

**CONSTITUTION
of
CAMP EVERGREEN MENNONITE BRETHREN MINISTRIES, SUNDRE**

ARTICLE 1 – NAME and STATUS

- 1.1 The name of this religious society shall be “Camp Evergreen Mennonite Brethren Ministries, Sundre”, hereafter referred to as the “Camp.” The Camp is registered as a religious society pursuant to the *Religious Societies’ Land Act*, Revised Statutes of Alberta 2000, c. R-15.

ARTICLE 2 – OBJECTS

- 2.1 The objects of the Camp are:
- 2.1.1 To share, preach and teach the doctrines, tenets and observances associated with the Mennonite Brethren faith with those attending the Camp; and
- 2.1.2 To maintain and support a chapel for those attending the Camp with services conducted in accordance with the tenets and doctrines of the Mennonite Brethren faith.

ARTICLE 3 – CONFESSION OF FAITH

- 3.1 The Camp is part of the global family of Mennonite Brethren Churches, united by historic Anabaptist roots and commitment to the Mennonite Brethren Confession of Faith. The Confession of Faith of the Canadian Conference of Mennonite Brethren Churches shall serve as the Confession of Faith of the Camp. The Camp affirms this confession as a summary of its theological centre and core belief.

ARTICLE 4 – AFFILIATIONS

- 4.1 The Camp shall continue its association with The Alberta Conference of Mennonite Brethren Churches.

ARTICLE 5 – CHARITABLE STATUS

- 5.1 The activities of the Camp shall be carried on without the purpose of financial gain for its members, and any profits or accretions to the Camp shall be used in promoting its purposes. It is intended that the Camp shall be registered with the Canada Revenue Agency as a charitable organization.

ARTICLE 6 – AMENDMENTS

- 6.1 Any Amendment to or rescinding of any article of the Constitution requires a seventy-five percent (75%) majority vote of active members present at a Special Meeting called for that purpose.

BY-LAWS
of
CAMP EVERGREEN MENNONITE BRETHERN MINISTRIES, SUNDRE

ARTICLE 1 – DEFINITIONS

- 1.0 In these By-laws, unless the context otherwise requires, the following definitions shall apply:
- 1.1 "**Board**" means the Board of Directors of the Religious Society;
- 1.2 "**By-law**" or "**By-laws**" means any By-law of the Religious Society from time to time in force and effect;
- 1.3 "**Camp**" means the religious society registered under the *Religious Societies' Land Act* Revised Statutes of Alberta 2000, c. R-15, and named "Camp Evergreen Mennonite Brethren Ministries, Sundre";
- 1.4 "**Confession of Faith**" means the theological centre of the Religious Society's core belief as stated in the Confession of Faith of the Canadian Conference of Mennonite Brethren Churches attached hereto as Appendix A;
- 1.5 "**Constitution**" means the Constitution of the Religious Society;
- 1.6 "**Director**" means a person appointed as a director of the Religious Society pursuant to Article 7 of the By-laws;
- 1.7 "**Executive Director**" means the person appointed as Executive Director of the Religious Society pursuant to Article 9.1 of the By-laws;
- 1.8 "**Member**" means a person who qualifies as a member of the Religious Society pursuant to Article 5 of the By-laws. "**Members**" or "**Membership**" means collectively all of the Members of the Religious Society.
- 1.9 "**Objects**" means the charitable objects of the Religious Society as set out in the in Constitution;
- 1.10 "**Officer**" means a person appointed as an Officer of the Religious Society pursuant to Article 9 of the By-laws;
- 1.11 "**Policy Statements**" means any policies and procedures set out in a Policy and Procedures Manual that has been approved and implemented by the Board;

- 1.12 “**Religious Society**” means the religious society known as “Camp Evergreen Mennonite Brethren Ministries, Sundre”.

ARTICLE 2 - REGISTERED OFFICE

- 2.1 The Registered Office of the Religious Society shall be located at P.O. Box 492 Sundre, Alberta T0M 1X0 or such other address in Alberta as the Board may from time to time, by resolution, direct.

ARTICLE 3 - FISCAL YEAR

- 3.1 The fiscal year of the Religious Society shall end on December 31 or such other date as may be determined from time to time by resolution of the Directors.

