

# ROCKWAY MENNONITE COLLEGIATE INC.

## BY-LAW<sup>1</sup>

A By-law relating generally to the transaction of the affairs of  
ROCKWAY MENNONITE COLLEGIATE INC.

<u>CONTENTS OF ARTICLES</u>		Page
One	Purposes and Governing Principles and Interpretation	2
Two	Head Office	4
Three	Seal	4
Four	Board of Directors	4
Five	Vacancies, Board of Directors	6
Six	Quorum and Meetings, Board of Directors	6
Seven	Errors in Notice, Board of Directors	7
Eight	Voting, Board of Directors	7
Nine	Powers	7
Ten	Remuneration of Directors	8
Eleven	Interest of Directors in Contracts	8
Twelve	Declaration of Interest	8
Thirteen	Committees	8
Fourteen	Officers of Corporation	9
Fifteen	Duties of Chairperson and Vice-Chairperson	9
Sixteen	Duties of Secretary	9
Seventeen	Duties of Treasurer	9
Eighteen	Duties of a Principal	10
Nineteen	Execution of Documents	10
Twenty	Books and Record	11
Twenty-one	Protection of Directors and Officers	11
Twenty-two	Indemnity of Directors and Officers	11
Twenty-three	Membership	12
Twenty-four	Annual and Other meetings of Members	15
Twenty-five	Error or Omission in Notice	16
Twenty-six	Adjournments	16
Twenty-seven	Quorum of Members	16
Twenty-eight	Voting of members	17
Twenty-nine	Financial year	17
Thirty	External Accounting Review	17
Thirty-one	Cheques, etc.	18
Thirty-two	Deposit of Securities for Safekeeping	18
Thirty-three	Notice	19
Thirty-four	Interpretation	19
Thirty-five	Repeal of Previous By-laws	19

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<sup>1</sup> By-laws no longer require numbering. #13 removed.

## RECITALS

### WHEREAS<sup>2</sup>:

The Corporation is a corporation without share capital incorporated under the laws of the Province of Ontario; and

- a. The Corporation desires to update its governance and other matters and bring them into conformity with the *Not-for-Profit Corporations Act, 2010* (Ontario), and repeal all prior by-laws in favour of this consolidated by-law.

BE IT ENACTED as a by-law of ROCKWAY MENNONITE COLLEGIATE INC. ("Rockway" or the "Corporation") as follows:

## ARTICLE ONE

### PURPOSES, GOVERNING PRINCIPLES AND INTERPRETATION

#### 1.1 PURPOSES & GOVERNING PRINCIPLES

Rockway is a Christian educational community within the Anabaptist/Mennonite faith tradition and linked to the congregations of Mennonite Church Eastern Canada. It provides opportunities for youth to integrate sound academic learning with growth in character, faith, and service to God and all creation, in a setting where personal worth and corporate responsibility are taught and lived daily. Rockway accepts the Bible as the basic witness to God's revelation and emphasizes the need to accept and follow Jesus in daily life.

Rockway's objectives are to:

- Lead students into an understanding of an appreciation for the history of people of faith as seen in the Bible and in subsequent history, especially the Anabaptist/Mennonite witness of faithful discipleship.
- Provide opportunities for students to respond to and develop a distinctly Christian lifestyle and world view.
- Foster a setting for Christian growth that is able to reconcile individual freedom with mutual accountability.
- Help students learn to respect their worth as individuals and to learn a wholesome respect for others.
- Create an environment in which students can learn to analyze values in the world around them, exercise reasonable judgment, and to express themselves.
- Develop and carry out a program of academic excellence based on our mission statement and approved by the Ontario Ministry of Education.
- Assist students in weighing vocational choices in keeping with a realistic self-appraisal and based on Christian values.
- Establish the basis for responsible participation in both church and in society.

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<sup>2</sup> Removed history of sequential numbering of By-laws and dates they were amended.

- Involve parents and the church in the task of education.

