

Fairview Mennonite Homes

BY-LAWS

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1. OWNER & MEMBERSHIP

1.01 Ownership

Fairview Mennonite Home Inc. is a Charitable Corporation without share capital with a Head office located in the City of Waterloo, Ontario.

Fairview Mennonite Home Inc. owns and operates various programs to meet the needs of seniors.

1.02 Membership

Mennonite, Amish and Brethren in Christ congregations may become members of the corporation through an application in writing submitted to the Annual Meeting of the corporation and accepted by the Delegates. Congregations may disassociate from membership in the corporation through a written statement to that effect accepted by the Delegates at an Annual Meeting.

2. MEETINGS OF THE CORPORATION

2.01 Appointment of Delegates

Each congregation which is a member of the Corporation shall appoint two Delegates to represent the congregation at meetings of the Corporation and those congregations which have a membership in excess of 150 members are entitled to appoint one additional Delegate.

2.02 Nominating Committee

The Corporation shall have a Nominating Committee which shall be comprised of five persons.

- a) two persons shall be appointed annually by the Board of Directors, one of whom shall be a director.
- b) three persons shall be elected annually by the Delegates of the Corporation in the Annual Meeting of the previous year.

All persons comprising the Nominating Committee must be members of a congregation registered as a member congregation of the Corporation. The duties of the Nominating Committee shall be to submit to the Annual Meeting of the Corporation a list of nominees who have consented to act and who are, in the opinion of the Committee, persons best qualified to act as a Director of the Corporation having considered the nature, operation and work of the Corporation from time to time. The nominees must

have no obvious conflict of interest. The Board appointee will call the first meeting of the Nominating Committee and the Committee will then elect a Chairman and Secretary.

2.03 Annual Meetings

The Annual Meeting of Corporation Delegates shall be held at such time and on such day in each year as the Board, or the Chairman, or the Vice-Chairman may from time to time determine, for the purpose of receiving the reports and statements of the Directors and the Auditors, for electing Directors, appointing Auditors and for the transaction of such other business as may properly be brought before the meeting.

2.04 Special Meetings

The Directors may at any time call a Special Meeting of the Corporation for the transaction of any business which may properly be brought before such a meeting of the Corporation. The Directors will call a Special Meeting at the request of any group of five member congregations.

2.05 Place of Meetings

Meetings of the Corporation shall be held at the Head office of the Corporation or at such other place within Ontario as the Directors from time to time determine.

2.06 Notice of Annual Meetings & Special Meetings of the Corporation

Notice of the time and place of each meeting of the Corporation shall be given not less than 10 days and not more than 50 days before the date of the meeting to the Auditor of the Corporation, to each Director and to each Delegate who appears on the records of the Corporation at the close of business on the day next preceding the giving of the notice as a Delegate entitled to notice of the meeting. Notice of a Special Meeting of the Corporation shall state the general purpose of the business to be transacted at the meeting. Only the stated business may be transacted at Special Meetings. A meeting of the Corporation may be held at any time without advance notice if all the Delegates entitled to vote thereat are present in person or represented by proxy or those not so present or represented have waived notice and if the Auditor and the Directors are present or have waived notice of the meeting.

2.07 Persons Entitled to be Present at Meetings of the Corporation

Anyone may attend the Annual or Special Meetings of the Corporation, but only duly registered Delegates shall be entitled to vote.

2.08 Quorum

Sixty percent (60%) of the congregation which are members of the Corporation must be represented by Delegates in person or by proxy, to constitute a quorum for the transaction of business at any meeting of the Corporation.

2.09 Votes by Proxy

Every member congregation entitled to vote at a meeting of the Corporation may by means of a proxy appoint a proxy holder who is a member of the same congregation to attend and act at any meeting of the Corporation in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the member congregation. Subject to the requirements of the Act, the instrument may be in such form as the Directors from time to time prescribe, or in such other form as the chairman of the meeting may accept as sufficient. It shall be deposited with the Corporation before any vote is taken under its authority, or at such earlier time and in such manner as the Board by Resolution prescribes.

