

BY-LAW NO. 8

A by-law relating generally to the conduct of the
affairs of

PARENTS FOR COMMUNITY LIVING KITCHENER-WATERLOO INC.

BE IT ENACTED as By-law No. 8 of Parents for Community Living
Kitchener-Waterloo Inc. (herein referred to as the "Corporation") as follows:

The Board of Directors of the Corporation deem it expedient to amend
general by-laws No. 7 of the Corporation by repealing same and replacing same with the
following:

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BE IT ENACTED as a by-law of Parents for Community Living Kitchener-
Waterloo Inc. (the "Corporation") as follows:

1.00 INTERPRETATION

In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- .01 the singular includes the plural;
- .02 the masculine gender includes the feminine;
- .03 “Board” means the board of directors of the Corporation;
- .04 “Corporation” means Parents for Community Living Kitchener-Waterloo Inc.;
- .05 “Corporations Act” means the Corporations Acts, R.S.O. 1990, Chapter C.38, and any statute amending or enacted in substitution therefore, from time to time;
- .06 “documents”, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07 “Executive Committee” means a committee of Board members as more particularly described in section 8.02;
- .08 “Executive Officers” means the persons who hold the offices enumerated in section 6.01;
- .09 “Letters Patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- .10 “Member” means such persons admitted into membership of the Corporation as provided for in Section 7.01;

1.02 Headings used in the by-laws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.

1.03 If any of the provisions contained in this by-law are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent, as the case may be, shall prevail.

2.00 HEAD OFFICE

The head office of the Corporation shall be in Regional Municipality of Waterloo, in the Province of Ontario and at such place therein as the Board may from time to time determine.

3.00 SEAL

The seal, which is impressed hereon, shall be the corporate seal of the Corporation.

4.00 DIRECTORS

4.01 Board. The affairs of the Corporation shall be managed by a Board composed of eleven (11) each of whom shall be elected and retired in rotation as provided in section 5.00. Any increase or decrease in the number of directors shall be approved by special resolution of the members.

4.02 Elected Directors. Elected directors, subject to the provisions of section 4.04, shall be elected in the manner set out below in section 5.00, and each of whom shall hold office until the latter of the third annual meeting after the election to office or the day his successor has been elected.

4.03 Qualifications. Each director shall:

- .01 be at the date of, or become within ten (10) days after, his election, and thereafter remain throughout his term, a member of the Corporation who is qualified by the terms of section 7.01 to hold office;
- .02 be at least eighteen (18) years of age;
- .03 not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a member of the Corporation who is qualified by the terms of section 7.01 to hold office, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.04.

4.04 Vacancies. So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

4.05 Removal of Directors. The Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director elected by the Members before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any Member in his stead for the remainder of his term.

4.06 Quorum. A quorum for the transaction of business at meetings of the Board shall be not less than fifty (50) % plus one (1) of the members of the Board present, in person or in attendance by conference call, whereby all parties are able to hear and reply to the comments of other Board members.

4.07 Meetings. Meetings of the Board and of the Executive Committee may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the President, Vice-President or by the Secretary on direction in writing of two directors. The Board may appoint a day or days in any month or months for the regular meetings at an hour to be named. A directors' meeting may also be held, without written notice, immediately following the annual meeting of the Corporation. The Board shall hold a meeting within thirty (30) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

4.08 Notice. If the Board has appointed a regular day of or days each month for meetings, no notice need be sent. In the case of a special meeting, notice shall be delivered, faxed, telephoned, or e-mailed to each director not less than one (1) day before the meeting is to take place, or shall be mailed to each director not less than ten (10) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The accidental omission to give notice of any meeting of the Board to, or the non-receipt of any notice by, any director shall not invalidate any resolution passed or any proceeding taken at such meeting, provided that no director objects to such omission or irregularity. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.09 Voting. Questions arising at any meeting of the Board shall be decided by a majority vote of those members entitled to vote. With the exception of the Chairman, who shall only vote in the event of a tie vote, each member of the Board shall have one vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chairman or requested by any director. A declaration by

the chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.10 Remuneration of Directors. The directors of the Corporation shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

4.11 Indemnities to Directors. Every director and officer of the Corporation, including those holding professional designations, and his 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,

.01 all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which 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 office; and

.02 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

4.12 Protection of Directors and Officers. No directors or officers, including those holding professional designations, of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity 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 of any security in or upon which any of the money 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, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

4.13 Responsibility for Acts. The directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

4.14 Conflict of Interest. No director shall place himself in a position where there is a potential conflict of interest between his duties as a director and his other interests. Every director who is in any way directly or indirectly interested in, or may become interested in a material way, in an existing or proposed contract, transaction or arrangement with the Corporation who otherwise has a conflict of interest by virtue of involvement with a member of his family (with "family" defined as a spouse, father, mother, child, brother or sister, or spouse of such family members) or by the involvement of his partner, business associate or corporation that the director is involved with as either a director, shareholder, officer, employer or agent, then such director shall declare his conflict of interest fully at a meeting of the Board and shall withdraw from discussion or vote.

