

# *The Mennonite Central Committee Saskatchewan Act*

*being a Private Act*

Chapter 01 of the *Statutes of Saskatchewan, 2000*  
(effective May 26, 2000).

**NOTE:**

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

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**2000**  
**CHAPTER 01**

An Act to provide for the Continuance of Mennonite Central  
Committee Saskatchewan Inc.

(Assented to May 26, 2000)

WHEREAS Mennonite Central Committee Saskatchewan Inc. was continued under *The Non-profit Corporations Act*, on August 16, 1981; and

WHEREAS a Petition has been presented praying that an Act be passed by the Legislative Assembly of Saskatchewan as hereinafter set forth for the continuance of Mennonite Central Committee Saskatchewan Inc. as a body corporate pursuant to this Act;

THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Saskatchewan, enacts as follows:

**Short title**

**1** This Act may be cited as *The Mennonite Central Committee Saskatchewan Act*.

2000, c.01, s.1.

**Interpretation**

**2** In this Act:

(a) “**corporation**” means Mennonite Central Committee Saskatchewan, continued as a body corporate pursuant to section 3;

(b) “**board of directors**” means those persons who from time to time form the board of directors of the corporation;

(c) “**delegates**” means those persons appointed or elected from time to time in accordance with the procedures set out in the bylaws, and having the right to vote on behalf of members.

2000, c.01, s.2.

**Continuance**

**3** Mennonite Central Committee Saskatchewan Inc., a body corporate continued pursuant to *The Non-profit Corporations Act*, is hereby continued as a body corporate pursuant to the provisions of this Act under the name Mennonite Central Committee Saskatchewan.

2000, c.01, s.3.

**Members**

**4** The members of the corporation are:

(a) those persons who are members of the corporation on the day before this Act comes into force; and

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(b) any other person who becomes a member of the corporation in accordance with this Act and the bylaws of the corporation.

2000, c.01, s.4.

**Head office**

**5** The head office of the corporation shall be located in the place in Saskatchewan as may, from time to time, be designated in the bylaws.

2000, c.01, s.5.

**Objects of the corporation**

**6** The objects of the corporation are:

- (a) to promote the mission of the church by ministering to the total person “in the name of Christ”;
- (b) to function as a charitable organization in the relief of human suffering and distress; aiding and re-establishing refugees and immigrants; and supporting, conducting, maintaining and administering relief and kindred charitable projects;
- (c) to co-ordinate the relief, peace, service, justice, development and reconciliation efforts of its supporting constituency;
- (d) to give leadership in exploring and initiating new areas of service for human need.

2000, c.01, s.6.

**Powers**

**7(1)** The corporation has the capacity and, subject to the other provisions of this Act, the rights, powers and privileges of a natural person.

**(2)** Without limiting the generality of subsection (1), the corporation has the power to do any or all of the following:

- (a) purchase, acquire and hold any real and personal property;
- (b) sell, alienate, transfer, mortgage, lease, exchange or otherwise dispose of all or any of its real or personal property;
- (c) invest all or a portion of its funds in any property or security as the corporation may determine;
- (d) borrow or raise money and secure its repayment by granting security in any of its assets or by issuing bonds, debentures, bills of exchange, promissory notes, mortgages or any other instrument that the corporation may consider necessary;
- (e) draw, accept, make, endorse and negotiate bills of exchange and other negotiable instruments;
- (f) enter into any contract, indenture, agreement or deed;
- (g) adopt a corporate seal and make changes to the seal as necessary;
- (h) solicit and accept donations and otherwise raise funds for the work of the corporation;

- (i) expend monies to defray expenses of the corporation and to further the objects of the corporation;
- (j) affiliate with, join, or assist any other body or association with a similar or related purposes, or which is engaged in any activity in which the corporation is interested, and permit any such other body or association to affiliate, to join or assist it, on such terms and conditions as may be determined by the board of directors;
- (k) do any and all other things that are necessary, incidental or conducive to the attainment of the objects of the corporation or to the exercise of any powers conferred on the corporation by this Act.

2000, c.01, s.7.

#### **Bylaws**

**8(1)** The corporation may make, amend and repeal any bylaw that it considers advisable for the conduct of its affairs.

**(2)** Without limiting the generality of subsection (1), the corporation may make bylaws to provide for any or all of the following:

- (a) the governance and proper administration of its property, affairs and interests;
- (b) the classes of membership and the rights, privileges, restrictions and conditions that constitute the membership interests of each class;
- (c) the terms of admission of members, the termination and suspension of membership interests, and the expulsion or withdrawal of members;
- (d) the affiliation of other organizations with the corporation;
- (e) the appointment or election of delegates by the members, and the voting rights of the delegates;
- (f) the appointment or election of officers for the corporation, and the powers and duties of those officers;
- (g) the qualifications of directors, the constitution and appointment of a board, and the powers and duties of the directors;
- (h) the appointment or election of congregational representatives, and the powers and duties of the congregational representatives;
- (i) the constitution and appointment of committees, and the powers and duties of the committees;
- (j) the calling of meetings of the members, board of directors and committees, and the procedures to be followed at meetings of the members, board of directors and committees, including but not limited to, quorum and voting;
- (k) the remuneration and reimbursement of officers, directors, committee members and delegates;
- (l) the procedures for the making, amendment, replacement and repeal of bylaws;
- (m) the disposition of assets on a winding up, liquidation or dissolution of the corporation;

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- (n) the determination of the fiscal year;
- (o) the appointment of an auditor to audit the books and accounts of the corporation, or the process and procedures for dispensing with the appointment of an auditor;
- (p) authorizing the use of a corporate seal;
- (q) generally for the carrying out of the objects and purposes of the corporation.

