

BY-LAW NUMBER 1

A by-law relating generally to the affairs of

THE INDEPENDENT LIVING CENTRE OF WATERLOO REGION,

a corporation without share capital incorporated under the Ontario Corporations Act.

PURPOSE

To support persons with disabilities by

- < facilitating individual growth towards greater independence
- < creating opportunities to make informed choices
- < assisting in the removal of barriers to full participation in the community
- < improving the capacity of caregivers to assist and support them
- < helping to increase the community's acceptance and integration of them

VISION

Together, Freedom Through Access and Choice

GENERAL

1.00 INTERPRETATION

In this by-law and all other by-laws and resolutions of the Corporation, unless the context

requires otherwise:

1.01 Board: means the Board of Directors of the Corporation;

1.02 Corporation: means Independent Living Centre of Waterloo Region;

1.03 Corporations Act: means the Ontario Corporations Act, R.S.O. 1990 c.38, and any statute which amends or is passed in substitution for that Act;

1.04 Directors: means the Board of Directors for the Corporation;

1.05 Special Resolution: means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a General Meeting of the Members of the Corporation duly called for that purpose, or in lieu of such confirmation, by the consent of all of the Members entitled to vote at such meeting;

1.06 Singular/Plural: The singular includes the plural;

1.07 Corporations Act Definitions: All terms defined in the Corporations Act have the same meaning in this by-law and all other by-laws and resolutions of the Corporation;

1.08 Consumer: means a person who uses the services of the Corporation or the family or immediate care provider of a person who uses the services;

1.09 Member: means persons or organizations interested in advancing the causes of the Corporation, who have been approved by the board, ratified by the membership, and have paid their annual dues.

1.10 Letters Patent: means the Letters Patent and any Supplementary Letters Patent of the Corporation.

1.11 Headings: the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in interpreting the terms or provisions hereof or to be construed in any way so as to clarify, modify or explain the effect of any such terms or provisions.

1.12 By-laws: means any By-law of the Corporation from time to time in force and effect;

2.00 HEAD OFFICE

The head office of the Corporation shall be in the Regional Municipality of Waterloo, in the Province of Ontario.

The Directors may, from time to time, determine the specific location of the Head Office in that place.

3.00 SEAL

The seal, an impression of which is stamped in the right margin here, shall be the corporate seal of the Corporation.

4.00 BOARD OF DIRECTORS

4.01 Governance of the Corporation

The Board shall govern the Corporation's affairs.

4.02 Powers of the Board of Directors

(i) Except as in Part (ii) the Directors may exercise the Corporation's powers on its behalf.

The Corporation's powers are those it may exercise under the Act, the Letters Patent, any Supplementary Letters Patent, and otherwise at law.

(ii) The Directors may not exercise any power that they are restricted from exercising by a by-law of the Corporation, by the Members, or by law.

(iii) The powers which the Directors may exercise on behalf of the Corporation include but are not limited to the power to:

- a) enter into contracts or agreements;
- b) execute documents;
- c) make financial and banking arrangements;
- d) authorize expenditures;
- e) take such steps as are necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever;
- f) appoint agents and engage employees who shall have authority and perform duties as shall be prescribed by the Board;
- g) borrow in accordance with Paragraph 11.00.

(iv) The Board may from time to time appoint Committees as it deems necessary or appropriate with powers as the Board sees fit. Any such Committee may formulate its own rules or procedures, subject to such regulations or directions as the Board may from time to time make. Any Committee Member may be removed by resolution of the Board.

4.03 Decisions Made at Board of Directors Meetings

(i) The Directors must make decisions for the Corporation at a meeting of the Board of Directors at which a quorum is present.

(ii) Notwithstanding 4.03(i), a resolution consented to by all of the Directors is as valid and effective as if passed at a Meeting of the Directors held for that purpose.

(iii) If all the Directors consent, a meeting of the Directors may be held by means of such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate simultaneously and instantaneously and a Director participating in such meeting by such means is deemed to be present at that meeting.

4.04 Number and Representation of Directors

The Board shall consist of the number of Directors set out in the Letters Patent or such other number of Directors as may be determined from time to time by Special Resolution. At least 51% of the Directors shall be persons with a disability and at least one Director shall be chosen to maintain a connection to the original vision and heritage of the organization (the Local Mennonite community and Mennonite Central Committee).

4.05 Board Governance Committee

.01 Appointment of the Board Governance Committee

The Directors shall appoint the Officers, as defined in 5.00, and other Directors as they see fit, to form a Board Governance Committee for the current term of office. The Board Governance Committee is known as the Executive Committee in the Corporations Act.