## 1.2 DEFINITIONS<sup>3</sup>

In this by-law, unless the context otherwise requires:

"Act" means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, as amended;

"Anabaptist" with reference to a denomination or congregation, includes Mennonite, Mennonite Brethren, Brethren in Christ, and such other group, congregation or denomination as may be determined to be Anabaptist by the Board in an exercise of absolute discretion, and acting reasonably;

"Articles" means the original or restated letters patent, articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Corporation;

"Board" means the board of directors of the Corporation;

"By-law" or "by-law" means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect;

"Chair" or "Chairperson" means the chairperson of the Board;

"Corporation" or "Rockway" means Rockway Mennonite Collegiate Inc.;

"Director" means a person occupying the position of a director of the Corporation;

"meeting of Members" means an annual meeting of Members and a special meeting of Members.

"Member" means a member of the Corporation, and "Member" and "Membership" shall be construed accordingly;

"Mennonite Church" or "Mennonite" is a general term bearing the meaning associated therewith in general parlance, with any ambiguity to be resolved by determination of the Board, acting reasonably;

"Non-Delegable Powers" means those powers of the Board which cannot be delegated, as outlined in Section 6 of this By-law;

"officer" means an officer of the Corporation, including the Chairperson, Vice-Chairperson, Secretary, Treasurer and Principal;

"ordinary resolution" includes a resolution of the Members passed by a majority of the votes cast on that resolution or consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member's attorney;

"person" includes any individual, body corporate, partnership, trust, joint venture or an unincorporated association or organization;

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<sup>3</sup> Definitions updated to track the language of the "Act"

"special meeting" includes a meeting of any class or classes of Members, and a special meeting of all Members entitled to vote at an annual meeting of Members; and

"special resolution" includes a resolution of the Members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member's attorney.

## ARTICLE TWO

### HEAD OFFICE

2. The Head Office of the Corporation shall be in the City of Kitchener, in the Regional Municipality of Waterloo, Province of Ontario, and at such place in the City as the directors may from time to time determine.

## ARTICLE THREE

### SEAL

3. The seal, (an impression of which is stamped in the margin hereof), shall be the corporate seal of the Corporation.

## ARTICLE FOUR

### BOARD OF DIRECTORS

#### 4.1 NUMBER OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of 12 Directors. ~~twelve of whom shall be elected by the Members. —The Principal shall be an ex-officio non-voting Director.~~

#### 4.2 NOMINATION AND QUALIFICATION OF DIRECTORS

- 1) A maximum of two (2) individuals who are not members or adherents of an Anabaptist congregation may be elected to the Board by the Members, or may be appointed to the Board and subsequently confirmed by the Members in the event of a vacancy, in accordance with the By-laws of the Corporation, provided that:
  - (a) before being nominated, the Board, in its sole and unfettered discretion, determines that the individual is sympathetic to the mission of the Corporation; and
  - (b) the individual must have a present and/or past affiliation to the Corporation, whether as an alumnus of the school operated by the Corporation, the parent of a past or present student of the school operated by the Corporation, a prior faculty or staff member of the school operated by the Corporation or such other person having an affiliation as the Board may deem appropriate from time to time.

- 2) With the exception of the foregoing, all other Directors of the Corporation shall be members or adherents of an Anabaptist congregation.
- 3) Individuals shall be nominated for election to the Board as follows:
  - (a) before being nominated and before becoming a Member of the Board, the individual must agree to and sign a memorandum of understanding expressing the values and beliefs of the Corporation;
  - (b) three (3) positions on the Board shall be reserved for nominees who are members or adherents of Mennonite Church Eastern Canada congregations;
  - (c) subject to subsection 4.2(3)(a) and (b) above, the Executive Committee shall nominate an individual for election to any vacant position on the Board; and
  - (d) subject to subsection 4.2(3)(a) and (b) above, any Member may nominate any qualified individual for election to a vacancy on the Board by notice in writing to the Chair of the Board not less than ten (10) days prior to a meeting of the Members.

#### 4.3 TERM OF ELECTION OF DIRECTORS

The term of service of each voting Director shall be subject to the following:

- (a) Each Director elected by the Members shall serve for a term of three years, unless a shorter term is specified by the Board of Directors in advance of the election in accordance with subsection 4.3(c), below.
- (b) A Director may be elected for more than one consecutive term, but subject to subsection 4.3(d), no elected Director shall serve for more than six (6) consecutive years.
- (c) The Board may specify that the term of a Director shall be less than three (3) years in order to arrange for staggered election and retirement of Directors (as close as possible to three retirements per year).
- (d) Notwithstanding subsection 4.3(b), the Board may nominate an individual for election as a Director even if that individual would thereby serve as a Director for more than six consecutive years, if the Board determines it is desirable to do so in order to maintain continuity on the Board.

