Director may resign from office by giving one (1) month notice in writing. The resignation takes effect either at the end of the notice or on the date the Board accepts the resignation.

A death of a Director ends the position of Director.



### 2.7.2 Vacated Director position

The Directors may choose to fill a vacated Director position to serve through to the next Annual General Meeting at which time the position will be subject to election by the Membership of the Society.

## 2.8 *Officers of the Society*

Officers of the Society are elected by and from the Board of Directors by a simple majority (51%) per terms outlined in the Board Policy Manual.

The Officers shall include:

- Chairperson;
- Vice-chairperson;
- Secretary;
- Treasurer.

Two offices may be held by the same person, but there shall not be fewer than three (3) Officers.

The Board may choose to create additional Officers as required from time to time.

### 2.8.1 Election of Officers

At the first meeting of the Board of Directors following the Annual Meeting, or when an Officer vacates their office, the Directors shall elect Officers to any positions that are vacant.

### 2.8.2 Term of Office

Officers shall serve for a term of two (2) years, renewable to a maximum of six (6) consecutive years, or for the duration of the Director's tenure on the Board, whichever is less.

### 2.8.3 Termination or Vacancy of Office

An Officer of the Society ends his or her office:

- when the Officer ceases to be a Director of the Society; or,
- when the term for which the Officer was elected expires; or,
- when the Officer is removed from office; or,
- when the Officer dies or resigns.

### 2.8.4 Removal of Officers

Any Officer of the Board may be removed by a simple majority (51%) decision of the Board. An Officer who is removed from office may not continue as a Director.

### 2.8.5 Responsibilities of Officers

All Officers of the Society shall assume and faithfully fulfill the duties assigned them by the Board of Directors from time to time. Such duties shall necessarily include those described in these Bylaws and may be delegated to staff.

#### 2.8.5.1 Chairperson

The Chairperson shall:

- provide leadership to the Board in fulfilling its responsibilities as described in Article 2;
- preside at meetings of the Board and the Society;
- with the Executive Director, plan and prepare meeting agendas;
- serve as the point of communication with the Executive Director; this shall include ensuring that Board decisions are communicated to the Executive Director and serving as a primary resource for the Executive Director;
- represent MCC Alberta in public and to its constituencies;
- represent MCC Alberta within the MCC network; this includes:
  - a. serve as a Director in the Board of MCC Canada;
  - b. serve on the Canadian Round Table forum (consisting of the six Chairs and six Executive Directors of the MCCs in Canada)
- vote only when either:
  - a. the vote is by ballot, in which case the chair votes along with and at the same time as all the other members, or
  - b. the chair's vote will change the result of the vote.

The Chairperson may delegate any and all duties to the Vice-chairperson from time to time.

#### 2.8.5.2 Vice-Chairperson

The Vice-Chairperson shall:

- assist the Chairperson as requested, and perform other responsibilities as delegated;
- in the event that the Chairperson is absent or unable to perform her or his duties, assume all the duties of the Chairperson;
- carry out other duties as may be assigned by the Board.

#### 2.8.5.3 Secretary

The Secretary shall:

- attend all meetings of the Society and the Board;
- maintain a complete and accurate record of meetings of the Membership and the Directors;
- ensure Notice of Meeting for all meetings of the Board and Membership as described herein;
- have custody of the Seal of the Society;
- manage the process of application for Membership in the Society;
- ensure that Membership fees (if any) are collected;

- maintain a Register of the Members of the Society;
- file the Annual Report;
  - MCCA shall on or before the last day of the month immediately following its anniversary month (the month in each year that is the same as the month in which the certificate of incorporation of the Society was issued) make a return to the Registrar containing:
    - the address of the registered office of the Society;
    - the full name and street address or postal address of each Officer and Director of the Society;
    - any information respecting the Members of the Society as may be required under the Agricultural and Recreational Land Ownership Act and/or section 35 of the Citizenship Act.
- notify the provincial Registrar within fifteen days of any change in the registered office of the Society;
- notify the Registrar within thirty days of any change in the name or address of an Officer or Director of the Society;
- notify the Registrar within thirty days of any change to the Objects, name or Bylaws of the Society, as approved by the Membership;
- notify the Registrar within thirty days of the dissolution of the Society, as approved by the Membership.
- carry out other duties as assigned by the Board.

#### 2.8.5.4 Treasurer

The Treasurer shall:

- ensure sound financial management of the Society's income, disbursements, banking, investments and assets including that the monies paid to the MCCA are deposited;
- ensure that the Society maintains accurate and adequate financial records;
- report to each Board and Membership meeting on the financial status of the Society;
- chair the Finance Policy and Audit Committee of the Board;
- lead the annual Audit;
- recommend to the Board approval of the audited statements;
- present the audited statements to the Members at the Annual General Meeting;
- carry out other duties as assigned by the Board

The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Directors in their uncontrolled discretion may require, and no Director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Society to receive any indemnity thereby provided.

#### 2.8.6 Duties of Officers May Be Delegated

In case of the absence, inability, or refusal of any Officer of the Society to act, for any reasonable reason, the Directors may delegate all or any of the authority of that officer to any other Director for a specified term.