ARTICLE 4 - AUDITORS

- 4.1 Auditors shall be appointed or dispensed with at each annual general meeting of the Members.

ARTICLE 5 – MEMBERS

- 5.1 Members of the Religious Society shall be:

5.1.1 The founding members of the Religious Society;

5.1.2 Any Alberta Mennonite Brethren church that is a member of The Alberta Conference of Mennonite Brethren Churches, which has decided to be a Member of the Religious Society by appointing a person to be its representative and to act on its behalf as a Member of the Religious Society;

5.1.3 Any other evangelical Christian church that has applied and been accepted as a member of the Religious Society; and

5.1.4 Any person who has applied and been accepted as a member of the Religious Society.

- 5.2. A person or a church applying to become a Member must:

5.2.1 be in agreement with the Objects of the Religious Society;

5.2.2 in the case of a person, be in general agreement with the Confession of Faith; and

5.2.3 in the case of a church, have a confession of faith that is generally consistent with the Confession of Faith.

- 5.3 Application for membership in the Religious Society shall be made by a person submitting an application form to the Board or, if a Membership Committee has been established by the Board to deal with applications for membership, then to the Membership Committee. In regard to any evangelical Christian church wishing to apply for membership in the Religious Society, application shall be made by the person appointed by that church to be its representative and to act on its behalf as a Member in the Religious Society. The representative for the church must submit a copy of the church's confession of faith along with the application. The applicant or the applicant church's representative will be interviewed by a Director or a member of the Membership Committee who shall then make their recommendation to the Board. If the Board is satisfied that the applicant meets the criteria for membership set out in Article 5.2 of the By-laws, the applicant may be approved as a Member. In the case of any evangelical Christian church applying for membership, such application may be approved if the church, at the discretion of the Board, meets the criteria for membership set out in Article 5.2 of the By-laws. A church that has been accepted as a Member shall not have to reapply upon any change in the person appointed to be its representative.
- 5.4 The Religious Society is not required to issue membership certificates. The Religious Society shall prepare and maintain at its Head Office a Members' register setting out the names and latest known addresses of its Members.
- 5.5 All Members are bound by the By-Laws and Policy Statements, as amended from time to time, as if they formed a contract between the Member and the Religious Society.
- 5.6 Membership in the Religious Society is not transferable and lapses and terminates upon occurrence of any of the following:
- 5.6.1 The resignation of the Member delivered in writing to the head office of the Religious Society;
 - 5.6.2 The death of the Member; or
 - 5.6.3 Termination of membership by the Board for any of the following reasons:
 - 5.6.3.1 conduct of a Member or its representative which, at the discretion of the Board, is determined to be detrimental to the objectives of the Religious Society;
 - 1. conduct of a Member or its representative which, at the discretion of the Board, is determined to be inconsistent with the Confession of Faith; or
 - 2. failure of a Member or its representative to attend annual general meetings of the Religious Society for 2 consecutive years.

ARTICLE 6 - MEETINGS OF THE RELIGIOUS SOCIETY

- 6.1 The annual general meeting of the Religious Society shall be held at the Camp or elsewhere as directed by the Board, within six (6) months of the end of the fiscal year, or as near thereto as circumstances permit, for the purposes of:
- 6.1.1 electing Members to the Board;
 - 6.1.2 receiving the annual report of the Directors and reports of Officers and of any committees;
 - 6.1.3 receiving the financial statements of the Religious Society;
 - 6.1.4 appointing or dispensing with an auditor; and
 - 6.1.5 considering and transacting any other business of the Religious Society.
- 6.2 Special general meetings of Members may be called at such times and in such places as the Board may from time to time determine, and must be called upon if there is a requisition made by eight (8) or more Members, such requisition to state clearly the object of the proposed meeting.
- 6.3 Subject to Article 6.4, at least twenty-one (21) days' notice shall be given to the Members prior to the annual general meeting, or prior to any special general meeting which may be called, specifying the place, day and hour of the meeting and, in the case of special business, the general nature of the said business. Such notice shall be in writing and shall be sent to each Member at the Member's last known address as shown in the records of the Religious Society, by facsimile, or other means of electronic communication. The non-receipt of any such notice by any of the members or failure or irregularity in the giving of notice of any meeting or the accidental omission to give such notice to any of the Members shall not invalidate the proceedings nor any resolution passed at such meeting. A Member who participates in a meeting shall be deemed to have received notice thereof.
- 6.4 No business shall be transacted at any annual general meeting or special general meeting unless a quorum of the Members is present, a quorum consisting of the lesser of 50% of the Members or fifteen (15) Members in good standing. In the event there is no quorum present at the opening of a meeting, the Members present and entitled to vote may adjourn the meeting to a fixed time and place and 10 business days notice of such adjournment shall be given to the Members.