#### 4.4 REMOVAL OF DIRECTORS

The Members of the Corporation may, by resolution passed by at least a **majority two-thirds** of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term, and may, by a majority of the votes cast at that meeting, elect any qualified individual for the remainder of the term.

### ARTICLE FIVE

#### VACANCIES. BOARD OF DIRECTORS

5. 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 Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a special 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.

## ARTICLE SIX

### QUORUM AND MEETINGS BOARD OF DIRECTORS

6. Seven (7) 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 and none object to holding the meeting, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chairperson, or Vice-Chairperson, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be personally delivered or sent by telephonic or other electronic means to each Director not less than seven days before the meeting is to take place or shall be mailed or couriered to each Director not less than twelve (12) days before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant 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 regular meeting no notice need be sent, **except if the purpose of the meeting or business to be transacted includes: (a) submitting to the Members any question or matter requiring the approval of the Members; (b) filling a vacancy among the Directors or appointing additional Directors; (c) filling a vacancy in the office of public accountant; (d) issuing debt obligations except as authorized by the Board; (e) approving any annual financial statements; or (f) adopting, amending or repealing By-laws (collectively, the "Non-Delegable Powers")**. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

## ARTICLE SEVEN

### ERRORS IN NOTICE BOARD OF DIRECTORS

7. 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.

## ARTICLE EIGHT

### VOTING, BOARD OF DIRECTORS

8. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to the Chairperson's original vote, shall have a second or casting vote. 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. A declaration by the Chairperson 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 Chairperson his or her duties may be performed by the Vice-Chairperson or such other Director as the Board may from time to time appoint for the purpose.

## ARTICLE NINE

### POWERS

9. The Directors of the Corporation shall manage or supervise the management of the activities and affairs of the Corporation, and may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation 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 Corporation is by its Articles, the Act 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 shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, for such consideration and upon such terms and conditions as they may deem advisable.

## ARTICLE TEN

### REMUNERATION OF DIRECTORS

10. Except as prohibited by the Articles, the Directors shall receive no remuneration for acting as such, but may be reimbursed for reasonable expenses incurred in the performance of their duties.

## ARTICLE ELEVEN

### INTEREST OF DIRECTORS IN CONTRACTS

11. Provided that the provisions of Article 12 have been complied with, no Director or officer shall be disqualified by his/her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or officer or in which any Director or officer is in any way interested be liable to be voided nor shall any Director or officer so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such Director or officer holding that office or of the fiduciary relationship thereby established.

## ARTICLE TWELVE

### DECLARATION OF INTEREST

12. It shall be the duty, however, of every Director and officer of the Corporation who is a party to a material contract or transaction with the Corporation or is in any way, whether

directly or indirectly, materially interested in a contract or arrangement with the Corporation to disclose to the Corporation and declare the nature and extent of such interest and to refrain from attending at any part of a meeting of the Directors during which the contract or arrangement is discussed and from voting or otherwise influencing decisions in respect to the contract or arrangement or proposed contract or arrangement.

### ARTICLE THIRTEEN

#### COMMITTEES

- 13.1 There shall be such committees, consisting solely of one or more Directors, and other advisory bodies, as are from time to time established by the Board. The duties, responsibilities and powers of the various committees shall be those as are from time to time determined by the Directors (other than the Non-Delegable Powers).
- 13.2 At the first meeting of the Board following the annual meeting, the Board shall appoint, from its members, an Executive Committee which shall consist of the officers of the Corporation, and such other committees as deemed necessary and with such responsibilities as established by the Board. The Executive Committee shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board and excluding the Non-Delegable Powers.

