

**ANCHOR**  
**CANADIAN REFORMED ASSOCIATION FOR THE HANDICAPPED**  
**GENERAL OPERATING BY-LAW NO. 1**

Whereas **Anchor Canadian Reformed Association For The Handicapped** was incorporated under the Ontario “Corporations Act” as of November 14, 1983, for the principal purpose of promoting the interests of individuals with mental and physical disabilities;

AND Whereas ANCHOR CANADIAN REFORMED ASSOCIATION FOR THE HANDICAPPED (the “Association”) adopted the most recent version of the General Operating By-law No. 1 as of November 28, 2008;

AND Whereas the Association wishes to amend its General Operating By-law No. 1 to better reflect how it has grown and evolved, By-law No. 1 is hereby amended with the By-law No. 1 now being as follows:

SECTION ONE

INTERPRETATION

1.0 **Definitions** - In this By-law and all other By-laws and special resolutions of the Association, unless the context otherwise requires;

1.1 **“Act”** means the Corporations Act (Ontario) and any Act that may be substituted therefore, as from time to time amended;

1.2 **“Anchor”** or “Association” means the “Canadian Reformed Association for the Handicapped” incorporated by Letters Patent under the Act;

1.3 **“board”** means the board of directors of the Association;

1.4 **“By-law(s)”** means this By-law and all other By-laws of the Association as amended from time to time in force and effect;

1.5 **“directors”** or **“board of directors”** means the persons duly elected and appointed as directors of the Corporation in accordance with Section Three hereof, and board of directors shall be the collective meeting or group of directors;

1.6 **“facilities”** mean supervised group living arrangements located in a single dwelling unit that is only used as a dwelling unit for a maximum number of residents, exclusive of staff, as may be permitted within each zoning category, with social, emotional, mental or physical disabilities, developed for the well being of its residents through self help and professional care, guidance and supervision;

1.7 “**disability**” or “disabilities” means a condition of mental impairment, or intellectual disability present or occurring during a person’s formative years, that is associated with limitations in adaptive behaviour, or any other physical disability which implies the need for support with activities of daily living, personal care and participation in the community;

1.8 “**Letters Patent**” means the Letters Patent of incorporation of the Association dated November 14, 1983 as from time to time supplemented;

1.9 “**local chapters**” shall mean the local congregations of “Reformed Christian Churches” that are strategically combined based on geographic proximity as determined by the board of directors. Said Local Chapters may also be amended by the board of directors from time to time as required to meet the needs of the Association;

1.10 “**meeting of members**” includes an annual or other general meeting of members and a special meeting of members;

1.11 “**officer**” means an officer of the Corporation as defined in Section Five of the by-laws and includes the board president, vice-president, secretary and treasurer;

1.12 “**recorded address**” means, in the case of a member, his address as recorded in the register of members and, in the case of a director, officer, auditor or member of a committee of the board, his address as recorded in the records of the Association;

1.13 “**Reformed Christian Church**” shall mean the Canadian Reformed Churches, and any church with which the Canadian Reformed Churches have a relationship of ecclesiastical fellowship as determined by the Synod of the Canadian Reformed Church from time to time;

1.14 “**signing officer**” means, in relation to any instrument, any person authorized to sign on behalf of the Association by Section Five of this By-law or by a resolution passed pursuant thereto;

Save as aforesaid, words and expressions defined in the Act have the same meanings herein as used therein; and

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

## SECTION TWO

### GENERAL PROVISIONS

2.1 Head Office – Until changed in accordance with the Act, the head office of the Association shall be in Lincoln Township in the Province of Ontario and at such location therein as the board may from time to time determine by resolution.

2.2 Corporate Seal – Until changed by resolution of the board, the corporate seal of the Association shall be in the form impressed hereon.

2.3 Local Chapters -The membership of the Association shall be divided into Local Chapters which shall recommend members within the Reformed Christian Churches serving the area they represent to the Board for nomination as Directors, in response to a request from the Secretary of the Corporation.

