



Celebrating over 50 years of Quality Living

FAIRHAVEN COMMITTEE OF MANAGEMENT BY-LAWS

TABLE OF CONTENTS

1. Definitions	pg 2
2. Interpretation	pg 2
3. Ownership	pg 2
4. Corporate Seal	pg 2
5. Committee of Management	pg 2
6. Meetings of the Committee of Management.....	pg 5
7. Duties of Officers	pg 6
8. Meetings of Members	pg 6
9. Indemnification	pg 7
10. Conflict of Interest	pg 7
11. Consultants and Contractors	pg 7
12. Execution of Documents	pg 7
13. Cheques	pg 8
14. Deposit of Securities for Safekeeping	pg 8
15. Borrowing	pg 8
16. Financial Year	pg 8
17. Appointment of Auditor	pg 8
18. Amendments	pg 8

1. Definitions. For the purposes of these By-laws:

"**Chair**" means the Chairman or Chairwoman of the Committee of Management;

"**Committee of Management**" means the Directors of the Corporation;

"**Corporation**" means Fairhaven;

"**Director**" means a member of the Committee of Management elected or appointed;

"**Executive Director**" means the Executive Director of Fairhaven and Fairhaven Foundation;

"**Officer**" means the Chair, the Vice-Chair, the Treasurer, and the Executive Director of the Corporation or such other officer as determined by the Committee of Management; and

"**Resident**" means a person who has been admitted to, receives care from and makes their home at Fairhaven.

2. Interpretation. For the purposes of these By-laws, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include corporations.

3. Ownership. The City and County of Peterborough share ownership of Fairhaven, two-thirds and one-third ownership (respectively). Fairhaven is located in the City of Peterborough in the Province of Ontario.

4. Corporate Seal. The form of seal for use by the Corporation, an impression of which appears in the margin hereof, be and is hereby approved as the seal of the Corporation.

5. Committee of Management:

a. Accountability. Fairhaven is the home of its Residents and is to be operated so that it is a place where they may live with dignity and security, safety and comfort, and have their physical, psychological, social, spiritual and cultural needs adequately met.

The property and business of the Corporation shall be managed by the Committee of Management. The Committee of Management shall provide strategic direction to the Executive Director, formulate policies for the administration of the Corporation, and oversee its processes and outcomes. Directors shall:

- i. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- ii. take such measures as necessary to ensure that the Corporation complies with all requirements under the law.

b. Composition of Committee of Management. Fairhaven shall be governed by a Committee of Management consisting of seven (7) members. The number of Directors shall be determined from time to time by the Committee of Management. The Mayor of Peterborough shall appoint two City Councillors, the Warden from the County of Peterborough shall appoint two County Councillors and three community representatives shall make up the Committee of Management Directors.

c. Nomination of Directors. Any individual may nominate a Director in good standing for election to the Committee of Management providing the nominee consents to stand for election.

d. Term.

i. Municipal Appointments: Two (2) shall be members of the Council of the City of Peterborough and are appointed at the discretion of the Mayor of Peterborough. Two (2) shall be members of the Council of the County and are appointed at the discretion of the Warden County of Peterborough. Terms of office for City and County Councillors are directed by the Mayor and Warden;

ii. Community Members: Three (3) shall be representatives from the community-at-large. These may be appointed for a term of one (1), two (2), or three (3) years;

iii. Chair, Vice-Chair, Treasurer: A Director shall be elected as the Chair, Vice-Chair and Treasurer at the first meeting in the New Year for a term not to exceed two consecutive one year terms. In exigent circumstances, the Chair may be elected to a third consecutive year. A Director may stand for election for more than one term;

iv. Other: Regardless of the expiry of a term, all members of the Committee of Management shall serve until a successor is appointed.

e. Vacancy on the Committee of Management. The Committee of Management may fill any vacant Director's position by appointing a qualified individual to serve until the end of the year, so long as a quorum of Directors remains in office. In the event of a vacancy in the position of Chair, the Committee of Management may elect a qualified Director to serve as Chair until the first meeting of the Committee of Management in the New Year.

f. Not Employee. No Director may be an employee of Fairhaven.

g. Remuneration. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any financial gain from his or her position but a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

h. Appointment of Officers. The Committee of Management shall appoint all officers including but not limited to the Chair, Vice-Chair, Treasurer, and the Executive Director who acts as the Secretary for this committee.