### ARTICLE FOURTEEN

#### OFFICERS OF CORPORATION

14. The Board shall appoint from its Directors a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, and shall appoint a Principal, and may designate such other officers as the Board of Directors may determine by By-law from time to time, with such specified terms, duties and powers as determined by the Board (except the Non-Delegable Powers). One person may not hold more than one office. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be voting Directors of the Board and shall hold office until their successors are appointed. ~~[The Principal shall be an ex officio non-voting Director by virtue of its office.]~~

### ARTICLE FIFTEEN

#### DUTIES OF CHAIRPERSON AND VICE-CHAIRPERSON

15. The Chairperson shall, when present, preside at all meetings of the Members of the Corporation and of the Board of Directors. The Chairperson with the Secretary or other officer appointed by the Board for such purpose shall sign all by-laws and Membership certificates. During the absence or inability of the Chairperson, his/her duties and powers may be exercised by the Vice-Chairperson, and if the Vice-Chairperson, or such other Director as the Board may from time to time appoint for such purpose, exercises any such duty or power, the absence or inability of the Chairperson shall be presumed with reference thereto.

### ARTICLE SIXTEEN

#### DUTIES OF SECRETARY



16. The Secretary shall be ex officio clerk of the Board of Directors. He/she 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. He/she shall give all notices required to be given to Members, Directors, officers, members of committees and the public accountant. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she 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 he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

#### ARTICLE SEVENTEEN

##### DUTIES OF TREASURER

17. The Treasurer, or person designated to perform the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such financial institution or institutions as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Corporation 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/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### ARTICLE EIGHTEEN

##### DUTIES OF PRINCIPAL

18. The Principal shall be the chief executive officer of the Corporation, answerable and reporting to the Board, responsible for implementing the strategic plans and policies of the Corporation, and overseeing the academic and other programmes of the school operated by the Corporation. The Principal shall, subject to the authority of the Board, have general supervision of the affairs and operations of the Corporation.

#### ARTICLE NINETEEN

##### EXECUTION OF DOCUMENTS

19. Deeds, instruments, transfers, and contracts not in the ordinary course of the Corporation's operation shall be signed on behalf of the Corporation by either the Chairperson or Vice-Chairperson and by the Secretary. The Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by the Principal or by any person authorized by the Board.

Any two of the Chairperson, Vice-Chairperson, the Directors, Secretary or Treasurer, 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 Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares bonds, or other securities from time to time transferred to the Corporation, 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 provision to the contrary contained in the by-laws of the Corporation, 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 Corporation may or shall be executed.

#### ARTICLE TWENTY

##### BOOKS AND RECORDS

20. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by the Act, any applicable statute or law are regularly and properly kept.

#### ARTICLE TWENTY-ONE

##### PROTECTION OF DIRECTORS AND OFFICERS

21. Every Director and officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipts or other act for conformity, or for any loss or expenses happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be vested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation 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 whatsoever which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve a Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

#### ARTICLE TWENTY-TWO

##### INDEMNITY OF DIRECTORS AND OFFICERS

22. Every Director and officer of the Corporation, former Director and officer of the Corporation, and other individual who acts or acted at the Corporation's request as a Director or officer (or an individual in a similar capacity) of another entity, shall be indemnified by the Corporation against all costs, charges and expenses, including amounts paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, and such individual shall also be indemnified in such other circumstances as the Act or the law permits or requires; provided that the individual: (i) acted honestly and in good faith with a view to the best interests of the Corporation or,

as the case may be, to the best interests of the other entity for which they acted as a Director or officer or in a similar capacity at the Corporation's request; and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

~~Every director and/or officer of the Corporation and his each of their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless, subject to the provisions of The Corporations Act, out of the funds of the Corporation, from and against:~~

~~—————22.1———— any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and~~

~~—————22.2———— all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Corporation;~~

~~provided that no director or officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses sustained or incurred in or about any action, suit or other proceeding as a result of which such person is adjudged to be in breach of any duty or responsibility imposed under The Corporations Act or under any other statute unless, in an action brought against such director or officer, he or she has achieved complete or substantial success as a defendant.~~

## ARTICLE TWENTY-THREE

### MEMBERSHIP<sup>4</sup>

#### 23.1 CLASS OF MEMBERSHIP

Subject to the Articles of the Corporation, there shall be one class of Members in the Corporation. The Board of Directors of the Corporation shall consider and may, by resolution, approve each application for admission to Membership in the Corporation made in accordance with this Article 23. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. No dues shall be required for an application for Membership or maintenance thereof.