.02 Duties of the Board Governance Committee

The Board Governance Committee shall:

- (i) deal with any governance-related tasks assigned by the Board;
- (ii) ensure proper orientation, training and evaluation of Directors;
- (iii) prepare a slate of nominees for board vacancies, to be recommended to the membership at the Annual General Meeting;
- (iv) not act independently of the Board; and
- (v) perform any other duties assigned by the Board.

.03 Minutes of the Meetings

The Board Governance Committee shall record the minutes of its Meetings and present those minutes to the Board of Directors at its next meeting.

4.06 Qualifications of Directors

Each Director shall:

- (i) be at least eighteen years of age;
- (ii) be an ordinary member of the Corporation;
- (iii) not hold a paid position with the Corporation;

(iv) not have a close family relationship with another Director or member of the paid staff. Close family relationships include, but are not limited to; spousal relationships, relationships between domestic partners, parental relationships, in-law relationships, sibling relationships;

(v) be a person interested in furthering the objectives of the Corporation.

4.07 Election of the Board of Directors

.01 Eligible Candidates

Persons meeting the qualifications of Directors are eligible for election to the Board. Subject to 4.08, a Director is eligible for re-election for a consecutive term of office if the candidate otherwise qualifies to be a Director.

.02 Election by the Members

The Members of the Corporation shall elect the Directors.

.03 When Election Held

The election of the Directors shall be held annually at a General Meeting of the Members of the Corporation.

.04 Nominations

The Board shall prepare a recommended slate of persons for election as Directors to the General Meeting of Members at which Directors are to be elected. In preparing their recommendations, the Board shall employ reasonable efforts to provide a slate of individuals representing a broad range of skills, experience and background.

Members may nominate persons for election as Directors. Nominations may be made to the Board Secretary one month prior to the Members' meeting at which the Directors are to be elected.

.05 Method

The election of the Directors may be by a show of hands unless a Member demands that the election be held by ballot.

4.08 Directors Term of Office

A Director's term of office is three years. A Director may serve for three complete consecutive terms. In exceptional circumstances, and if it is judged by the Board of Directors acting in consensus or majority to be in the best interest of the corporation, the third and final term may be extended by increments of one (1) year to a maximum of no more than three (3) years in any circumstance.

If an election of the Directors is not held as required according to the terms provided for in these Bylaws, the Directors continue in office until their successors are elected.

4.09 Validity of Acts of Directors

The acts of a Director are valid even if a defect in the Director's appointment or qualification is discovered afterwards.

4.10 Quorum

A majority of the Directors, but not less than six, constitutes a quorum at a meeting of Directors.

4.11 Filling Vacancies on the Board of Directors

.01 When There is a Quorum of Directors in Office

If there is a quorum of Directors in office, those Directors remaining may fill any vacancy on the Board for the remainder of that term by passing a resolution appointing a new Director.

.02 When There is not a Quorum of Directors In Office

If there is not a quorum of Directors in office the remaining Directors in office shall forthwith call a General Meeting of the Members to fill the vacancies on the Board. If the Directors then in office fail to call the Meeting or if there are no Directors then in office, any Member may call the General Meeting.

4.12 Ceasing to be a Director

A person ceases to be a Director of the Corporation upon:

- (i) death;
- (ii) resignation;
- (iii) removal; or
- (iv) becoming unqualified in accordance with 4.06; or
- (v) when specified in the notice, in accordance with 4.13.

4.13 Resignation of Directors

A Director may resign from office by giving notice to the Board Secretary, or, in the Secretary's absence, to any other officer.

4.14 Removal of Directors

A Director may be removed from office at a General Meeting of the Members when:

(i) the Director has failed to meet the Qualifications of a Director of the Corporation as provided in Section 4.06

(ii) notice has been given to the Members of:

a) the General Meeting, and of

b) the intention to pass a resolution to remove the Director at that Meeting, and

(iii) a resolution to remove the Director, stating the reason(s) for removal, has been passed at the General Meeting by at least two-thirds of the votes cast.

Once a Director has been removed by the Members, the Members may elect any eligible person to fill the vacant place by a majority of the votes cast at the General Meeting.

4.15 Meetings of the Board of Directors

.01 First Yearly Meeting of the Board of Directors

The Board of Directors shall hold a Board Meeting following the Annual Meeting of the Corporation for the purpose of the election and appointment of officers, and the transaction of any other business.

.02 Regular Meetings of the Board of Directors

The Board of Directors may designate days and times during the year for Regular Meetings of the Board of Directors.

.03 Special Meetings of the Board of Directors

The Board of Directors may hold Special Meetings other than the First Yearly Meeting and the Regular Meetings.