2.10 Right to Vote

At any meeting of the Corporation every Delegate personally or by proxy shall be entitled to vote who, at the time of taking the vote, is entered on the register of Delegates.

2.11 Scrutineers

At each meeting of the Corporation two or more scrutineers may be appointed by a Resolution of the meeting or by the Chairman with the consent of the meeting to serve at the meeting.

2.12 Votes to Govern

Unless otherwise required by the Act, or the Articles of By-laws of the Corporation, all questions proposed for the consideration of the Delegates at a meeting shall be decided by a majority of the votes cast thereon, and in case of an equality of votes the Chairman of the meeting may cast or may decline to cast the deciding vote.

2.13 Show of Hands

At all meetings of the Corporation, every question shall be decided by a show of hands unless a ballot thereon be required by the Chairman or be demanded by any Delegate or proxy holder present and entitled to vote. Upon a show of hands every Delegate or proxy holder present and entitled to vote, has one vote.

After a show of hands has been taken upon any question the Chairman may require, or any Delegate or proxy holder present and entitled to vote may demand, a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the Chairman that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact. The result of the vote so taken and declared shall be the decision of the Corporation on the question.

2.14 Ballots

If a ballot is required by the Chairman of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the Chairman of the meeting directs.

2.15 Adjournment

The Chairman of a meeting of the Corporation may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting.

3. DIRECTORS**3.01 Powers**

The affairs and business of the Corporation shall be managed and supervised by a Board of nine Directors. The Directors may exercise all such powers, and do all such acts as may be exercised or done by the Corporation and are not by the By-laws or statute, expressly directed or required to be done by the Corporation at meetings of the Corporation.

The Board of Directors shall be responsible to the Delegates of the Corporation for forming policies, for employment of an Administrator, and for general supervision of all facilities, programs and services provided to the Residents.

3.02 Resident Canadians

The Directors shall reside in Canada.

3.03 Qualifications

Each elected Director shall (a) be a member of a member congregation for at least one year prior to election (b) be at least eighteen years of age (c) be financially solvent (d) be mentally competent (3) not a paid employee of the Corporation.

3.04 Election

The election of Directors shall take place at each Annual Meeting of the Corporation. If an election of Directors is not held at the proper time, the Directors shall continue in office until their successors are elected.

3.05 Term of Office

The term of office of a Director shall be for three years, with staggered periods such that three Directors' terms end each year. One person may not serve for more than three consecutive terms, but following this may serve again after one year's absence.

3.06 Resignation of a Director

Resignation of a Director shall be done in writing to the Chairman. The term of office for a replacement shall be for the balance of such Director's unexpired term, if the Director is replaced.

3.07 Removal of a Director

The Board may, by Resolution passed by at least two-thirds of its members, at a meeting of the Board called for this purpose, remove any Director before the expiration of his term.

3.08 Vacation of Office

The office of a Director is vacated if he resigns his office, if he is removed from office by the Board, or if he ceases to have the necessary qualifications.

3.09 Vacancies

Where a vacancy occurs in the Board and a quorum of Directors remains, the directors remaining in office may appoint a qualified person to fill the vacancy for the remainder of the term. If there is not then a quorum of directors in office, the Director or directors then in office shall forthwith call a general meeting of the Corporation to fill the vacancies, and, in default or if there are no Directors then in office, the meeting may be called by any one of the Delegates. When the number of Directors is increased, such increases shall only be filled by election at a general meeting of the Corporation duly called for that purpose.

Any appointment made to the Board of Directors prior to the expiration of the term, requires ratification at the next Annual Meeting of the Corporation.

4. MEETING OF DIRECTORS**4.01 Place of Meetings**

Meetings of the Board of Directors may be held at the Head Office of the Corporation or at any other place within Ontario as designated by the Board of Directors.

4.02 Meetings by Telephone

Where all the Directors have consented thereto, any Director may participate in a meeting of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a Director participating in a meeting pursuant to this subsection shall be deemed for the purposes of the Act and these By-laws to be present in person at the meeting.