2000, c.01, s.8.

**Board of directors**

**9(1)** The corporation may exercise all its powers by and through a board of directors established by the bylaws, or by and through such other bodies or committees as the corporation may, from time to time, provide for in its bylaws for the management of all or any of the property or affairs of the corporation.

(2) The board of directors of the corporation shall consist of those individuals who are, from time to time, designated in accordance with the bylaws of the corporation.

(3) The board of directors may delegate to any officer, director or committee any of the powers of the directors.

2000, c.01, s.9.

**Maintenance of records**

**10(1)** The corporation shall prepare and maintain records containing:

- (a) the bylaws and all amendments to and repeals of the bylaws;
  - (b) minutes of meetings of the members and resolutions of delegates at the meetings of members;
  - (c) a register that contains the names of all members of the corporation;
  - (d) minutes of meetings and resolutions of the directors and any committees.
- (2) The corporation shall prepare and maintain adequate accounting records.

2000, c.01, s.10.

**Corporate seal**

**11** No instrument or agreement executed on behalf of the corporation by a director, officer or agent of the corporation is invalid because the corporate seal is not affixed to it.

2000, c.01, s.11.

**Validity of acts of directors and officers**

**12** An act of a director or officer is valid notwithstanding an irregularity with that person's election or appointment or a defect in that person's qualifications.

2000, c.01, s.12.

**Winding up**

**13** Upon the winding up of the corporation, any remaining property of the corporation is to be transferred to any charitable organization designated in the bylaws for that purpose.

2000, c.01, s.13.

**Not-for-profit corporation**

**14** Any profits or accretions in value of the property of the corporation shall be used to further its activities, and not for the financial gain of its members.

2000, c.01, s.14.

**Accounting**

**15** When directed to do so by the Lieutenant Governor in Council, the corporation shall provide, in writing, an accounting of its property and affairs.

2000, c.01, s.15.

**Immunity**

**16** No action lies or shall be instituted against:

- (a) a member;
- (b) a delegate;
- (c) a congregational representative;
- (d) a director;
- (e) a committee member; or
- (f) an officer, employee or agent;

of the corporation for any loss or damage suffered by a person by reason of anything in good faith done, caused, permitted or authorized to be done, attempted to be done or omitted to be done by any of them pursuant to or in the exercise or supposed exercise of any power conferred by this Act or the bylaws or in the carrying out or supposed carrying out of any decision or order made pursuant to this Act or the bylaws of any duty imposed by this Act or the bylaws.

2000, c.01, s.16.

**Transitional provisions**

**17(1)** Upon the coming into force of this Act:

- (a) the Mennonite Central Committee Saskatchewan Inc. shall cease to be a corporation under *The Non-profit Corporations Act, 1995*;
- (b) the property of Mennonite Central Committee Saskatchewan Inc. as it existed on the day before this Act comes into force continues to be the property of the corporation;
- (c) the corporation continues to be liable for the obligations of Mennonite Central Committee Saskatchewan Inc. as it existed on the day before this Act comes into force;
- (d) any existing cause of action, claim or liability is not affected by the enactment of this Act and any existing cause of action, claim or liability continues to apply to the corporation notwithstanding the enactment of this Act;
- (e) a civil, criminal or administrative action or proceeding pending by or against Mennonite Central Committee Saskatchewan Inc. as it existed on the day before this Act comes into force may be continued to be prosecuted by or against the corporation;

(f) a conviction against, or ruling, order or judgment in favour of or against Mennonite Central Committee Saskatchewan Inc. as it existed on the day before this Act comes into force may be enforced by or against the corporation;

(g) the bylaws of Mennonite Central Committee Saskatchewan Inc. that were in force on the day before this Act comes into force continue as the bylaws of the corporation until replaced or amended by the corporation pursuant to this Act, to the extent they are not inconsistent with this Act;

(h) a person who is a member of the board of directors of Mennonite Central Committee Saskatchewan Inc. on the day before this Act comes into force continues as a member of the board of directors until the earlier of the following dates:

(i) the date members of the board of directors are elected to the board pursuant to this Act and the bylaws; and

(ii) the date the person dies, resigns or otherwise ceases to be a member of the board of directors.

(2) *The Business Corporations Act* and *The Non-profit Corporations Act, 1995* do not apply to the corporation.

2000, c.01, s.17.

**Coming into force**

18 This Act comes into force on assent.

2000, c.01, s.18.