.04 Closed Meetings of the Board of Directors

The Board may from time to time conduct closed meetings to deal with matters of a sensitive or litigious nature. A closed meeting will include only Directors of the Corporation and such others as are specifically invited by the Directors.

.05 Notice of Meetings of the Board of Directors

(i) Regular Meetings:

No further notice of Regular Meetings is required once the Board of Directors has passed the resolution stating the days and the times of Regular Meetings.

(ii) First Yearly and Special Meetings:

Notice of the First Yearly special Meeting and other Meetings of the Board of Directors must be given to all Directors by the Secretary or, in the Secretary's absence, by the President or the Vice-President. The notice must include the date and the time of the meeting. The notice must be received not less than ten days before the Meeting.

(iii) No notice if All Present or Consent

No formal notice of a Meeting is necessary if all of the Directors are present at the Meeting and have waived notice or have consented to it being held in their absence.

(iv) Errors or Accidental Omissions in Notice

An error or accidental omission in the giving of notice for a Meeting of the Board of Directors does not invalidate the Meeting or any proceeding taken at it.

.06 Place of Meetings of the Board of Directors

Meetings of the Board of Directors shall be held where the Head Office of the Corporation is or at some other place as determined by the Board from time to time.

.07 Who May Call Meetings of the Board of Directors

Any two Directors may call the First Yearly Meeting or another Meeting by requesting that the Secretary or, in the Secretary's absence, the President or the Vice-President, give notice of the Meeting to the Directors.

4.16 Resolutions and Voting at Meetings of the Board of Directors

The Directors must vote on any resolution made at Meetings of the Board

Resolutions are decided by a majority of votes.

The Chair has no vote. In the case of a tie, the Chair shall cast a deciding vote.

Voting is done by a show of hands. Voting on a resolution or for a Meeting shall be done by ballot if a Director present requests that.

A statement by the Chair or an entry in the minutes of the Meeting that a resolution has been passed is proof of that fact, without proof of the number of votes cast or of the proportion of the votes for or against any resolution.

4.17 Remuneration of Directors

Directors will not be paid for their duties, however they may be reimbursed for reasonable

expenses incurred by them in the performance of their duties.

4.18 Conflict of Interest

Every Director who is in any way directly or indirectly interested in a contract or a proposed contract with the Corporation shall:

(i) declare the interest at the first Meeting of the Directors after at which the interest arises;

(ii) request that the declaration be recorded in the minutes of that Meeting and leave the room for the discussion; and

(iii) not vote on any resolution concerning the contract or the proposed contract.

4.19 Liability of Directors

Every Director of the Corporation when exercising the powers and discharging the duties of a

Director must:

(i) act honestly, in good faith, and in the best interest of the Corporation;

(ii) carry out the duties as a reasonable person would in the circumstances; and

(iii) comply with the Act, its regulations, any amendments to the Act or its regulations, all other applicable law, the Letters Patent, any Supplementary Letters Patent, and the Bylaws of the Corporation.

4.20 For the Protection of Directors and Officers

Except as otherwise provided in the Act no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security

in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

4.21 Indemnities to Directors and Officers

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrator, 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 which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

(b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

5.00 OFFICERS

5.01 Officers

The Officers of the Corporation are the President, Secretary, Vice-President and Treasurer, Past-President, and other Officers that the Board determines from time to time.

5.02 Election or Appointment of the Officers

.01 Qualifications

All Officers except the Secretary shall be both Directors and Members of the Corporation.

The Executive Director shall be the Secretary but not a Director of the Corporation.

.02 Election or Appointment

The Directors shall elect a President from among themselves.

The Past-President shall serve for the term of at least one year following the expiration of his/her term as President.

The Directors shall elect the Vice-President and any other Officers, except the Secretary, from among themselves.

.03 When Election or Appointment Held

The election and appointment of Officers shall be held at a Meeting of the Directors following the election of the Directors.

5.03 Validity of Acts of Officers

The acts of an Officer are valid even if a defect in the Officer's appointment or qualification is discovered afterwards.

5.04 Officer's Term of Office

An Officer's term of office is one year or until a successor is elected or appointed.

5.05 Duties of the Officers

.01 President

The President shall:

(i) when present and able, chair all meetings of the Board of Directors and all meetings of the

Members;

(ii) supervise the affairs of the Corporation;

(iii) sign all documents requiring the President's signature;

(iv) ensure that the minutes are an accurate reflection of the meetings.