- 6.5 In addition to the requirements of Article 6.3, notice of any meeting of Members to consider any proposed dealing with real property shall:
- 6.5.1 state the particular object for which the meeting is called;
 - 6.5.2 be posted at the Registered Office of the Religious Society; and
 - 6.5.3 be read at all intervening meetings of Members held in the meeting place of the Religious Society.
- 6.6 At all meetings of the Religious Society, each Member present in good standing shall be entitled to one vote.
- 6.7 Every Member may by means of a proxy appoint a proxyholder, who must be a Member, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by such proxy. A proxy shall be in writing and executed by the voting Member. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.
- 6.8 With respect to the voting procedure at meetings the following rules shall be followed:
- 6.8.1 Every question shall be decided in the first instance by a show of hands unless a poll is demanded, and a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of proceedings of the Religious Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - 6.8.2 If a poll is demanded, it shall be taken in such manner as the Chairperson directs, either at once or after an interval of adjournment or otherwise, and the result of such poll shall be deemed to be the resolution of the matter at the meeting at which the poll was demanded.
 - 6.8.3 In case of an equality of votes, either on a show of hands or on a poll at any meeting of Members, the motion shall be considered defeated.
- 6.9 If all the Members participating in a meeting consent, a Member may participate in a meeting of the Members by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Member participating in such a meeting by such means is deemed to be present at the meeting
- 6.10 The Chairperson presiding over the annual general meeting or any special general meeting of the Religious Society shall be the incumbent Chairperson, or in his or her

absence, the Vice-Chairperson of the Religious Society.

- 6.11 At the annual general meeting, the Board shall report in respect of the administration and business operations of the Religious Society and shall give a financial report, and shall report on such other matters as the Members may require. The financial report shall include a copy of the most recent financial statements of the Religious Society.
- 6.12 Notwithstanding anything to the contrary in these By-Laws, a resolution in writing signed by all of the Members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted

ARTICLE 7 - BOARD OF DIRECTORS

- 7.1 The affairs of the Religious Society shall be governed by a Board of Directors consisting of a minimum of six (6) and a maximum of twelve (12) persons. Directors shall meet the following criteria:
 - 7.1.1 Each Director must be a Member; and
 - 7.1.2 A majority of Directors must be members of Mennonite Brethren Churches.
- 7.2 All Directors shall be elected by the Members from a slate prepared by the Board along with nominees from the floor at the annual general meeting of the Members. Each Director shall be voted and elected separately, requiring a majority vote from the Members present at that meeting. Each Director shall be elected for a 3 year term. Directors may be elected for successive terms.
- 7.3 The office of a Director shall be vacated if he or she:
 - 7.3.1. Is removed from office by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of the Members called for that purpose;
 - 7.3.2 Commits a breach of confidentiality in a manner that is deemed by the Board to be confidential;
 - 7.3.3 Is declared mentally incompetent;
 - 7.3.4 Is convicted of a criminal offence and the majority of the Directors agree that the offence is sufficiently serious to warrant dismissal;
 - 7.3.5 Resigns by written notice to the Board; or
 - 7.3.6 Is absent from three consecutive meetings of the Board without a reasonable excuse or without the Board's written approval or is absent from more than

one-half (1/2) of the meetings of the Board in each and every twelve (12)-month period following his/her appointment.