i. Other Appointments. In addition to the appointment of Directors to fill vacancies, the Committee of Management may make special appointments as follows:

i. Honorary Directors. In recognition of long or special services to the Corporation, the Committee of Management may appoint Honorary Directors who may attend and participate in meetings without the power to vote.

ii. Ex Officio Directors. The Executive Director shall be an Ex Officio Director of the Committee of Management. The Committee of Management may appoint other persons to sit on the Committee of Management as Ex Officio Directors by virtue of their special standing. Ex Officio Directors have the right to receive notice of and attend Board meetings but do not have the power to vote.

iii. Adjunct Advisors. The Committee of Management may appoint former Directors in good standing who volunteer to serve in an advisory capacity on a Standing Committee of the Committee of Management as Adjunct Advisors without the power to vote.

j. Committees

i. Executive Committee. The Committee of Management shall establish an Executive Committee chaired by the Chair and comprising a minimum of three Directors. The Executive Committee may exercise all such powers of the Corporation as shall from time to time be delegated by the Committee of Management. A majority of the members of the Executive Committee shall constitute a quorum for a meeting of the Committee.

ii. Other Committees. The Committee of Management may at any time establish or dissolve by resolution any standing committee deemed necessary to assist in carrying out its responsibilities. Furthermore, it may appoint any special committee that it considers necessary for a specific task or project. The Committee of Management shall appoint a Director to chair any committee.

k. Robert's Rules of Order. All Directors, Committee of Management, and Committee meetings will be conducted following 'Robert's Rules of Order'. In the event of any conflict between the By-laws and 'Robert's Rules of Order; these By-Laws shall prevail.

6. Meetings of the Committee of Management.

a. Quorum. A majority of three (3) Directors shall constitute a quorum at any meeting of the Committee of Management.

b. Place. Meetings of the Committee of Management will be held in the Boardroom at Fairhaven or as determined by the Committee of Management.

c. Frequency. Meetings shall be held at a frequency determined by the Committee of Management.

d. Calling Meeting. Meetings of the Committee of Management may be called by any Officer or by any Directors.

e. Notice. Directors shall be notified not less than two days before any Committee of Management meeting. Notice of any meeting of the Directors stating the time and the place where it is to be held shall be served personally, by courier or by electronic means, upon each Director not less than two days before the meeting. The notice of any meeting shall state the purpose(s) of the proposed meeting, and business transacted at all such meetings shall be confined to the subjects stated in the notice, and matters related thereto. No notice shall be required if all Directors are present or if those absent have waived in writing the requirement for notice. The Committee of Management may appoint a day or days in any month or months for regular meetings at a set hour and no notice need be sent for such meeting.

f. Voting. Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director present shall have one vote except for the Chair who shall vote only to break a tie. All votes at such meeting shall be taken by ballot if so demanded by any Director present. If no such demand be made, the vote shall be taken by a show of hands. A declaration by the Chair 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 interest of saving time and where there is an obvious consensus and no vote is requested, the Chair shall have the discretion to recognize the consensus and avoid a vote.

g. Confidentiality. Unless otherwise directed by a resolution of the Committee of Management, matters brought before the Committee of Management shall not be treated as confidential. With respect to matters directed to be treated as confidential, Directors, appointees of the Committee of Management, and employees of Fairhaven shall respect the confidentiality of matters brought before the Committee of Management and the privacy of individuals, keeping in mind that unauthorized statements could adversely affect the interests of Fairhaven. All closed sessions will be declared under the *Municipal Act, Section 239 (2): (a) Personal matters about an identifiable individual, including municipal or local board employees.*"

h. Attendance at Meetings. All meetings of the Committee of Management and its committees are open to Directors, Honourary and Ex Officio Directors, and adjunct advisors. At the discretion of the Chair, the Executive Director may invite selected managers to participate in Board meetings for particular items to render specialist knowledge, to respond to questions or to familiarize themselves with the issue(s) being addressed by the Committee of Management. A Director connected via audio or video technology to a Committee of Management or committee meeting shall be considered to be attending the meeting. Committee

of Management committee meetings are open to the members of the committee, Directors, Honourary and Ex Officio Directors, adjunct advisors and individuals invited to the meetings with the consent of the Chair of the committee.