(v) perform any other duties assigned by the Board; and

.02 Secretary

The Secretary shall:

(i) give any notice required to be given at Meetings of the Board of Directors and of the

Members;

(ii) attend all Meetings of the Board of Directors and the Members, and ensure that all facts and minutes of those meetings are recorded in books kept for that purpose;

(iii) keep and maintain the following documents:

a) a copy of the Letters Patent, Supplementary Letters Patent, any memorandum of agreement, and a copy of any other statute the Corporation is subject to;

b) all by-laws and Special Resolutions;

c) a register of the Members setting out the names in alphabetical order of persons who are or have been Members within the past ten years and their addresses while they were Members; and

d) a register of Directors setting out the names and addresses and occupations of all persons who are or have been Directors, and the dates they became and ceased to be

Directors;

(iv) be custodian of the Corporate Seal, and of all books, records, correspondence and documents of the Corporation;

(v) receive any Director's resignations; and

(vi) perform any other duties assigned by the Board.

.03 Vice-President and Treasurer

The Vice-President shall:

(i) perform the President's duties when the President is absent or unable to perform them;

and,

(ii) ensure that proper books of account and accounting records are maintained for all financial and other transactions of the Corporation, including records of:

a) money received or paid by the Corporation and the matter to which the receipt or payment relates;

b) sales and purchases of the corporation;

c) assets and liabilities of the Corporation; and

d) any transactions affecting the financial position of the Corporation;

(iii) perform any other duties assigned by the Board.

.04 Past-President

The Past-President shall:

(i) perform any duties assigned by the President; and

(ii) perform any other duties assigned by the Board.

5.06 Ceasing to be an Officer

A person ceases to be an Officer of the Corporation upon:

(i) death;

(ii) resignation; or

(iii) removal.

.01 Resignation of Officers

An Officer may resign from office by giving written notice of resignation to the Secretary, or in the Secretary's absence, to any other officer. A resignation is effective when so received or when specified in the notice, if later.

.02 Removal of Officer

An Officer may be removed from office before the Officer's term expires for failure or inability to perform the duties of the office, or for failure to meet the qualifications of the office.

An Officer may be removed from office by a resolution passed for that purpose at a Meeting of the Directors.

.03 Filling a Vacant Office

Where an Officer's position becomes vacant, the Directors shall appoint a replacement to serve for the unexpired portion of the term.

6.00 MEMBERS

6.01 Eligibility for Membership

The following persons are eligible for membership in the corporation:

- (i) the Applicants for Incorporation;
- (ii) persons and organizations who support the objects of the Corporation, and;
- (iii) any other persons considered eligible by the Directors.

6.02 Admission into Membership

Persons shall be admitted into membership by a resolution of the Board of Directors, confirmed by the Members at the Annual General Meeting.

6.03 Member Privileges

- (i) Members are entitled to one vote at any Meeting of the Members of the Corporation and are eligible to be Directors; Members who hold a paid position with the Corporation are not entitled to vote nor to become a Director.
- (ii) Honorary Members are persons admitted by a resolution of the Board of Directors and may include consumers, volunteers or any persons who in the opinion of the Board have made an outstanding contribution to the development of the Corporation.

Honorary Members are not required to pay any dues and are admitted for life or a lesser term as stated in the resolution. Honourary Members shall have the same privileges as Members.

6.04 Membership Dues

The Board may by resolution, set annual membership dues which, if set, shall be a prerequisite to membership in the Corporation.

6.05 Termination of Membership

A membership terminates:

- (i) on the death of the Member;
- (ii) when notice of the Member's resignation has been given to the Secretary;

(iii) when the Member is removed by a resolution of the Board of Directors;
or,

(iv) when the Member fails to pay the membership fee within 30 days of request for payment.

7.00 MEETINGS OF MEMBERS

7.01 Annual General Meeting

The Annual Meeting of the Corporation will take place at the call of the Board of Directors, but no later than six months after the end of the fiscal year. Business transacted at the Annual

Meeting will include:

(i) accepting roster of new members;

(ii) electing Directors ;

(iii) receiving reports of the Auditor and any other person that the Directors have required to make a report;

(iv) appointing the Auditor for the coming year;

(v) ratifying board actions for the past year;

(vi) addressing any other matters properly brought before the meeting.

7.02 General Meeting

The Directors may call a General Meeting of the Members to address any issue. The general nature of the issue must be stated in the notice of the meeting.

7.03 Notice of Meetings of Members

Notice of a Meeting of the Members shall:

(i) be given to all Members who are entitled to notice of the Meeting;

(ii) be given to each member individually by mail, fax, telephone or electronic communication, ten or more days prior to the date of the Meeting;
and,

(iii) include the date, time and place of the Meeting, and the general nature of the matters to be dealt with.