- 7.4 Any vacancy occurring in the Board may be filled at any time by appointment of the remaining Directors subject to the Members ratifying such appointment at the next annual general meeting of the Religious Society; and, subject to the subsequent ratification of same by the Members, the Director so appointed shall serve the remaining term of the vacated Director.
- 7.5 The Directors may meet at any time and at any place in the Province of Alberta for the dispatch of business and may adjourn or otherwise regulate their meetings as they see fit. A majority of the Directors shall constitute a quorum. Except as otherwise provided in these By-laws, questions arising at any meeting shall be decided by a majority of votes of the Directors present including the Chairperson, and in the case of an equality of votes, the motion shall be considered defeated. Each Director present shall have one (1) vote.
- 7.6 The Directors shall serve without remuneration with respect to their positions as Directors, other than out-of-pocket expenses incurred on behalf of the Religious Society; but subject to the prior approval of a majority of the Directors, any Director shall be eligible to be employed by the Religious Society in some capacity other than Director and the Religious Society may designate a remuneration for any such services. No Director shall directly or indirectly receive any profit from their positions.
- 7.7 Notice of meetings of Directors shall be given, in writing, by mail, facsimile or other means of electronic communication to each Director not less than five (5) days before the meeting is to take place, provided always that the meetings of the Directors may be held at any time without formal notice if all the Directors are present or if those absent have waived notice or signified their concurrence that the meeting be held. Notice of any meeting may be waived by any Director. A Director who participates in a meeting shall be deemed to have received notice thereof.

ARTICLE 8 - POWERS AND RESPONSIBILITIES OF DIRECTORS

- 8.1 Administer Affairs. The Directors shall have the power and responsibility to administer the affairs of the Religious Society in all things and make or cause to be made for the Religious Society, in its name, any kind of contract which the Religious Society may lawfully enter into and, save as otherwise provided in these By-laws, generally, may exercise all such other powers and do all such other acts and things as the Religious Society may from time to time determine are required to further the objects of the Religious Society.
- 8.2 Expenditures. The Directors shall have the power to authorize expenditures on behalf of the Religious Society from time to time for the purpose of furthering the objects of the Religious Society.
- 8.3 Borrowing. The Directors of the Religious Society may from time to time authorize the

borrowing of money or obtaining of credit upon the credit of the Religious Society in such amounts and upon such terms as may be considered advisable by the Board.

- 8.4 Fund Raising. The Board shall take such steps as they may deem requisite to enable the Religious Society to accept, solicit or receive gifts and donations of any kind whatsoever for the purpose of furthering the objects of the Religious Society.
- 8.5 Investment. The Board shall have the power to invest and from time to time reinvest all funds and monies of the Religious Society in investments and securities pursuant to the *Trustee Act*, R.S.A. 2000, c. T-8.
- 8.6 Delegation of Powers. The Board may delegate any of the foregoing powers from time to time to one or more of its directors or to any of its committees, employees or agents until such time as the Board revokes such delegation.
- 8.7 All Directors are bound by the Policy Statements of the Religious Society, as approved from time to time.

ARTICLE 9 - OFFICERS

- 9.1 The Board shall annually appoint officers from amongst the Board of Directors being a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The Board shall also annually appoint an officer in the position of Executive Director. The Executive Director shall be a person who is not on the Board of Directors.
- 9.2 The Chairperson shall be a Director, and shall possess and exercise such powers and shall perform such duties as properly belonging to that office and as may, from time to time, be assigned to him or her by the Board. The Chairperson or, in his or her absence, the Vice Chairperson, may call meetings of the Board and Members from time to time as may be determine.
- 9.3 The Vice Chairperson shall be a Director, and shall have such duties and powers as the Directors may specify and delegate.
- 9.4 The Secretary shall be a Director, and shall issue or cause to be issued notices for all meetings of the Directors. The Secretary shall issue or cause to be issued notices of the annual general meeting of the Religious Society set forth under Article 6 hereof. The Secretary shall be responsible for the keeping of minutes of Board meetings and the annual general meetings of the Religious Society. The Secretary shall also be responsible for keeping the corporate seal of the Religious Society.
- 9.5 The Treasurer shall be a Director, and shall have care and custody of all funds and securities of the Religious Society and shall maintain the same in the name of the Religious Society in such bank or other depository as the Board may direct. The Treasurer shall perform such duties incident to his or her office or that are properly

required of him or her by the Board. The Treasurer shall also present a financial statement to the Board whenever requested by it to do so.