4.03 Calling of Meetings

Meetings of the Board shall be held from time to time at such place, at such time on and on such day as the Chairman or Vice-Chairman who is a Director or any two Directors may determine and the Secretary shall call meetings when directed or authorized by the Chairman or by the Vice-Chairman who is a Director or by any two Directors.

Notice of such meeting shall be delivered or telephoned 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 seven days prior to the day of the meeting.

4.04 Regular Meetings

The Board may appoint a day or days in any months for regular meetings at a place and hour to be named. A copy of any Resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

4.05 First Meeting of New Board

Each newly elected Board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of Officers immediately following a meeting of Corporation Delegates at which such Board is elected, provided that a quorum of Directors is present.

4.06 Quorum

Two-thirds of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

4.07 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the Chairman of the meeting may cast or decline to cast the deciding vote.

4.08 Disclosure of Conflicts of Interests

Every Director of the Corporation who has, directly or indirectly, any interest in any contract or transaction to which the Corporation is or is to be a party, shall declare his conflict of interest in such contract or transaction at a meeting of the Directors of the Corporation as required by the Act and shall at that time disclose the nature and extent of such interest including, as to any contract or transaction involving the purchase or sale of assets by or to the Corporation, the cost of the assets to the purchaser and the cost thereof to the seller if acquired by the seller within five years before the date of the contract or transaction, to the extent to which such information is within his knowledge or control.

A Director who has declared a conflict of interest may not take part in any discussion related to the issue or vote on the issue which he has declared a conflict of interest.

A conflict of interest may be declared for reasons other than any contract or financial transaction.

No person may serve as a Director of the Corporation while an immediate family member is employed by the Corporation. Less immediate relationships must also be declared when relevant.

5. REMUNERATION AND PROTECTION

5.01 Remuneration

The Directors shall serve as Directors and Officers without remuneration, and no Director shall directly or indirectly receive any profit from his position as Director, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties as Director or Officer.

5.02 Indemnity of directors and Officers

Every Director and Officer of the Corporation and his heirs, executors, administrators and other legal personal representatives, shall, from time to time be indemnified and saved harmless by the Corporation from and against:

- a) any liability and all costs, charges and expenses that such Director or Officer sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of the execution of the duties of his office; and
- b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation, except that such costs, charges or expenses as are occasioned by his own willful neglect or default.

6. OFFICERS

6.01 Election or Appointment

At the first meeting of the board after each election of Directors, the Board shall elect or appoint from their numbers a Chairman, a Vice-Chairman, and a Treasurer. A secretary shall be appointed who may be either a Director or the Administrator. Any two of the said offices may be held by the same Director. The Board may elect or appoint from time to time such other Officers as it deems necessary or expedient.

6.02 Chairman

The Chairman shall, if present, preside at all meetings of the Corporation and of the Directors and shall be charged with the general supervision of the business and affairs of the Corporation.

6.03 Vice-Chairman

The Vice-Chairman shall be vested with all the powers and shall perform all the duties of the Chairman in the absence or disability or refusal of the Chairman to act. If the Vice-Chairman exercises any such duty or power, the absence or inability of the Chairman shall be presumed with recorded reference thereto. The vice-Chairman shall also perform such duties and exercise such powers as the Chairman may from time to time delegate to him or the Board may prescribed.

6.04 Secretary

The Secretary or designate shall attend all meetings of the Corporation, Directors and Committees of the Board and shall enter or cause to be entered in books kept for that purpose minutes of all proceeding at such meetings; he shall give, or cause to be given, when instructed, notices required to be given to Delegates, Directors, auditors and members of Committees; and he shall perform such other duties as may from time to time be prescribed by the Board.

6.05 Treasurer

The Treasurer or designate shall keep, or cause to be kept proper accounting records as required by the Act; he shall deposit or cause to be deposited all monies received by the Corporation in the corporation's bank account; he shall, under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the Board, whenever required, an account of all his transactions as Treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board.

6.06 Other Officers

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an Officer to whom as assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

6.07 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any Officer or Officers.