## *2.9 Administrator*

The Board may choose to hire an Administrator (known as an Executive Director or by some other title) to manage the affairs of the Society. Subject to the authority of the Board and the supervision of the Chairperson, the Administrator/ Executive Director shall be responsible for the general management and direction of MCCA's business.

The Administrator/ Executive Director shall be the one employee of the Board, and shall hire, supervise and support other personnel as necessary to carry out the mission and plans of the Society.

In the event of the sudden absence of the Administrator/ Executive Director, the Board shall within one week appoint an Acting Executive Director and shall communicate this to the staff and the MCC network, in accordance with the Emergency Management Plan outlined in the Board Policy Manual.

## *2.10 Payment for Services*

No Member, Director or Officer of the MCCA receives any payment for serving as a Member, Director or Officer.

Reasonable expenses incurred while carrying out duties of the MCCA may be reimbursed upon Board approval.

## *2.11 Protection and Indemnity of Directors and Officers*

Each Director or Officer holds office with protection from the MCCA. The MCCA indemnifies each Director or Officer against all costs or charges that result from any act done in this role for the MCCA. The MCCA does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the MCCA. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in her or his role for the MCCA, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## *2.12 Board Committees*

The Board may from time to time establish Standing or *Ad Hoc* committees to assist with Board business. The committees will meet from time to time as necessary for each committee but not less than once per year.

A committee Member may participate in a committee meeting by means of telephone, or by video call, or other electronic communication facilities that permit all persons participating in the meeting to hear each other, provided that the MCCA shall not be under any obligation to ensure that telephone access or other electronic access is available for any meeting of the committee, although if provided, a committee Member participating in a meeting by those means is deemed to be present at that meeting.

Notice of the time and place of any committee meeting shall be communicated to each Member by e-mail, postal mail or telephone not less than two (2) days before the meeting.

A committee Member may waive formal notice of a meeting.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of any committee.

The Board shall, for each committee, develop and approve a *Terms of Reference* describing the mandate, objectives, and scope of the committee's work.

Committees of the Board may include individuals who may or may not be Members or Delegates of the Society, who are committed to supporting the vision and mission of MCCA.

Committees of the Board shall include at least one Director, who may or may not serve as Chair of the committee.

#### 2.12.1 Audit and Finance

In accordance with the *MCCs in Canada Covenant* there shall be a Standing Committee led by the Treasurer and with responsibility for the audit and financial management.

### **3. Financial Management**

The Registered Office of the MCCA is located at the head office of the MCCA. Another place may be established at the Annual General Meeting or by Ordinary Resolution of the Board, as long as this change is communicated to the Registrar within 30 days of the change.

#### *3.1 Fiscal Year*

The fiscal year of the Society is April 1 – March 31.

The Board may by Ordinary Resolution change the fiscal year.

#### *3.2 Banking and Authorized Signing*

The Board shall by Ordinary Resolution authorize all bank accounts.

The Board shall by Ordinary resolution authorize all signers from time to time on MCCA's bank accounts. All bank and investment transactions shall require two joint signatures.

All contracts of the MCCA must be signed by the Officer(s) or other persons authorized to do so by Ordinary Resolution (51%) of the Board.

The Board's approval of the annual Budgets (operating and capital) shall constitute authority to incur expenses as budgeted.

### *3.3 Audit*

The Board shall annually appoint a CPA firm in public practice as Auditor for the Society, and shall present a Board-approved, audited financial statement for the previous year at the AGM.

### *3.4 Access to Financial Records*

Each Director shall at all times have access to the books and records of MCCA.

The books and records of MCCA may be inspected by any Member or authorized Delegate at the head office of MCCA by request, upon being given at least two (2) weeks' notice, and at a time satisfactory to the Executive Director, Treasurer, or another Member of the Board.

## ***4. Affiliation***

MCC Alberta operates under the MCC brand and trademark, which is owned in Canada by MCC Canada.

A key component of MCC Alberta's mission is to raise funds for the international work of MCC, which is supported through funds forwarded from the provincial MCC Societies to MCC Canada.

MCC Alberta is affiliated with MCC Canada and the other provincial MCC Societies through the *MCCs in Canada Covenant*, which describes the arrangements by which the separate and sovereign Societies operate under a shared brand, trademark, vision and mission.

## ***5. Amendments to the Bylaws***

These Bylaws can be altered or rescinded only by Special Resolution (75% majority) of the Members at a duly called Annual or Special General Meeting.

Notice of any proposed changes to the Bylaws shall be submitted to the Membership at least twenty-one (21) days prior to the date of the Annual or Special General Meeting of the Membership. The amended Bylaws take effect after approval of the Special Resolution by the Membership and acceptance by the Registrar.

## ***6. Dissolution of the Society***

Dissolution of the Society can be decided only by a Special Resolution (75% majority) at a duly called Annual or Special General Meeting of the Membership. Once dissolution has been approved, the Society must apply to the Registrar to have the Society dissolved.

In the event of the dissolution of the Society, any assets and/or surplus funds remaining after all debts and liabilities are discharged, shall be distributed and disposed of to charitable organizations that carry out charitable work in Canada. Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets. The MCCA does not pay any dividends or distribute its property amongst its Members.