- 9.6 The Executive Director shall not be a Director and shall be responsible for carrying out the strategic plan established by the Board and for directing the overall operations of the Camp.

ARTICLE 10 - COMMITTEES

- 10.1 The Board shall be entitled to create and appoint Directors or Members to such committees as from time to time it deems appropriate. Unless otherwise stipulated by the Board at the time of its constitution, the Directors or Members comprising the committees shall be appointed annually. The terms of reference for any such committees shall be as determined by the Board from time to time.

ARTICLE 11 – INDEMNIFICATION AND INSURANCE

- 11.1 Every Director and Officer, past or present, or other person who has undertaken or is about to undertake any duty, obligation or liability on behalf of the Religious Society and their respective heirs, legal representatives and estates, shall at all times be indemnified and saved harmless, out of the funds of the Religious Society from and against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Religious Society, except such costs, charges or expenses as are occasioned by his or her gross negligence.
- 11.2 The Religious Society shall purchase directors and officers liability insurance in such amounts as determined by the Board from time to time.

ARTICLE 12 - CONFIDENTIALITY AND CONFLICT OF INTEREST

- 12.1 Except where otherwise provided by law, By-laws or Policy Statements, confidential information shall not be divulged or released by any Director or Officer of the Religious Society, without the proper approval or direction by the Chairperson or designate.
- 12.2 No Director shall vote on any matter in which that Director has a financial or other beneficial interest.
- 12.3 A Director or Officer of the Religious Society shall not, as applicable:
- 12.3.1. Place himself or herself in a position where he or she is under obligation to another person who might benefit from special consideration or favour, or who might seek preferential treatment by the Religious Society;

- 12.3.2 Accord, in the performance of his or her official duties, preferential treatment to relatives or friends;
- 12.3.3 Participate in a Board decision that could result in his or her direct or indirect benefit from the Religious Society;
- 12.3.4 Benefit from the use of information acquired during the course of his or her official duties which is not generally available to the public;
- 12.3.5 Use property of the Religious Society of any kind for activities not associated with the discharge of official duties; or
- 12.3.6 Demand, accept or offer, or agree to accept from a person who has dealings with the Religious Society a commission, reward, advantage or benefit of any kind, either directly or indirectly.

ARTICLE 13 - Amendments to By-Laws

- 13.1 The Directors may enact, amend or repeal any bylaws that regulate the business or affairs of the Religious Society provided that no enactment, amendment or repeal of any by-laws shall be effective unless it receives the approval of Three-quarters (3/4) of the Directors present at a duly called meeting of the Directors called for that express purpose.
- 13.2 Notice of a Directors meeting at which such enactment, amendment or repeal of any by-law is to be considered shall be given by the Secretary to each of the Directors at least twenty-one (21) days before the proposed meeting. Such notice shall contain the exact wording of any such proposed by-law, amendment or repeal and shall also contain a clear and concise explanation of the purpose and intention thereof.
- 13.3 The Directors shall submit a by-law, amendment or a repeal of a by-law, made under Article 13.1 to the Members and the Members may, at any meeting of the Members, confirm or reject the by-law, amendment or repeal of a by-law. A by-law, amendment or repeal of a by-law shall not be effective unless it receives the approval of Three-quarters (3/4) of the Members present at a duly called meeting of the Members called for that express purpose.
- 13.4 Members must have not less than twenty-one (21) days notice of the meeting to consider the proposed by-law, amendment or repeal of a by-law.
- 13.5 Members may by writing waive the notice required to be given pursuant to this paragraph.

ARTICLE 14 – DISSOLUTION

- 14.1 Notice of intent to dissolve the Religious Society shall be made to the Membership by all reasonable means at least six weeks in advance.
- 14.2 Dissolution of the Religious Society can only be accomplished through a seventy-five percent (75%) majority vote of its Members.
- 14.3 In the event of dissolution of the Religious Society, all its remaining assets, after payment of liabilities, shall become the property and responsibility of The Alberta Conference of Mennonite Brethren Churches.

Dated this _____ day of _____, 2010.

Appendix A

Confession of Faith of the Canadian Conference of Mennonite Brethren Churches

*[We have opted to include the digest version, found at
http://www.mbconf.ca/home/products_and_services/resources/theology/confession_of_faith/digest_version/]*