7. EMPLOYMENT OF ADMINISTRATOR

7.01 Employment of Administrator

It shall be the responsibility of the Board of Directors to employ an Administrator as Chief Executive Officer. The Administrator shall be accountable to the Board for the operation and management of all facilities, services and programs, and for employing the necessary personnel to provide the best possible service to the Residents.

The Administrator shall have the general management and direction, subject to the authority of the Board and the supervision of the Chairman, of the Corporation's business and affairs and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed directly by the Board and to settle the terms of their employment and remuneration.

The Administrator shall be the custodian of the corporate seal of the Corporation and of the books, papers, records and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board. In the event of termination of the Administrator, the corporate seal, books, papers, records and other instruments belonging to the Corporation shall be surrendered immediately to the Chairman of the Board.

8. COMMITTEES, AGENTS, ATTORNEYS

8.01 Committees of the Board

The Board may, as required, appoint Committees for specific functions.

Such Committees may be Standing Committees or Ad Hoc Committees.

The Board may appoint Administrative staff, community professional persons, or any suitable person or persons, to serve on Board appointed Committees. Terms of Reference for these Committees must receive Board approval.

8.02 Agent and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

9. FISCAL YEAR

9.01 Fiscal Year

The financial or fiscal year of the Corporation shall end on the 31st day of March in each year.

10. NOTICES

10.01 Method of Giving Notice

Any notice, communication or other document to be given by the Corporation to a Delegate, Director, Officer, or auditor of the Corporation under any provision of the Articles or By-laws shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his last address as shown on the records of the Corporation, or if mailed by prepaid post in a sealed envelope addressed to him at his last address shown on the records.

Unless otherwise specifically provided, notice shall be deemed to be effective when delivered or on the 5th business day after it is mailed.

10.02 Waiver of Notice

Any Delegate, Director, Officer or auditor may waive any notice required to be given under the Articles or By-laws of the Corporation and such waiver shall cure any default in the giving of such notice.

10.03 Signature of Notices

The signature to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11. EXECUTION OF DOCUMENTS

11.01 Signing Officers

Deeds, transfers, assignments, contracts and obligations of the Corporation may be signed by the Chairman or the Vice-Chairman or a director together with the Secretary or Treasurer or another Director. Notwithstanding this, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligations or any class of deeds, transfers, contracts or obligations may be signed.

11.02 Seal

Any person authorized to sign any document may affix the corporate seal thereto. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal.

12. INTERPRETATION**12.01 Head Office**

Head Office of the Corporation shall be in the City of Waterloo in the Province of Ontario; or at such place within the Regional Municipality of Waterloo as the Directors may from time to time determine.

12.02 Gender

In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or 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.

13. DISCLOSURE OF INTEREST**13.01 Disclosure**

Every Director, Officer or Delegate, who has a conflict of interest or an interest in any matter or contract with which the Corporation is dealing shall disclose his conflict of interest to the Corporation and shall refrain from the discussion and the voting on any such matter.

14. BORROWING BY-LAWS**14.01 Borrowing**

The Board of Directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge debt obligations of the Corporation, including bonds, debentures, notes or other similar obligations of the Corporation, whether secured or unsecured; or
- (c) charge, mortgage, or pledge all or any of the real or personal property of the Corporation, 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 Corporation.

14.02 Resolutions

From time to time the directors may authorize any Director, Officer or employee of the Corporation 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 therefore, 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 Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

15. AMENDMENTS TO THE BY-LAWS**15.01 Amendments**

Amendments to the By-laws may be made at Annual Meetings and require a two-thirds vote of those voting. Notice of intention to amend the By-laws must be mailed to each Delegate at least thirty days in advance of the Annual Meeting.

16. GLOSSARY OF TERMS

In this By-law and all other By-laws and Resolutions of the Corporation, unless the context otherwise requires:

- a) "Act" means the Corporations Act of the Province of Ontario as amended from time to time;
- b) "Articles" means the Letters Patent of Incorporation as amended from time to time;
- c) "Board" means the Board of Directors of the Corporation;
- d) "By-laws" means all By-laws, including Special By-laws of the Corporation as amended from time to time;
- e) "Corporation" means Fairview Mennonite Home Inc.