#### ~~CLASSES OF MEMBERSHIP~~

~~Subject to the Articles of the Corporation, there shall be two classes of Members in the Corporation, namely, Church Members and Individual Members. The Board of Directors of the Corporation shall consider and may, by resolution, approve each application for admission to Membership in the Corporation made in accordance with this Article 23. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. No dues shall be required for an application for Membership or maintenance thereof. The following conditions of Membership shall apply:~~

#### 23.2 MEMBERS

~~Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, and who or which have applied for and been accepted into Membership in the Corporation by the Board; provided that:~~

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<sup>4</sup> Rockway's Articles of Incorporation state one class of members, and the By-laws must agree with this.

- (a) if the applicant is an individual, such individual shall:
- (i) be a member of an Anabaptist congregation;
  - (ii) be a parent of a student enrolled in the school operated by the Corporation;
  - (iii) be an employee of the Corporation;
  - (iv) be an alumnus of the school operated by the Corporation; or
  - (v) have made a donation to the Corporation within the previous twelve (12) month period for which he or she has received a charitable donation receipt; or
- (b) if the applicant is not an individual, such person shall be an Anabaptist congregation.

Mennonite Church of Eastern Canada shall be deemed to be a Member, without the requirement for admission by the Board.

The membership term for a Member shall expire one (1) year from the date of the Member's admission. Membership may be renewed by re-admission as approved by the Board of Directors. In such cases, the term of membership shall expire one (1) year from the date of such re-admission.

Each Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.

## 23.2 CHURCH MEMBERS

~~The following rights, privileges, conditions and limitations apply to Church Members:~~

- ~~(a) Mennonite Church of Eastern Canada shall be a Church Member, and Church Membership shall be available to any Anabaptist congregation which has applied and has been accepted by the Board for Church Membership in the Corporation.~~
- ~~(b) The term of Membership of Mennonite Church Eastern Canada as a Church Member shall be perpetual, and the term of Membership of every other Church Member shall be perpetual, except that the Board may on written notice to such Church Member given not less than sixty (60) days in advance of the next scheduled meeting of the Members, request that the Church Member confirm in writing that it desires its Membership to continue, failing which the term of Membership of the Church Member shall expire one minute prior to the commencement of the said annual general meeting.~~
- ~~(c) Each Church Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Church Member shall be entitled to one (1) vote at such meetings.~~
- ~~(d) No resolution of the Members may be considered approved unless such resolution has been approved by the class of Church Members.~~

## 23.3 INDIVIDUAL MEMBERS

~~The following rights, privileges, conditions and limitations apply to Individual Members:~~

- ~~(a) Individual Memberships shall be available to such individuals, qualified as set out below, who have applied for and have been accepted by the Board for Individual Membership in the Corporation:~~
- ~~(b) The term of Membership of an Individual Member shall expire at the beginning of the first academic year commencing after the admission of the Individual Member, provided that the Membership of the Individual Member may be renewed or the Individual Member may otherwise be re-admitted by the Board of Directors, in which case the term shall expire at the beginning of first academic year commencing after such renewal or re-admission:~~
- ~~(c) Each Individual Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Individual Member shall be entitled to one (1) vote at such meetings:~~
- ~~(d) The following individuals are qualified to apply for admission as an Individual Member of the Corporation:
 
  - ~~i) any member of an Anabaptist congregation;~~
  - ~~ii) each parent of a student enrolled in the school operated by the Corporation;~~
  - ~~iii) each employee of the Corporation;~~
  - ~~iv) each alumnus of the school operated by the Corporation; and~~
  - ~~v) any individual who has made a donation to the Corporation within the previous twelve (12) months for which he or she has received a charitable donation receipt.~~~~

### 23.3 APPLICATION FOR MEMBERSHIP

Applications for Membership shall conform to the following:

- (a) An application for admission to ~~Individual~~ Membership shall include a statement by the applicant that the applicant will exercise the rights and responsibilities attaching to a ~~Individual~~ Member to support and advance the mission and objectives of the Corporation as a servant of the Mennonite Church.