4.15 Others Present. Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote thereat.

4.16 Powers. 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 may delegate any of its powers to the Executive Committee and may delegate administrative powers to officers and committees 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 Letters Patent or otherwise authorized to exercise and do.

5.00 ELECTION OF BOARD

5.01 Rotation. Subject to the provisions of the Corporations Act, R.S.O. 1990, Chapter C.38. Directors shall be elected and rotated as provided in section 5.03.

5.02 Elections. The directors of the Corporation shall be elected and retired in rotation so that each year a maximum of 1/3 (one third) of the Board shall change.

5.03 Re-Election. Directors shall be elected for a maximum of two (2) consecutive three year terms, or six consecutive years, after which time there must be a minimum interval of one year prior to re-election. No Director shall be elected for more than two (2) consecutive three year terms unless the Membership votes to permit a Director to be elected for one additional consecutive three-year term or part thereof, if applicable, where the Members believe that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of the office for such director shall be granted.

5.04 Nominations. Candidates for the office of director shall be the slate of candidates for office proposed by the Governance and Board Process Committee or by the Board of Directors and such other candidates nominated by the members not later than one (1) month prior to the annual meeting of the membership where such candidates have been approved by the Governance and Board Process Committee or the Board of Directors subsequent to such nomination for inclusion in the slate of candidates. There shall be no nominations from the membership at the Annual General Meeting.

6.00 OFFICERS

6.01 Executive Officers. There shall be a President, Vice-President, Treasurer, Secretary, and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the office of President and Vice-President. The President and Vice-President shall be elected to the Board of Directors from among their number at the first meeting of the Board after the annual election of such board of directors, 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 so named shall be appointed by the Board and may, but not need, be members of the Board. The employment of any officer other than the President and Vice-President who shall not be employees of the Corporation, shall be settled from time to time by the Board.

6.02 President. The President shall, when present, preside at all meetings of the Board, the Executive Committee and members. The President shall supervise the affairs and operations of the Corporation and with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and have the other powers and duties from time to time prescribed by the Board or incident to his office. The President shall also be known as "Chairman".

6.03 Vice-President. During the absence or inability to act of the President, his duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or incident to his office.

6.04 Secretary. The duties of the Secretary shall be to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. The Secretary shall ensure that the corporate seal

of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation are kept at the corporate head office and shall perform the other duties from time to time prescribed by the Board or incident to his office. In the absence of the Secretary, the Board shall appoint a designate to fulfill the duties of the Secretary during his absence.

6.05 Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit or cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board taking proper vouchers therefor and shall render to the Board, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or incident to his office.

6.06 Other Officers. The Board may appoint other officers, including without limitation Honourary Officers and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribe.

7.00 MEMBERSHIP

7.01 Membership in the Corporation shall consist of the applicants for the incorporation of the Corporation and such other individuals, corporations, partnerships and other legal entities as are admitted as members by the Board.

In order to qualify for membership, an applicant must:

- (a) be at least eighteen (18) years of age where the applicant is an individual;
- (b) subscribe to the Corporation's Mission Statement in effect from time to time;
- (c) be approved by the Board members;
- (d) have paid the annual member's fee, if any, as prescribed by the Board

Membership in the Corporation shall not be transferable and shall lapse and cease upon the death, resignation, legal incapacity of the member, or otherwise in accordance with the by-laws of the Corporation.

7.02 Classes. There shall be one class of membership in the Corporation only.

7.03 Applications. Unless otherwise determined by the Board, applicants for membership in the Corporation shall be admitted as members. Each member shall be promptly informed by the Secretary of his admission as a member. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a majority vote of the Board, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

7.04 Honorary Members. From time to time the Board may admit for life or lesser term without payment of any fee or assessment as an Honorary Member a person who, in the opinion of the Board has made an outstanding contribution to the development of the Corporation.

7.05 Voting Classes. Save as otherwise provided herein, each member of the Corporation shall be entitled to one vote per member at all meetings of members of the

Corporation. Corporations may vote through a duly authorized proxy. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues and fees, if any, then payable by him.

7.06 Holding Office. No person shall be qualified to hold office in the Corporation as a director unless he becomes a member of the Corporation within ten days after his election or appointment as a director.

7.07 Transfer of Membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

7.08 Revocation of Membership. Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual, special or general meeting of the directors provided such member who is to be expelled is first given notice not later than one (1) month before the date of the meeting at which such expulsion is to be voted on and such member is given the opportunity to make a written or oral submission to the board prior to the vote on the expulsion.

7.09 Termination of Membership. A membership in the Corporation automatically terminates upon the happening of any of the following events:

- .01 if the person resigns in writing as a member of the Corporation;
- .02 if the member dies;
- .03 if a person is expelled from the Corporation pursuant to section 7.09;
- .04 if the member is found to be of unsound mind;
- .05 if a member fails to renew his membership upon the expiration of the term of membership, if any;
- .06 if a member otherwise fails to continue to qualify as a member in accordance with subparagraph 7.01.