## SECTION THREE

### DIRECTORS

3.1 Number of Directors and Quorum – Until changed in accordance with the Act, the board shall consist of as many directors as there are Local Chapters of whom one-half plus one shall constitute a quorum for the transaction of business.

3.2 Qualifications – To be eligible to serve as a director of the Corporation, an individual:

- a) must be a communicant member in good standing of a Reformed Christian Church;
- b) must either be from, or consent to be assigned to, a particular geographic region (i.e. a Local Chapter region) that is not otherwise represented;
- c) must not be an undischarged bankrupt;
- d) must have attained a minimum of 18 years of age.

A director shall be a member of the Association throughout his term of office. A person shall automatically cease to be a director if he ceases to meet the qualifications set out in Section 3.2 above (e.g. ceases to be a communicant member in good standing of a Reformed Christian Church).

3.3 Consent – No election or appointment of a person as a director shall be effective unless (a) he consents in writing to act as a director before his election, or appointment or within 10 days thereafter, or (b) he was present at the meeting when he was elected or appointed and did not refuse at that meeting to act as director.

3.4 Nominations – In advance of the Annual General Members meeting, each Local Chapter shall be requested to provide to the Board the names of one to three individuals willing to stand as nominees for the election of directors.

The general process shall be that:

- a) each Chapter shall publish at least three (3) months in advance of the Annual General Members meeting, a notice of the Association's request for nominees to serve on the Board of Directors, which shall be published in the bulletins and/or posted in each of the Reformed Christian Churches falling within the geographic region of the Chapter;

- b) if a Chapter has insufficient nominees, they shall speak to and/or write a letter to the Deacons/Council of each Reformed Christian Church falling within the region of the Chapter regarding the work of the Association and the need for board nominees;
- c) If a Chapter still has insufficient nominees, the Chapter's board representative shall personally contact eligible individuals within the Chapter's region; and
- d) Finally, if a Chapter still cannot bring forward a nominee(s) from within the region, the Chapter's board representative may seek a nominee(s) from Reformed Christian Churches outside of their Chapter region, provided the nominee(s) is willing to represent the region of the Chapter bringing forward the nomination.

3.5 Election and Term – The Directors of the Association shall be elected and shall retire in rotation if possible and hold office for a term of three years from the date of their election. At each annual meeting individuals shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office for a term of three years or until the third annual meeting after his election whichever first occurs. Directors, if qualified, shall be eligible for re-election, provided that no person may hold office as director for more than two consecutive terms. The election shall be by ballot. If an election of directors is not held at the proper time, the directors shall continue in office until their successors are elected. Specific members of the Association shall be excluded from a position on the board of directors if they are employees of the Association, or they have a father, mother, brother, sister, spouse, son or daughter employed by the Association.

3.6 Removal of Directors – The members of the Association may, by resolution passed by at least two-thirds of the votes cast thereon at a meeting of members called for that purpose, remove any director before the expiration of his term of office. The resulting vacancy may be filled at the next election.

3.7 Vacation of Office – The office of a director shall be vacated upon the occurrence of any of the following events: (a) if he ceases to be a communicant member in good standing of a Reformed Christian Church; (b) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act; (c) if an order is made declaring him mentally incompetent or incapable of managing his affairs; (d) if he shall be removed from office by resolution of the members as provided in section 3.6; (e) if by notice in writing to the Association he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms or (f) at the discretion of the board, if he misses greater than four (4) board meetings in a rolling twelve (12) month period.

3.8 Vacancies – If a vacancy shall occur in the board, the remaining directors shall have the choice of either waiting until the next regularly scheduled membership meeting or to forthwith call a meeting of members to fill the vacancy. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall hereby deem to have occurred, which may be filled in the manner above provided.

