

# Province of ONTARIO

By the Honourable SIDNEY B. HANDLEMAN,

MINISTER OF CONSUMER AND COMMERCIAL RELATIONS

To all to whom these Presents shall come  
Greeting

**Whereas** *The Corporations Act provides that with the exceptions therein mentioned the Lieutenant Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not fewer than three, of ~~twenty~~ <sup>eighteen</sup> or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends;*

**And Whereas** *by the said Act it is further provided that the member of the Executive Council to whom the administration of this Act is assigned may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;*

**And Whereas** *it has been made to appear that the persons herein named have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;*

**Now Therefore Know Ye** *that, being the member of the Executive Council to whom the administration of this Act is assigned, I do by these Letters Patent issue a Charter to the Persons hereinafter named that is to say:*

Joseph Winfield Fretz, Professor, Herbert Peter Enns, Printer, Anne Wiebe, School Teacher, and Alson Menno Weber, Retired Businessman, all of the City of Waterloo, in The Regional Municipality of Waterloo, in the Province of Ontario; Orland Gingrich, Clergyman, Lorna Lucille Bergey, Business Woman, and Alice Koch, Retired School Teacher, all of the Township of Wilmot, in the said The Regional Municipality of Waterloo; Elven Shantz, Retired Businessman, Samuel Steiner, Archivist, and Lorraine Roth, Secretary, all of the City of Kitchener, in the said The Regional Municipality of Waterloo; and Barbara Coffman, of the Town of Lincoln, in The Regional Municipality of Niagara, in the Province of Ontario, Music Teacher; constituting them and any others who become members of the Corporation hereby created a corporation without share capital under the name of

THE MENNONITE HISTORICAL SOCIETY OF ONTARIO

for the following objects, that is to say:

- (a) TO promote interest in the research and dissemination of information concerning Anabaptist Mennonite History in general and in particular to initiate, encourage and support research in Ontario Mennonite History;

- b) TO encourage and support in any manner whatever publications in the field of Ontario Mennonite History;
- c) TO support and promote The Mennonite Historical Library and The Mennonite Archives located at Conrad Grebel College, in the said City of Waterloo, by assisting to increase its holdings and by such other aid as can be given from time to time by encouraging donations of historical books, pamphlets and documents of relevance to The Mennonite Historical Society of Ontario and their history;
- (d) TO receive donations of objects of historical relevance to the Corporation and any other personal property relating to the objects of the Corporation and, for the objects aforesaid, to hold, sell, exchange or loan such properties as the Corporation may deem advisable;
- (e) TO receive donations of money and to hold or expend the same in whatever manner may be deemed necessary to carry out the objects of the Corporation; and to invest the principal in investments authorized by law for the investment of trust funds; and
- (f) For the objects aforesaid, to buy, exchange, lease or sell real property at any time or from time to time as may be required;

THE HEAD OFFICE of the Corporation to be situate at the said City of Waterloo; and

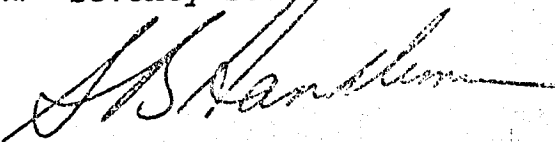
THE FIRST DIRECTORS of the Corporation to be Joseph Winfield Fretz, Orland Gingerich, Lorna Lucille Bergrey, Herbert Peter Enns, Elven Shantz, Samuel Steiner, Alice Koch, Barbara Coffman, Anne Wiebe, Lorraine Roth and Alson Menno Weber, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

**Given** under my hand and Seal of office at the City of Toronto in the said Province of Ontario this fifteenth day of February in the year of Our Lord one thousand nine hundred and seventy-seven.



Minister of Consumer and  
Commercial Relations

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of THE MENNONITE HISTORICAL SOCIETY OF ONTARIO.

BE IT ENACTED as a by-law of the Corporation as follows:

HEAD OFFICE

1. The Head Office of the Society shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation.



BOARD OF DIRECTORS

3. The affairs of the Society shall be managed by a Board of Directors, each of whom at the time of his or her election or within 10 days thereafter and throughout his or her term of office shall be a member of the Society. One-third of the Directors shall be elected each year by the members of the Society upon nomination by the Board of Directors to serve for a term of three years. The number of the Directors shall be determined upon the recommendation of the Executive Committee at the annual meeting of the Society. Due attention shall be paid to representation from all Mennonite and related Groups in Ontario who desire to participate in the Society.

Similar consideration shall be given to Youth Representation from all Mennonite and related Groups.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Society, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETING, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President, Vice-President, Secretary or Treasurer on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to

each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Society. The directors may consider or transact any business either special or general at any meeting of the Board.

#### ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. The President, in addition to his original vote, (in case of an equality of votes) shall have a second or casting vote.

A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

#### Powers

8. The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of any personal property of the Society, lands, buildings and other property movable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable.

#### REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.



## OFFICERS OF THE SOCIETY

10. There shall be a President, a Vice-President, a Secretary and Treasurer and Member at Large as well as such other officers as the Board of Directors may determine by by-law from time to time. All officers of the Society shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors after the annual election of the Board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected.

## DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Society and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## DUTIES OF SECRETARY

12. The Secretary shall attend all meetings of the Board of

Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and directors and shall be the custodian of the seal of the Corporation and of all books, records, papers, correspondence, contracts and other documents belonging to the Society which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board of Directors. The Secretary may sign any membership certificates.

#### DUTIES OF TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him an account of all his transactions as Treasurer, and of the financial position of the Society. The Treasurer may sign membership certificates and shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Society shall be such as the terms of their engagement call for or the Board of Directors requires of them.

#### EXECUTION OF DOCUMENTS

15. Deeds, transfers, licences, contracts and engagements on behalf of the Society shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by any person authorized by the Board.

The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Society transfers of shares, bonds or other securities from time to time transferred to the Society, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including

the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Society may or shall be executed.

#### BOOKS AND RECORDS

16. The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

#### MEMBERSHIP

17. There shall be members to the Society in addition to the members of the Board of Directors (additional members hereinafter shall be referred to as "members"). The Secretary shall receive application for membership from any person who declares himself in sympathy with the Society and its objects. The Society may have corresponding members and may from time to time create and give honorary and sustaining membership.

Each member shall pay an annual fee as set by the Board of Directors of the Society and shall be entitled to attend any special or general meeting of the members of the

Society and each member in good standing shall be entitled to one vote on each question which may arise at any special or general meeting of the members. At no time is the member permitted to have voting power at Board of Director meetings. Members shall be encouraged to form themselves into Committees and may make recommendations to the Board of Directors through the Secretary for the improvement of the Society's operations. Members may meet with the Board subject to the conditions aforesaid at the pleasure of the Board of Directors. Each member shall be promptly informed by the Secretary of his admission as a member.

#### DUES

18. There shall be dues or fees payable by members as time to time be fixed by the Board of Directors.

The Secretary shall notify the members of the Society of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Society, but any such members may on payment of all unpaid dues or fees be reinstated by payment of said fees.

#### ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the members shall be held anywhere in Ontario as the Board of Directors may determine and on such day or days as the said Directors shall appoint.

At every annual meeting in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and members elected to the Board of Directors as hereinafter set out and auditor(s) appointed for the ensuing year and the remuneration of the auditor(s) shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Society. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail 15 days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all members of the Society are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Society at annual or general meetings may transact.

#### SPECIAL GENERAL MEETINGS

20. A special general meeting must be called notwithstanding article 19 of this by-law within 10 days of the President of the Society on receiving a petition signed by at least 10 members in good standing of the Society.

### ERROR OR OMISSION IN NOTICE

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive any notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Society.

### ADJOURNMENTS

22. Any meetings of the Society or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### QUORUM OF MEMBERS

23. A quorum for the transaction of business at any meeting of members shall consist of not less than 20% of the membership who are present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

## VOTING OF MEMBERS

24. Subject to the provisions, if any, contained in the Letters Patent of the Society, each member of the Society shall at all meetings of members be entitled to one vote and such member may vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from said proxy's constituent or constituents. No member shall be entitled either in person or by the proxy to vote at meetings of the Society unless he has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Society, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall



be taken in such manner as the President shall direct and the result of such poll be deemed the decision of the Society in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

#### FINANCIAL YEAR

25. Unless otherwise ordered by the Board of Directors, the fiscal year of the Society shall terminate on the 30th day of April in each year.

#### CHEQUES, ETC.

26. All cheques, bills of exchange or other orders for the payment for money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

27. The securities of the Society shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society signed by such officer or officers, agent or agents of the Society, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

28. Whenever under the provisions of the by-laws of the Society, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Society. A Notice or other document so sent by post shall be held to be sent at the time when

the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Society.

#### BORROWING

29. The directors may from time to time
- (a) borrow money on the credit of the Society;
  - (b) issue, sell or pledge securities of the Society; or
  - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.

From time to time the directors may authorize any director, officer or employee of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

AMENDMENTS

30. Alterations or amendments to the constitution of the Society may be effected at any meeting of the general membership of the Society provided the Board of Directors shall have approved such revision previously, and notified the members of the Society in writing at least 14 days in advance of the meeting.

PUBLICATIONS

31. The Board of Directors of the Society shall be responsible for any and all publications which the Society wishes to promote.

INTERPRETATION

32. In these by-laws and in all other by-laws of the Society, hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by the Board of Directors and sealed with  
the Corporate seal this *third* day of May 1977

J. Winfield Frey Lorna L. Bergay  
President Secretary

Alson Gunnar Ober

Barbara F. Loffman

Herbert P. Lerner

Lorraine Roth

Alice Koch

Anne Wiebe

Samuel Stever

Elmer Skantz

Robert Ljung