7.10 Liability of Members. Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

7.11 Annual Meeting. The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- .02 electing such directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix his remuneration;
- .04 considering the financial statements and the report of the auditors brought before the meeting; and
- .05 the transaction of any other business properly brought before the meeting without any notice thereof.

7.12 General Meeting. The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

7.13 Notice of Meetings. Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member entitled to notice of the meeting (and in the case of an annual meeting to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee as shown on the Corporation's records.

7.14 Quorum. A quorum for the transaction of business at meetings of members shall be fifteen (15) members present and in person.

7.15 Voting By Members. Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. With the exception of the Chairman, who shall only vote in the event of a tie vote, all members shall have only one vote.

7.16 Proxies. Every member, entitled to vote at meetings of members may by means of a proxy appoint a person who need not be a member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Acts, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chairman of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

7.17 Show of Hands. At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the chairman or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxy holder for a member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of

the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.18 Chairman of Meeting. In the absence of the President, or the Vice-President, the members entitled to vote and present at any meeting of members shall choose another director as chairman and if no director is present or if all the directors present decline to act as chairman, the members present shall choose one of their number to be chairman.

7.19 Polls. If at any meeting a poll is requested on the election of a chairman or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

7.20 Adjournments. Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

8.00 COMMITTEES

8.01 Standing Committees. The following shall be Standing Committees of the Board of Directors:

- (a) Finance Committee;
- (b) Human Resources Committee;
- (c) Parents and Members Committee;
- (d) Fund Raising Committee and;
- (e) Governance and Board Process Committee

8.02 Executive Committee.

.01 Constitution. The Board may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three, as the Board may by resolution determine; the Executive Committee shall include the Executive Officers, being the President, Vice President, Secretary, and Treasurer and the immediate past president if he is also a current member of the Board of Directors. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

.02 Powers. During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board.

.03 Procedures. Subject to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board from time to time.

.04 Quorum. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

8.03 Ad Hoc Committees. There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- .01 the delivery of its report;
 - .02 the completion of its assigned task;
 - .03 a change in the membership of the Board by which it was constituted; or
 - .04 a resolution to that effect of the Board by which it was constituted;
- whichever first occurs.

8.04 Procedures. Except as otherwise provided in the by-laws of the Corporation, all committees other than the Executive Committee are subject to the following:

- .01 the chairman and members shall be appointed by the Board from among the members of the Corporation who are qualified to hold office, for a term of one (1) year, and may be reappointed for one or more additional terms of one (1) year;
- .02 the Committee shall meet at least annually, and more frequently at the will of its chairman or as required by its terms of reference, and as requested by the Board of Directors;
- .03 the Committee shall be responsible to, and report after each meeting to the Board;
- .04 the Committee may establish its own rules of procedure and may appoint subcommittees.

9.00 EXECUTION OF DOCUMENTS

9.01 Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the President, Vice-President, Secretary, Treasurer or Executive Director or such other

officer or officers or person or persons and in the manner from time to time prescribed by the Board.

9.02 Execution of Documents. Documents requiring execution by the Corporation may be signed by any two of the President, Vice-President, Secretary, Treasurer and Executive Director and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

9.03 Books and Records. The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

10.00 DEPOSIT OF SECURITIES

10.01 The securities of the Corporation shall be deposited for safe keeping 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 of 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.

11.00 FINANCIAL YEAR

11.01 The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine.

12.00 AUDITORS

12.01 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. Notice of appointment shall be sent promptly to the auditor by the treasurer of the Corporation.

13.00 NOTICE

13.01 Computation of Time. In computing the date when notice must be given under and provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

13.02 Omissions and Errors. The accidental omission to give notice of any meeting or any adjourned meeting of the Board, Executive Committee or members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

14.00 **BY-LAWS AND AMENDMENTS, ETC.**

14.01 Enactment. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

15.00 **MISSION STATEMENT**

15.01 The Mission Statement to which all members of the Corporation shall subscribe is attached as Schedule 'A'.

16.00 **EFFECTIVE DATE**

16.01 This by-law shall come into force without further formality upon its enactment. All prior by-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this by-law.

17.00 **REPEAL**

17.01 Previous By-law No. 7 of the Corporation is hereby repealed upon the enactment of this by-law. Such repeal shall not affect the previous operation of any by-law or affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent or predecessor charter documents of the Corporation obtained pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members and of the Board with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

Enacted as By-Law No. 8 by the members of the Corporation at a meeting duly called and regularly held and at which a quorum was present on this 15th day of September, 2008 at Waterloo, Ontario.

Sign & print name:

Sign & print name:

Schedule 'A'

MISSION STATEMENT

Parents For Community Living provides spiritual, loving family homes and family support for developmentally challenged individuals.

Rooted in Christian values, Parents For Community Living encourages personal growth and independence, allowing each person to live with dignity as a valued member of the community.