7.04 Quorum of Members

A quorum for the transaction of business at any Meeting of the Members shall consist of not less than twenty (20) Members present in person.

7.05 Resolutions and Voting

(i) Every question proposed at a Meeting is decided by a majority of the votes cast.

(ii) Unless a poll is demanded by any Member, questions shall be decided by a show of hands.

(iii) In the case of a tie, the Chair of the Meeting shall be entitled to cast the deciding vote.

(iv) Robert's Rules are observed except where this By-Law has superseded them.

7.06 Adjournment

Any Meeting of Members may be adjourned to any time. Any issues to be dealt with at a Meeting can be dealt with at an adjourned meeting. No notice is required of adjournment of meetings.

7.07 Error in Notice

No error or omission in giving notice of any meeting of Members shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

8.00 EXECUTION OF DOCUMENTS

8.01 Generally

Subject to any other provisions elsewhere in the by-laws, the Letters Patent, or any Supplementary Letters Patent, documents to be signed by the Corporation may be signed on its behalf by any two Officers.

The Board may by resolution appoint any person to sign documents generally or to sign specific documents on the Corporation's behalf.

8.02 Corporate Seal

Persons authorized to sign documents on the Corporation's behalf are required to impress the Corporate Seal on those documents requiring it.

8.03 Books and Records

The Board shall see that all necessary books and records of the Corporation, as required by law and by the by-laws are regularly and properly kept.

9.00 CONTRACTS

The Board of Directors may by resolution authorize that contracts generally, contracts of a certain type, or specific contracts be entered into on behalf of the Corporation,

- (i) by the person or persons authorized to do so by such resolution; and
- (ii) on the terms stated in the resolution.

10.00 BANKING

10.01 Authorized Persons

Any two of the persons authorized by a resolution of the Board of Directors, may carry out the banking transactions for the Corporation.

10.02 Financial Institution

The banking shall be conducted at the financial institution or institutions approved by resolution of the Board.

10.03 Authorized Activities

The persons authorized to complete the banking are authorized to:

- (i) set up and operate accounts or make other banking arrangements as necessary;
- (ii) execute any arrangements with the financial institution to facilitate the banking arrangements;
- (iii) deposit into the account of the Corporation all money and cheques and negotiable instruments payable to the Corporation;
- (iv) issue receipts for property received by the Corporation;
- (v) make and sign cheques on behalf of the Corporation;
- (vi) conduct other activities authorized by resolution of the Board.

11.00 BORROWING

11.01 Borrowing Power

The Board of the Corporation may from time to time:

- a) borrow money on the credit of the Corporation;

b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;

c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and

d) delegate the powers conferred on the Board under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the Board shall determine. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

11.02 Limits on Borrowing

The borrowing power is limited to borrowing money for current operating expenses.

11.03 Authorized Persons and Terms

The Board may by resolution authorize any Director, Officer, employee, or other person to make arrangements for borrowing on behalf of the Corporation for the amount authorized and on the terms stated in the resolution.

12.00 FINANCIAL YEAR

The fiscal year of the Corporation ends on March 31 of each year unless the Board changes it by resolution.

13.00 AUDITORS

The Members shall at each annual meeting, appoint an auditor to audit the accounts of the organization for report to Members who shall hold office until the next following annual meeting and report to Members at such meeting: provided, however, that the Directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed.

The remuneration of the auditor shall be fixed by the Directors. The Members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term

of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

14.00 BY-LAWS

14.01 Passing

A by-law and an amendment, a repeal, or a re-enactment of a by-law must be:

- (i) passed by a resolution of the Board; and,
- (ii) confirmed at a General Meeting of the Members called for the purpose of considering the by-law; or,
- (iii) confirmed in writing by all the Members entitled to a vote at the General Meeting; or,
- (iv) if not confirmed in the meantime, then, confirmed at the next annual General Meeting of the Members.

14.02 When Effective

A by-law and an amendment, a repeal or a re-enactment of a by-law is effective:

- (i) when passed and confirmed as in Part .01; and,
- (ii) until the next Annual Meeting of the Members if passed by the Board but not confirmed by the Members at the General Meeting.

14.03 Members' Powers

The Members in the General Meeting or the Annual General Meeting may confirm, reject, amend or otherwise deal with any by-law passed by the Directors and submitted to the Members for confirmation.

No acts done or rights acquired under a by-law are prejudicially affected by the rejection, amendment or other dealing with the by-law by the Members.

INDEPENDENT LIVING CENTRE OF WATERLOO REGION
BY-LAW NUMBER 1

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