

**A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE BUSINESS AND AFFAIRS OF**

SILVER LAKE MENNONITE CAMP INC.

BE IT ENACTED and it is hereby enacted as a by-law of

SILVER LAKE MENNONITE CAMP INC.

(Hereinafter called the “Corporation”) as follows:

Mission Statement

1. Silver Lake Mennonite Camp, as an extension of Mennonite Church Eastern Canada, strives to provide an enjoyable setting where spiritual and personal growth are fostered and Christian values and teachings are emphasized. This occurs primarily during an organized summer children’s camp program. As well, during related retreat functions in the off-season, opportunities are provided to meet the needs of youth and adults. Community living, personal discovery, outdoor skills and environmental caring are of primary focus.

Registered Office

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

Board

3. The affairs of the Corporation shall be managed by a board of eight (8) directors, each of whom at the time of his or her election or appointment or within Ten (10) days thereafter and throughout his or her term of office shall be a Member of the Corporation.

Composition of Board

4. The Board shall be composed as follows:

(a) One (1) director shall be nominated and elected exclusively by Mennonite Church Eastern Canada or its successors (“MCEC”) for a three year term dating from the first Board meeting at which such director is present. The election of this director is not required to take place at an annual meeting of Members, and a letter or other written communication from the executive minister or moderator of MCEC to the Chair shall be conclusive evidence of this election. MCEC shall not cast a vote in the election of any other directors.

(b) One (1) director shall be elected by the Staff for a one year term from the date of his or her election or until his or her successor is elected, whichever comes first. The election of this director shall take place at a regular staff meeting in July or August each year. Staff shall not cast a vote in the election of any other directors.

(c) Six (6) directors shall be elected by the Members of the Corporation, and retire in rotation as follows:

(i) At the annual meeting of the Members of the corporation at which this by-law is confirmed,

(A) two (2) of the directors shall be elected to hold office until the first annual meeting of the Members of the Corporation after their election,

(B) two (2) of the directors shall be elected to hold office until the second annual meeting of the Members of the Corporation after their election, and

(C) two (2) of the directors shall be elected to hold office until the third annual meeting of the Members of the Corporation after their election.

(ii) Directors elected pursuant to this subsection (c) shall subsequently be elected for a term of three years from their election or until the meeting after such date, whichever comes first. The election may be by a show of hands unless a ballot be demanded by any Member.

(b) The Board may, from time to time, appoint *ex-officio* directors without voting rights.

Nominations of Directors

5. The board may appoint a nominating committee to identify candidates for election to the Board. In addition, any Member may nominate a Member for election to the Board, provided that such nomination is received by the Chair at least seven days prior to an annual meeting includes written confirmation from the nominee that he or she is willing to serve as a director.

Length of Service

6. No director shall hold office for more than six consecutive years, provided that a director that is incumbent at the expiry of six such consecutive years shall remain in office until the next annual meeting of the Members of the Corporation.

Removal of Directors

7. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her

term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

Vacancies, Board

8. Vacancies on the Board, 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 annual 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 meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Quorum And Meetings, Board

9. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or Vice-Chair or by the Secretary on direction of the Chair or Vice-Chair, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. 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.

Means of Meetings

10. If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.

Errors In Notice, Board

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

Voting, Board

12. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his or her original vote, shall have a second or casting vote. All votes at 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 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. In the absence of the Chair his or her duties may be performed by the Vice-Chair or such other director as the board may from time to time appoint for the purpose.

Powers

13. The directors of the Corporation 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 charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, but subject to section 32 below, 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, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Indemnification of Directors and Officers

14. Every director or officer of the Corporation and his or her heirs, executors and administrators and estate and effects, 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: (a) all costs, charges and expenses whatsoever that such director or officer sustains or in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his or her office; and, (b) all other costs, charges and expenses that he sustains or incurs in or in relation to the affairs

of the Corporation; except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

Remuneration Of Directors

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

Officers Of Corporation

16. There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board may determine from time to time. One person may hold more than one office except the offices of Chair and Vice-Chair. The Chair and Vice-Chair shall be elected by the Board from among their number at the first meeting of the board after the annual election of such Board, 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 Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

Duties Of Chair And Vice-Chair

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

Duties Of Secretary

18. The Secretary shall be ex officio clerk of the Board. He or she shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board.

Duties Of Treasurer

19. The Treasurer, or person performing 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 moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. He or she shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of him, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board.

Duties Of Other Officers

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

Committees

21. The Board may establish standing committees to support particular functions of the Corporation such as personnel, property, programme and fundraising, and may appoint directors to serve as the chairs of or Board representative on such committees. Other members of standing committees need not be directors of the Corporation.

Execution Of Documents

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

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair, Vice-Chair, Treasurer or by any person authorized by the board.

The Chair, Vice-Chair, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board 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 provisions to the contrary contained in the by-laws of the Corporation, the Board 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.

Books And Records

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

Membership

24. The membership shall consist of the classes of members set forth below:

(a) MCEC

MCEC shall be a member of the Corporation. Except as specified in section 4(a) above, MCEC shall have one vote on items of business arising at annual and special meetings of the members of the Corporation. The director elected by MCEC in 4(a) above is deemed to represent MCEC at any such meeting unless written notice appointing another representative of MCEC is received by the Chair from the moderator or executive minister of MCEC prior to the commencement of the meeting.