7. Duties of Officers. The Chair, the Vice-Chair, the Treasurer, and the Executive Director are Officers of the Corporation for the duration of their appointment. One person may hold more than one office. At its discretion, the Committee of Management may appoint additional officers of the Corporation for terms not to exceed one year subject to renewal by the Committee of Management. The Committee of Management may remove and discharge any officer of the Corporation and elect or appoint another or others in their place or places. Unless otherwise determined by the Committee of Management, the Executive Director shall act as the Secretary of the Corporation. The duties of Officers are as follows:

a. Chair. The Chair shall, preside at all meetings and the Executive Committee. In his absence, meetings of the Committee of Management will be chaired by the Vice-Chair. Otherwise the meeting will be chaired by a Director chosen by the meeting attendees.

b. Vice-Chair. The Vice-Chair shall preside at all meetings during the absence of the Chair.

c. Treasurer. The Treasurer is responsible for monitoring the financial activities of the Corporation and shall perform such other duties as may from time to time be determined by the Committee of Management.

d. Executive Director. The Executive Director shall have responsibility for the overall management of Fairhaven. She shall conduct the day-to-day operations of the Corporation in accordance with government standards, the By-laws of the Corporation, and the framework of directives and policies established and approved by the Committee of Management. She shall report to the Committee of Management and shall attend all meetings of the Committee of Management and Executive Committee.

e. Resignation. Any Director may resign by delivering a written resignation to the Chair of the Committee of Management.

f. Removal. Any Director may be removed from membership in the Corporation any time by a vote of three-quarters of the Committee of Management or by the Mayor of Peterborough or Warden of the County of Peterborough by written notice.

8. Meetings of Members.

a. Quorum. A quorum for transaction of business at a Meeting is three (3) Directors present in person.

b. Special Meeting. Business transacted at all Special Meetings shall be confined to the subjects stated in the notice and matters related thereto. Special Meetings for any purpose shall be called by the Chair, in writing of any Directors, or one-third of the Directors. Requests to hold a Special Meeting shall in all cases state the purpose of the proposed meeting.

c. Voting. Only Directors in good standing may vote at a Special Meeting. A Director shall have only one vote on each motion. The Chair shall vote only to break a tie.

9. Indemnification. Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and other personal representative, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- i. all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or in respect of any such liability provided such Director or Officer or other person acted honestly and in good faith with respect to such matter; and
- ii. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

10. Conflict of Interest.

a. Every Director or Officer shall declare any conflict of interest with Fairhaven and in particular his or her interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with Fairhaven at a meeting of the Directors.

b. Every Director or Officer who has a conflict of interest or any direct or indirect interest in a contract or proposed contract with Fairhaven shall declare his or her interest at the meeting of Directors at which the question of entering into the contract is first taken into consideration, or if the Director or Officer is not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he or she becomes so interested, and in the case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Directors held after he or she becomes so interested.

11. Consultants and Contractors. The Committee of Management may appoint consultants, advisors and agents as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be determined by the Committee of Management at the time of such an appointment. The remuneration of such persons shall be established by the Committee of Management by resolution.

12. Execution of Documents. Deeds, transfers, licenses, contracts and engagements in value in excess of an amount determined from time to time by the Committee of Management shall be signed by any two Officers. Other contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Executive Director. The Committee of Management 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.

- 13. Cheques, etc.** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Fairhaven, 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 Committee of Management.
- 14. Deposit of Securities for Safekeeping.** 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 Committee of Management upon such terms and conditions as the Committee of Management shall determine.
- 15. Borrowing.** The Committee of Management may from time to time:
- i. borrow money on the credit of the Corporation;
 - ii. issue, sell or pledge securities of the Corporation or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation to secure any such securities or any money borrowed; or any other debit any other debt or any other obligation or liability of the Corporation, in such amounts and on such terms;
 - iii. delegate to one or more of Directors as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this By-Law to such extent and in such manner as the Directors shall determine at the time of each such delegation.
- 16. Financial Year.** Unless otherwise determined by the Committee of Management, the financial year of the Corporation shall end on the 31st day of December each year.
- 17. Appointment of Auditor.** The Directors shall appoint an auditor to audit the accounts and the annual financial statements of the Corporation for report. The remuneration of the auditor shall be authorized by the Committee of Management.
- 18. Amendments.** The By-Laws of the Corporation may be enacted, amended or repealed by a majority of Directors present at a meeting of the Committee of Management called for that purpose and approved by an affirmative vote of at least two-thirds of the Directors.

Passed and approved by the Committee of Management this **9th** day of March, 2011.



Chair, Committee of Management