3.9 Action by the Board – The board shall manage or supervise the management of the affairs of the Association. The powers of the board may be exercised by a meeting at which a quorum of directors is present or by a By-law or resolution consented to in accordance with the Act by the signature of all the directors then in office if constituting a quorum. Where there is a vacancy or vacancies in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

Without in any way limiting the generality of the foregoing, the directors are charged with the following specific duties:

- (a) to determine policies in harmony with the principles and purposes of the Association;
- (b) to engage staff who are qualified to carry out the programme and policies of the Association;
- (c) to devise ways and means of obtaining the necessary funds for operating the Association and determine how these funds shall be distributed; and
- (d) to appoint some of its members to visit the facilities at least twice a year to assure themselves of the faithful carrying out of the programme and policies.

The Board may, at any time, delegate any of its responsibilities to the Executive Committee.

3.10 Place of Meetings – Meetings of the board shall be held at the head office of the Association, or if the board so determine, at any place elsewhere in Ontario.

3.11 Calling of Meetings – Meeting of the board shall be held from time to time at such place, at such time and such day as the board, the president, the vice-president, or any two directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section Twelve to each director (a) not less than 72 hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than 24 hours before the time when the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication; provided that no notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice of or otherwise consent to such meeting being held.

Provided a quorum of directors is present the board may also without notice hold a meeting immediately following the meeting of members at which directors were elected.

3.12 Regular Meeting – The board may appoint a day or days in any month or 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 meeting.

3.13 Order of Procedure of Meetings – The following matters shall normally be dealt with at each board meeting:

- (a) Opening
- (b) Adoption of agenda
- (c) Adoption of minutes and decision book items
- (d) Matters arising from minutes
- (e) Executive Director report
- (f) Committee report(s)
- (g) Treasurer report
- (h) Incoming mail
- (i) Outgoing mail
- (j) New business
- (k) Question period
- (l) Date next meeting
- (m) Press release
- (n) Question period
- (o) Closing

3.14 Chairman – Subject to any provision to the contrary, the president, or in his absence the vice-president shall be chairman of any meeting of the board. If no such officer is present, the directors present shall choose one of their number to be chairman.

3.15 Votes to Govern – At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote. All votes of all meetings of the board 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 a show of hands. A declaration by the chairman 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.

3.16 Conflicts of Interest – A director has the duty to avoid conflicts of interest as well as the appearance of conflicts of interest. A conflict of interest arises when a director has a personal interest in the result of a decision. A director must always consider the interests of the charity and not allow their personal interests or preferences to affect their conduct and decisions. Where directors have discretion in choosing individuals who will benefit from the Association they must use this power with complete fairness, and with the appearance of fairness. As such a director should not transact business with the Association or accept any personal benefit from the Association. Subject to the Act, a director must report an actual or potential conflict of interest, and must abstain from voting on the matter. Actual or perceived conflicts of interest could arise in a number of situations, for example where there is a perceived benefit to the director, with decisions regarding the Association's services, with financial investments or loans with the Association, donors, or other directors, and/or appropriating an opportunity that belongs to the Association.

3.17 Remuneration and Expenses – The directors shall receive no remuneration for acting as such, but they shall be entitled to be reimbursed for reasonable travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof, including the Executive committee.

## SECTION FOUR

### COMMITTEES

4.1 Executive Committee – Whenever the board consists of more than six (6) directors the board may elect from among its number an executive committee to be composed of not fewer than three (3) directors, which committee may exercise all the powers of the board, subject to any restrictions imposed from time to time by the board.

4.2 Standing Committee – The board shall elect or appoint from among the members of the Association the following standing committees, whose function shall be advisory only, and the board shall appoint the chairman or provide for their election or appointment.

The board may from time to time create additional Standing Committees with such duties as determined by the board. The board may also amend the duties and responsibilities of any Standing Committee, as it feels is appropriate and in the best interest of the Association.