(b) Congregations

Congregations that are members of MCEC (each a “Congregation and collectively “Congregations”) are eligible for membership in the Corporation.

Congregations may each appoint one representative to attend and vote at meetings of members; such appointments shall be evidenced by notice or letter to the Corporation executed by the pastor or congregational chair of each respective Congregation.

(c) Individuals

Individuals who are:

- (i) members of a Congregation (for certainty, such Congregation need not be a member of the Corporation),
- (ii) a former employee or volunteer of the Corporation, or
- (iii) parents of children who have attended the summer camp program of the Corporation,

and who ascribe to the mission statement of the Corporation (each an “Individual” and collectively “Individuals”) are eligible for membership in the Corporation and shall form a separate class of members.

(d) Staff

Employees of the Corporation in the summer camp program shall be members of the Corporation for a term of one year dating from July 1 of any year in which they are employed by the Corporation.

Membership shall cease, in the case of any Member, upon the resignation of a Member in writing, and in the case of any member except for MCEC, as follows:

- (a) upon the death of a member,
- (b) if the member no longer qualifies for membership in accordance with this by-law,
- (c) at the discretion of the Board if the member has not attended two (2) consecutive annual meetings of members in person,
- (d) if the member has not paid its membership dues (if any) prior to or at the annual meeting of members, or
- (e) by a majority vote of Members at an annual or special meeting called pursuant to this By-Law.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

The Board may, from time to time, make rules regarding the form of application for membership, the delivery of such form, and the determination of the qualifications of any member.

Proxies

25. Votes at meetings of Members may be given by proxy, provided that the proxy represents no more than one other Member at such meeting. A proxy shall be executed by the Member authorized in writing. The Board may make rules, from time to time, regarding the lodging, delivery, and form of proxies. The Chair may, subject to any rules made as aforesaid, in the Chair's discretion, accept e-mail, written or facsimile communication as to the authority of any individual claiming to vote on behalf of and to represent a Member, provided that a proxy as stated above is lodged with the Corporation.

Dues

26. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board which vote shall become effective only when confirmed by a vote of at least two thirds of the members at an annual or other general meeting. If the Board fixes dues or fees that vary according to the class of membership, then such dues or fees shall require confirmation by at least two thirds of each class of member voting separately.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board.

Annual And Other Meetings Of Members

27. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the said directors shall appoint.

All business transacted at a special meeting or an annual meeting of members constitutes special business, except for consideration of the minutes of an earlier meeting, the approval of financial statements, the reports of directors and officers, the auditors' report or other financial review, the election of directors, and the appointment and remuneration of auditors.

The Board or the Chair or Vice-Chair shall have power to call at any time a general meeting of the members of the Corporation.

Notice of the time and place of a meeting of members shall be sent not less than fourteen (14) days before the date of the meeting:

- (a) to all member congregations of MCEC, whether or not such congregations are Members of the Corporation,
- (b) to each director,
- (c) to the auditor of the Corporation, if appointed, and
- (d) to all other members of the Corporation.

If special business is to be considered at a meeting, the notice to members must provide sufficient information for a member to form a reasoned opinion about the special business.

Error Or Omission In Notice

28. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member 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 or officer for any meeting or otherwise, the address or electronic mail address of any member, director or officer shall be his or her last address recorded on the books of the Corporation.

Adjournments

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

Quorum Of Members

30. A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) members present in person, including the members of the Board.

Voting Of Members

31. Subject to the provisions, if any, contained in the Letters Patent of the Corporation or otherwise in the by-laws, each member of the Corporation shall at all meetings of members be entitled to one vote. A representative of a Congregation or MCEC who is also an Individual shall vote in respect of the Congregation or MCEC only. No member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present except as otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman 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 majority of votes given by the members present, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

Fundamental Changes, Voting by Class

32. Any resolution arising at a meeting of members concerning:
- (a) an application to amend the Letters Patent of the Corporation or to obtain supplementary letters patent,
 - (b) an amendment to this by-law that would vary the voting rights or other rights of the members or any individual class of members,

- (c) the winding-up or dissolution of the Corporation, or
- (d) the sale of real property owned by the Corporation,

requires the approval of (i) MCEC, (ii) at least two thirds of the Congregations and (iii) at least two thirds of the Individuals present at such meeting, each group voting separately.

Financial Year

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

Cheques, Etc.

34. 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 and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation'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 Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

Deposit Of Securities For Safekeeping

35. 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. 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 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 from deposit or the proceeds thereof.

Notice

36. 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 or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or if mailed to him at his or her recorded address by prepaid air or ordinary mail, or if sent to him at his or her recorded address by any means of prepaid transmitted or recorded

communication, or by electronic mail. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and 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. Notices shall also be posted on any Internet site that the Corporation maintains. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

Borrowing

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

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

Wind-up or Dissolution

38. In the event that the Corporation is dissolved, and after the payment of all debts and liabilities, its remaining property shall, subject to any limitations imposed by law or the Letters Patent of the Corporation, be distributed to Mennonite Church Eastern Canada

Interpretation

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

Repeal of Prior Constitution

40. The constitution adopted by the members of the Corporation on November 5, 2005 is repealed as of the coming into force of this by-law, provided that such repeal does not affect the previous operation of said constitution so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred, or the validity of any contract or agreement made pursuant to such constitution prior to its repeal.