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Statutes of Ontario, 2000)*

An Act respecting Idlewyld Manor

Mr. Christopherson

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2nd Reading	December 20, 2000
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Royal Assent	December 21, 2000

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Preamble

Idlewyld Manor has applied for special legislation to alter its objects, powers and governance. The applicant represents that it was incorporated by special Act of the Province of Canada in 1852 as a corporation under the name The Trustees of Hamilton Orphan Asylum and that the objects of the corporation were to provide for the destitute orphans of the City of Hamilton. The applicant represents that its name, objects, and corporate powers were amended by *The Aged Women's Home of Hamilton Act, 1948*. The 1948 Act continued the Corporation under the name of The Aged Women's Home of Hamilton and expanded the objects to include providing care for aged women who are in need of care and to do all such other things as are incidental or conducive to the attainment of such objects. The applicant represents that the name of the corporation was changed to Idlewyld Manor by supplementary letters patent dated May 10, 1982. Idlewyld Manor is a registered charitable organization under the *Income Tax Act* (Canada).

It is appropriate to grant the application.

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

Definitions

1. In this Act,

“board” means the board of directors of the Corporation;

“Corporation” means Idlewyld Manor.

Idlewyld Manor continued

2. (1) Idlewyld Manor is continued as a corporation without share capital under the name of “Idlewyld Manor”.

Membership

(2) The Corporation consists of the members of its board and such other persons as the board in its discretion may from time to time approve for membership in the Corporation.

Objects

3. (1) The objects of Idlewyld Manor are,

(a) to provide both short-term and long-term care, services, programs and residential living accommodations to adults who as a result of physical or mental frailty require care and assistance;

(b) to establish and provide respite services and community health programs to members of the Idlewyld community and to establish and provide such services and programs in association with other persons, corporations, or facilities, if the board determines that such associations are necessary;

(c) to do all such other things as are incidental or ancillary to the attainment of such objects.

Definition

(2) In clause (1) (b),

“Idlewyld community” means the residents of Idlewyld Manor and residents of the territory served by Idlewyld Manor as decided by the board from time to time.

Board of directors

4. (1) The Corporation shall have a board of directors composed of not less than seven members and not more than 15 members as determined by by-law.

Transition

(2) The directors immediately before the coming into force of this Act continue to hold office until the completion of their terms.

Election

(3) The directors shall be elected by the members of the Corporation for such terms, not exceeding five years, as the Corporation may establish by by-law, and, subject to the by-laws, they may be elected for further terms.

Officers

(4) The Corporation shall have the following officers:

1. The chair.
2. The vice-chair.
3. The immediate past chair.
4. The executive director.
5. The treasurer.
6. The secretary.
7. Such other persons as may be nominated by the board from time to time to be officers of the Corporation.

By-laws

5. (1) The board may pass such by-laws as are necessary to conduct the business and carry out the objects of the Corporation.

Same

- (2) Without limiting the generality of subsection (1), the board may pass by-laws,
- (a) regulating the calling of, and the procedure at, meetings of the board, the quorum for meetings of directors, and fixing the time and place of the meetings;
 - (b) regulating the election of directors, filling of vacancies on the board, and removal of directors from office;
 - (c) providing for staggered terms of office for directors and for their election and retirement in rotation;
 - (d) regulating the appointment, functions, powers, duties, remuneration and removal of officers, employees and agents of Idlewyld Manor.

Confirmation required

- (3) The following rules apply to a by-law:
1. Subject to these rules, a by-law passed by the board takes effect when it is passed by the board.
 2. A by-law passed by the board must be submitted to the members of the corporation at either a general meeting called for the purpose or at the annual general meeting that follows the passage of the by-law.
 3. If a by-law fails to win confirmation, it ceases to have effect from the time of the meeting at which it fails to win confirmation.
 4. If a by-law fails to win confirmation, no new by-law of the same nature passed by the board has any effect until confirmed by a general meeting of the members of the Corporation.

Quorum

(4) A majority of the members of the board constitutes a quorum unless the by-laws provide otherwise.

Same

(5) The by-laws shall not provide for a quorum of less than four members of the board.

Annual meeting

6. The annual meeting of the corporation shall be held between April 1 and June 1, in each year on a day fixed by the board.

Notice of meeting

7. Notice of the annual meeting or any other meeting of the Corporation shall be given in the manner set out in the by-laws of the Corporation.

Committees

8. The board may from time to time establish committees and delegate to any committee any of the powers of the board.

Powers

9. (1) The board shall govern the Corporation and manage its affairs and may exercise such powers as are necessary to carry out its duties.

Same

- (2) Without limiting the generality of subsection (1), the board may,
- (a) borrow from time to time in the name of the Corporation such sums as in the opinion of the board may be required for the purposes of the Corporation and in the name of the Corporation may charge, hypothecate, mortgage or pledge any or all of the real and personal property and assets of the Corporation to secure any borrowed money or any other debt or liability of the Corporation, and may in the name of the Corporation issue debentures for any money so borrowed in such sums, at such rate of interest, and for such periods as the Board may deem expedient;
 - (b) transfer any or all funds, real property, personal property, stocks, bonds, debentures and other securities as have been received by the Corporation by way of gift, devise or bequest, to an associated foundation whose objects are to receive, maintain, manage, control and use such assets solely for Idlewyld Manor;
 - (c) receive and use donations of property, whether by gift, testamentary disposition, deed, or trust and, unless otherwise provided by a donor, to convert any property held by or on behalf of Idlewyld Manor into any other form and for that purpose to sell or otherwise dispose of it;
 - (d) convert any real or personal property held by or on behalf of the Corporation into any other form and for that purpose to sell or otherwise dispose of it;
 - (e) acquire by purchase, lease, contract, grant, gift, bequest or otherwise personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;
 - (f) acquire by purchase, lease, contract, grant, gift, bequest or otherwise real property and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation for carrying on its charitable undertaking, and, when no longer so necessary to sell, dispose of and convey the same or any part thereof;
 - (g) co-operate, liaise, and contract with other organizations, institutions or agencies with similar or complementary objects to that of the Corporation.

Remuneration

10. Members of the board shall serve without remuneration but may be paid for reasonable expenses incurred by them in the performance of their duties as members of the board in such amounts as must be approved by the board.

Investments

11. When making investments, the board shall be governed by the provisions of the *Trustee Act* respecting investments by trustees, with necessary modifications.

Repeals

12. *An Act to incorporate the Trustees of The Hamilton Orphan Asylum, Statutes of the Province of*

Canada, 1852, being chapter 67, and The Aged Women's Home of Hamilton Act, 1948, being chapter 100, are repealed.

Commencement

13. **This Act comes into force on the day it receives Royal Assent.**

Short title

14. **The short title of this Act is the *Idlewyld Manor Act, 2000.***