~~An application for Church Membership may be in such form as prescribed or approved by the Board of Directors:~~

- (b) The Board of Directors may admit all qualified applicants for Membership since the previous annual general meeting, including the deemed applications referred to below, by a blanket resolution, subject to any exceptions specified in the resolution. The Board of Directors shall not be required to consider any application received after the last meeting of the Board of Directors prior to the annual general meeting, before that annual general meeting.
- (c) ~~Each Anabaptist congregation having submitted an application for Membership,~~ each parent of a student enrolled as a Mennonite student in the school operated by the Corporation, each employee of the Corporation and each Director of the Corporation shall be deemed to have applied to the Board of Directors for admission as a Member at the last regularly scheduled meeting of the Board of Directors immediately preceding the Annual General Meeting of the Corporation,

and shall be deemed to have endorsed the statement in paragraph 23.2(a), unless the person indicates to the contrary.

- (d) Subject to subsection 23.2(c), the Board of Directors shall consider every application for Membership delivered in writing to the Principal or Chair at least eight (8) days prior to a regularly scheduled Board meeting.

#### 23.4 CESSATION OF MEMBERSHIP, ETC.

A Membership in the Corporation is terminated when:

- (a) the Member resigns in writing to the Principal or Chair;
- (b) a Member dies or is dissolved or otherwise ceases to exist;
- (c) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-laws;
- (d) the Member's term of Membership expires; or
- (e) the Corporation is liquidated and dissolved under the Act.

The Board of Directors has no obligation to renew any Membership that has expired pursuant to the terms of this by-law, and the Board has no obligation to admit as a Member any applicant for Membership, including a deemed application pursuant to subsection 23.2(vii).

#### 23.3 CESSATION OF MEMBERSHIP, ETC.

A Membership in the Corporation is terminated when:

- (a) the Member resigns in writing to the Principal or Chair;
- (b) an Individual Member dies or, in the case of a Church Member, is dissolved or otherwise ceases to exist;
- (c) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-laws;
- (d) the Member's term of Membership expires; or
- (e) the Corporation is liquidated and dissolved under the Act.

The Board of Directors has no obligation to renew any Membership that has expired pursuant to the terms of this by-law, and the Board has no obligation to admit as a

Member any applicant for Membership, including a deemed application pursuant to subsection 23.2(vii).

#### ARTICLE TWENTY-FOUR

##### ANNUAL AND OTHER MEETINGS OF MEMBERS

24. The annual and any special meeting of the Members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the financial statements shall be considered, the audit shall be considered, any vacancies on the Board of Directors shall be filled by election, and the incumbent auditor shall be reappointed.

No public notice nor advertisement of Members' meetings, annual or special, shall be required, but notice of the time and place of every meeting of the Members shall be delivered to each Member entitled to vote at the meeting by mail, courier, personal delivery, or telephonic, electronic or other communication facility during a period of not less than ten (10) **and not more than fifty (50) days** before the day on which the meeting is to be held; provided that such notice need not be given to any Member that, either before or after the meeting, submits a waiver of notice or attends such meeting (except when the Member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called). Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the Member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be submitted at the meeting.

**Not less than 21 days before each annual meeting, the Corporation shall send a copy of the annual financial statements and other documents referred to in section 84(1) (Presentation of Annual Financial Statements to Members) of the Act to all Members who have informed the corporation that they wish to receive a copy of those documents.**

#### ARTICLE TWENTY-FIVE

##### ERROR OR OMISSION IN NOTICE

25. No error or omission in giving notice of any annual or special meeting or any adjourned meeting whether annual or special, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Members may at any time waive 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, officer, member of a committee or the public accountant for any meeting or otherwise, the address thereof shall be his last address recorded on the books of the Corporation.

#### ARTICLE TWENTY-SIX

##### ADJOURNMENTS

26. Any meeting of the Members, annual or special, or a meeting of the Board, may be adjourned from time to time **to reconvene at the same or some other place, if any, and**

notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken; provided that if the adjournment of a meeting of the Members is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

## ARTICLE TWENTY-SEVEN

### QUORUM OF MEMBERS

27. A quorum for the transaction of business at any meeting of Members shall consist of not less than twenty (20) Members entitled to vote at the meeting. ~~including at least three (3) Church Members present at a duly called meeting. An Individual Member who is also the representative of one or more Church Members shall be counted towards quorum by the number of Memberships being represented.~~