4.3 Finance Committee – This committee shall:

- (a) recommend to the board a budget for the ensuing year;
- (b) facilitate the financial reporting to the board, in the Anchor Newsletters and to the membership at the Annual meeting
- (c) make suggestions to the board as to the manner in which a home is to be maintained financially, indicating the various sources of income and how moneys are to be collected from these sources;
- (d) represent the board in dealings with the local Churches/ Chapter treasurers as applicable;
- (e) represent the board in dealings with the Public Accountant, and review the financial statements and annual audit report.

4.4 Public Relations Committee – This committee shall:

- (a) create awareness and promote support for “Anchor” within the Reformed Christian Churches, as well as among other interested parties;
- (b) oversee the production of promotional materials such as newsletters and brochures; and
- (c) organize promotional events.

4.5 Property and Maintenance Committee – This committee shall:

- (a) come with recommendations to the board for the most feasible accommodation for the residents.
- (b) concern itself with all phases of the proper care, maintenance and adequacy of the facilities and make recommendations to the board concerning these matters.

4.6 Summer Camp Committee – This committee shall:

- (a) make arrangements every summer to have a summer camp for the residents.
- (b) concern itself with the operation of that summer camp.

4.7 Personnel Committee - This committee shall:

- (a) oversee the hiring process of all staff except the Executive Director, unless otherwise directed by the Board;
- (b) maintain, and recommend to the board, policies for all staff and employment relations;
- (c) attend to all employment issues;
- (d) recommend to the Board a salary grid and benefits structure for all staff.

4.8 Special Committee – The board may from time to time elect or appoint such special committees as it may deem advisable, but the functions of any such special committees shall be advisory only.

4.9 Ex-Officio Members – The president is an ex-officio advisory member of all standing and special committees and is entitled to receive notice of and to attend all meetings of such committees.

4.10 Procedure – Unless otherwise ordered by the board, each standing and special committee shall have power to fix its quorum at not less than the majority of its



members and to regulate its procedure, but the board shall elect or appoint the chairman of each such committee.

## SECTION FIVE

### OFFICERS

5.1 Election or Appointment – There shall be a president, a vice-president, a treasurer, a secretary and such other officers as the board may determine from time to time. The president and vice-president shall be elected by the board from among their number at the first meeting of the board after the annual election 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. The other officers of the Association need not be members of the board and in the absence of written agreement to the contrary, the appointment or employment of all officers shall be settled from time to time by the board.

5.2 President – The president shall be the chief executive officer of the Association and, subject to the authority of the board, shall have general supervision of the affairs of the Association.

5.3 Vice-President – During the absence or disability of the president his duties shall be performed and his powers exercised by the vice-president. The vice-president shall have such other powers and duties as the board or the president may prescribe.

5.4 Secretary – The secretary shall attend and be the secretary of all meetings of members, of the board, as well as the committees of the board (unless such committees are directed by the board to supply their own secretaries) and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to directors, members, auditors and members of committees of the board; shall be the custodian of all books, papers, records, documents and instruments belonging to the Association except when some other officer or agent has been appointed for that purpose; and he shall have such other duties as the board or the president may prescribe.

5.5 Treasurer – The treasurer shall keep proper accounting records in compliance with the Act and, under the direction of the board, shall control the deposit of money, the safekeeping and securities and the disbursement of the funds of the Association; he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Association and he shall have such other duties as the board or the president may prescribe.

5.6 Duties of Assistants and other Officers- The duties of all other officers of the Association shall be such as the terms of their engagement call for or as the Board or the president may prescribe. Any of the powers and duties of an officer to whom an

assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.

5.7 Variation of Duties – From time to time the board may vary, add to or limit the powers and duties of any officer.

5.8 Term of Office – The board may remove any officer of the Association, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed to the board shall hold office until his successor is elected or appointed.

5.9 Terms of Employment and Remuneration – The terms of employment and the remuneration of officers elected or appointed by the board shall be determined by the board from time to time as necessary, provided that a director is not eligible to be employed and/or remunerated.

5.10 Agents and Attorneys – The board shall have the power from time to time to appoint such agents or attorneys for the Association in or out of Canada with such power of management or otherwise (including the power to sub-delegate) as may be thought fit.

## SECTION SIX

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Limitation of Liability – No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipts or other act for conformity, or for any loss, damage, expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.

6.2 Indemnity – Every director and every officer of the Association and every other person who has undertaken or is about to undertake any liability on behalf of the Association and his heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Association from and against:

- (a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is purposed or commenced against him for or in respect of anything done or permitted by him 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 Association.

## SECTION SEVEN

### MEMBERSHIP

7.1 Conditions of Membership – The membership shall consist of such individuals as are admitted by the board as members, who have paid the applicable dues and/or assessments, and who prior to admission as a member acknowledge to the board his/her affirmation of the “conditions of membership” expresses as follows:

Conditions of Membership

to

ANCHOR CANADIAN REFORMED ASSOCIATION  
FOR THE HANDICAPPED  
(Hereinafter called the “Association”)

The members of the Association hereby subscribe to the following principles and conditions:

- (a) I/We believe that it is both a privilege and a duty that the children of the Covenant be cared for in accordance with Holy Scripture and to the honour and glory of the Covenant God. We are convinced that this can best be accomplished in accordance with the objects of the Association as set out in the Letters Patent.
- (b) I/We hereby acknowledge that the basis of the Association is Holy Scripture, as confessed in the Three Forms of Unity: the Belgic Confession, the Heidelberg Catechism, and the Canons of Dort.
- (c) Members shall promote and further the purposes of the Association as set out in the Letters Patent;
- (d) Members must be communicant members of a Reformed Christian Church;
- (e) Members must be individuals, who are at least 18 years or older, provided that a husband and wife shall hold a single membership.

(f) Membership requires the payment of the annual dues and other assessments or fees. Such fees will be determined by the board of directors of the Association and must be approved by the membership before they become applicable.

(g) Membership confers the privilege of voting at the meetings of the Association as provided for in the By-laws and confers the right to participate in activities entered into by the Association.

(h) Enrolment in the facilities is open to individuals who are a member of a Reformed Christian Church (as defined in 1.12), and who are under the direct care or guardianship (whether as a child, sibling, or via other relationship) of a member(s) of the Association. Any other enrolment is subject to the review and approval of the board of directors of the Association.

(i) Members may resign by giving notice in writing to the board of directors of the Association.

(j) A member shall remain liable for payment of any assessment or other sum levied or which becomes payable by him to the Association prior to his resignation.

(k) Subject to the By-laws of the Association each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

7.2 Termination of Membership – A person ceases to be a member in the following cases:

(a) upon his death;

(b) by giving notice in writing of his resignation to the board;

(c) when he ceases to be a member of a Reformed Christian Church; or

(d) if he fails to pay his arrears of dues or fees within 90 days after notice to him of such arrears by the board.

## SECTION EIGHT

### MEETING OF MEMBERS

8.1 Annual Meetings – The annual meeting of members shall be held at such time and on such day of each year as the board, the president, or vice-president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors

and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

8.2 General and Special Meetings – The board, the president, or the vice-president shall have the power to call a general or special meeting of the members at any time.

8.3 Place of Meetings – Meetings of the members shall be held at the head office of the Association or elsewhere in the municipality in which the head office is situated or, if the board shall so determine, at some other place in Ontario.

8.4 Notice of Meetings – Notice of the time and place of each meeting of members shall be given in the manner provided in Section 12.1, not less than twenty-one (21) days before the date of the meeting to each member. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The Public Accountants of the Association are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

8.5 Record Date for Notice – The record date for notice shall be the day on which notice is given, and only those persons who are entered in the register of members at that date shall be entitled to notice of any meeting of members.

8.6 Chairman, Secretary and Scrutineers – The president, or in his absence the vice-president, shall be chairman of any meeting of members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote may choose one of their number to be a chairman. If the secretary and the assistant secretary of the Association are both absent, the chairman will appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with consent of the meeting.

8.7 Persons Entitled to be Present – The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, employees, the Public Accountants of the Association and any others whom, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8.8 Quorum – A quorum for the transaction of the business at any meeting of members shall be a minimum of thirty (30) members in good standing, who are able to cast a vote, and who are present in person or represented by proxy.

8.9 Right to Vote – Subject to the By-laws, at any meeting of members every person shall be entitled to vote who is entered in the records of the Association as a member in good standing at least 24 hours before the meeting. For clarity, members with dues/assessments in arrears shall not be considered members in good standing.

8.10 Proxies – Subject to the By-laws, every member entitled to vote at a meeting of members may appoint another member as his proxy to attend and act for him at the meeting in the manner, to the extent and with the power conferred by the instrument appointing him. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer. An instrument appointing a proxy shall be acted upon only if it has been received by the secretary of the Association or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

8.11 Husband and Wife – In all cases where a husband and wife are members, either of them present in person or represented by proxy at a meeting of members may, in the absence of the other, vote thereon; but if both of them shall be present in person or represented by proxy, they shall vote together as one on all questions.

8.12 Votes to Govern – At any meeting of members every question shall, unless otherwise required by the Letters Patent or By-laws, be determined by the majority of votes cast on the question whether upon a show of hand or upon a poll. In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

8.13 Show of Hands – Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hand unless a poll thereon (a ballot or otherwise) is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon required or demanded, a declaration by the chairman of the meeting 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 without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.14 Polls – On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require or any person entitled to vote may demand a poll (i.e. a count of the hands) thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or by proxy shall be entitled to one vote, and the result of the said poll so taken shall be the decision of the members upon the said question.

8.15 Adjournment – The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## SECTION NINE

### FINANCIAL AND BUSINESS MATTERS OF THE ASSOCIATION

9.1 Finances – Subject to the provisions and limitations of the Association’s Letters Patent, the funds necessary for the operation of the Association and the facilities maintained by the Association shall be obtained primarily from the dues and/or other assessments paid by the members, from donations and gifts, and from fees, if any, paid by the parents, relatives or guardians/caregivers of the residents utilizing and benefiting from the facilities. Subject to Paragraph 7.1, the Board may set the dues and fees by resolution from time to time.

Funds may be raised from individual or corporate donations, church offerings, fund drives, gifts from persons and other organizations and by other means consistent with the purposes and character of the Association.

9.2 Budget – The board shall, from time to time and no less frequently than annually, have a budget prepared and submit it for approval by the membership.

9.3 Financial Year – Until changed by the resolution of the board, the financial year of the Association shall end on the last day of December in each year.

9.4 Execution of Instruments – By-laws, membership certificates, deed, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Association by two persons, one of whom holds the office of president, vice-president, general manager or director and the other of whom holds one of the said offices or the office of secretary, treasurer, or any other office created by By-laws or the board. In addition, the board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

9.5 Banking Arrangements – The banking business of the Association shall be transacted with such banks, trust companies or other bodies corporate of other organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreement, instructions, and delegations of powers as the board may from time to time prescribe or authorize.

9.6 Cheques or Bills of Exchange – All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board and any one or such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association’s bankers for the credit of the Association, or the same may be endorsed “for collection” or “for deposit” with the bankers of the Association by using the Association’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 Association and the Association'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.

9.7 Deposit of Securities for Safekeeping – The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association and in such manner, as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board shall be fully protected in acting in accordance with the directions of the board and shall in no event be liable for the due application of the securities so withdrawn for deposit or the proceeds thereof.

9.8 Voting Rights in Other Bodies Corporate – The signing officers of the Association may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of right to exercise the voting rights attaching to any securities held by the Association. Such instrument, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing or arranging for them. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

## SECTION TEN

### BORROWING AND SECURITIES

10.1 Borrowing Power – Subject to the provisions and limitations of the Charter of the Association the board may from time to time, in such amount and on such terms as it deems expedient:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Association;
- (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Association.

10.2 Delegations – The board may from time to time delegate to such one or more of the directors and officers of the Association as may be designated on the board all or



any of the powers conferred on the board by Section Three to such extent and in such manner as the board shall determine at the time of each such delegation.

## SECTION ELEVEN

### THE STAFF

11.1 Appointment – The staff shall be appointed by the board after careful consideration of the requirements of the position and the individual’s spiritual, academic, and physical qualifications. They shall be appointed for such terms, with such salary and upon such conditions (except as herein expressly provided) as the board may determine.

The board may by resolution delegate the authority to appoint staff to the Executive Director on the same terms and conditions, provided, only the board may appoint an individual to the position of Executive Director.

11.2 Conditions of Appointment – All permanent members of the staff must be members of the Association (unless special exceptions are made by the board). They must be communicant members of a Reformed Christian Church and regularly affirm the conditions of membership, be spiritually sound in their understanding and teaching of the Reformed faith taught by the Reformed Christian Churches, and lead exemplary Christian lives, subject to the laws of Ontario and Canada.

11.3 Dismissal of Staff – Subject to the laws of Ontario and Canada, the board has the authority to dismiss an employee with or without cause, including any employees who no longer meet the requirements for employment with the Association (e.g. membership in the Association), or who prove to be unfit for the work because such person’s work or personal life conflicts with the basis and purpose of the Association.

The board shall at all times ensure that any employee that is dismissed, or that is under review for dismissal, shall be treated respectfully, fairly and appropriately as per applicable employment legislation.

11.4 Executive Director - The board shall hire an executive director who shall be responsible for the day-to-day operations of the Corporation, in accordance with a mandate as approved by the board from time to time. The Executive Director shall be entitled (unless specifically otherwise directed by the board) to attend and participate in meetings of the board and board committees but shall not have a vote at such meetings.

## SECTION TWELVE

### NOTICES

12.1 Method of Giving Notices – Any notice (which term includes any communication or document) to be given, sent delivered, or served pursuant to the Act, the Letters Patent, the By-laws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if it delivered to his recorded address (whether by post or email), or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication, or if posted up on the bulletin board, boards or newsletters of the Reformed Christian Churches whose members are members of the Association or published in the Bulletin or Bulletins of the said Churches or in the Newsletter of the Association. A notice so delivered shall be deemed to have been given when deposited in a post office or public letterbox; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. A notice so posted up shall be deemed to have been given when it is posted up on such bulletin board or boards; and a notice so published shall be deemed to have been given.

12.2 Computation of Time – In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or any event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.3 Omission and Errors – The accidental omission to give any notice to any member, director, officer, auditor, or member of a committee of the board, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at the meeting held pursuant to such notice or otherwise founded thereon.

12.4 Waiver of Notice – Any member (or his duly appointed proxy), director, auditor, or member of a committee on the board may waive any notice required to be given to him under any provision of the Act, the Letters Patent, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure default in giving such notice.

12.5 Amendments to the By-Laws or Letters Patent – Any amendments to the By-laws and/or the Letters Patent must be made in accordance with the following regulations:

(a) the membership must be informed no later than at the time of notification of the meeting that an amendment of the By-laws or the Letters Patent is to be discussed or made. The general nature of the proposed change or changes shall be published at this time.

(b) all By-law amendments or amendments to the Letters Patent require the approval of at least two-thirds of the members present and voting at the meeting. As per this By-law and the Act, a meeting must be properly called, with a quorum of members present. Votes may be cast by a member present in person or by a member's proxy.

(c) voting procedures are in accordance with section Eight of the By-laws.

ENACTED this 25 day of November, 2016.

SIGNED, SEALED with corporate seal of the Corporation;

Rod Koning  
\_\_\_\_\_  
XXXXX - President

Marcia Fennema  
\_\_\_\_\_  
XXXXX - Secretary