## ARTICLE TWENTY-EIGHT

### VOTING OF MEMBERS

28. Subject to the Act, the Articles and this by-law, each Member of the Corporation shall at all meetings of Members be entitled to one vote. ~~A person may vote both as an Individual Member and as a representative of Church Member.~~

At all meetings of Members, every question shall be decided by an ordinary resolution of the Members present, unless this by-law, the Act, the Articles or law require a special resolution. ~~provided that in every case no resolution shall be approved unless it has been approved by the Church Members present at such meeting. The Chair of the meeting shall not be required to call for a separate vote by the Church Members, as long as it is possible for the Chair to determine whether the resolution in question has been approved by the Church Members (e.g. the Chair will be able to so determine the vote if the representatives of Church Members are provided with coloured cards to signal their vote).~~ 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 and cards, every Member shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation 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 **plurality majority** of votes given by the Members present, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation upon the matter in question. In case of an equality of votes at any meeting of Members, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

## ARTICLE TWENTY-NINE

### FINANCIAL YEAR



29. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of July in each year.

### ARTICLE THIRTY

#### EXTERNAL ACCOUNTING REVIEW

30. An external accounting firm or public accountant with Canadian accreditation qualified under the Act shall be appointed as auditor of the Corporation at each annual meeting of the Members of the Corporation by ordinary resolution. The auditor of the Corporation, when appointed, shall hold office until the next annual meeting after being appointed, or until a successor is appointed, unless previously removed by ordinary resolution of the Members in a special meeting. If the remuneration of the auditor is not fixed by the Members at the annual meeting, then the remuneration of the auditor shall be fixed by the Directors of the Corporation.

The auditor shall be supplied with a copy of the balance sheet, and it shall examine the same with the accounts and vouchers relating thereto. The auditor shall have a list delivered thereto of all books kept by the Corporation, and shall at all reasonable times, have access to the books and the accounts of the Corporation.

The auditor shall make an annual report to the Corporation at each annual meeting of Members upon the balance sheet and every such report shall state whether the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs.

### ARTICLE THIRTY-ONE

#### CHEQUES, ETC.

31. 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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and 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 Corporation through its financial institutions, and endorse notes and cheques for deposit with the Corporation's financial institutions for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the financial institutions of the Corporation by using the Corporation's rubber stamp for that purpose. Any one of such officers or agents so appointed may arrange, settle balance and certify all books and accounts between the Corporation and the Corporation's financial institutions and may receive all paid cheques and vouchers and sign all the financial institution's forms or settlement of balances and release or verification slips.

### ARTICLE THIRTY-TWO

#### DEPOSIT OF SECURITIES FOR SAFEKEEPING

32. The securities of the Corporation 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 Corporation signed by such officer or officers, agent or agents of the Corporation 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 by 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.

### ARTICLE THIRTY-THREE

#### NOTICE

33. Any notice required to be sent to any Member, Director, officer, member of a committee or the auditor shall be delivered personally, or sent by prepaid mail or by facsimile, email or other electronic means in accordance with the *Electronic Commerce Act (Ontario)* at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given then to the last address of such Member, Director, officer or member of a committee known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### ARTICLE THIRTY-FOUR

#### INTERPRETATION

34. In the by-laws of the Corporation, unless the context otherwise requires, the 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.

### ARTICLE THIRTY-FIVE

#### TRANSITION & REPEAL OF PREVIOUS BY-LAWS

35. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. Notwithstanding, a special resolution of the Members is required in relation to any amendment or By-law that requires a special resolution of the Members according to Section 103(1) of the Act.

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law; provided that such repeal shall not affect the previous operation of said by-laws so repealed or affect the validity of any Act done or right privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to such by-laws prior to its repeal. All officers and persons acting under the provisions of the by-laws, resolutions of the Board with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with the by-laws and until amended or repealed.

ADOPTED AND PASSED by the Board of Directors on the 22nd day of October, 2024.

\_\_\_\_\_  
CHAIRPERSON

\_\_\_\_\_  
SECRETARY

CONFIRMED by the Members on the 20th day of November, 2024, as evidenced by the signatures of the Chairperson and the Secretary of the Corporation hereto.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary