

PERSONAL ATTENDANT CARE INCORPORATED

BY-LAW NO.1



Personal Attendant Care Inc. By-Law No. 1

By-Law No. 1 of Personal Attendant Care Inc. hereinafter referred to as the Corporation, is a By-Law relating generally to the conduct of the affairs of the Corporation.

Originally Durham Region Cheshire Homes Inc. was incorporated under the Corporations Act of the Province of Ontario, By Letters Patent dated April 29, 1974 a copy of which is Appendix "A" to this By-Law No. 1. On June 20, 2003 the Corporation's name was changed to Personal Attendant Care Inc. and a copy of the record of all Corporation name changes is attached to this By-Law No. 1 as Appendix "B".

Personal Attendant Care was incorporated to provide assistance as stated in the Letters Patent to individuals within the Regional Municipality of Durham.

Now, therefore, let the following be enacted as By-Law No. 1 to replace all previously approved By-Laws.

NAME

The name of the Corporation shall be Personal Attendant Care Inc., hereinafter called the Corporation.

HEAD OFFICE

The Head Office of the Corporation shall be located in the Regional Municipality of Durham, in the Province of Ontario.

CORPORATE SEAL

The seal shall be kept at the Head Office of the Corporation and shall contain the words "Personal Attendant Care Inc." in the form of the seal impressed hereon.



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DEFINITIONS

Administration Office means the Head Office of the Corporation.

A.G.M. means the yearly Annual General Meeting held by the Corporation

Area Municipality is a specific geographic area within Durham Region as defined by The Regional Municipality of Durham Act, R.S.O.

Board means the Board of Directors of the Corporation.

C.E.O. means the Chief Executive Officer of the Corporation.

Corporation means Personal Attendant Care Inc.

Corporation Act means the "Corporations Act", R.S.O. and any statute amending or enacted in substitution thereof.

Director means a person who has been elected to the Board in accordance with this By-Law.

Directors-at-Large are individuals from the community who are members of the Corporation and who might or might not have a particular expertise and who have been properly elected by the membership to these positions.

Documents includes deeds, mortgages, hypotheses, 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, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

Ex-Officio is an Officer without voting power.

Letters Patent means that document that incorporated the Corporation and the terms and conditions therein.

Locals refer to the specific geographic areas of the Regional Municipality of Durham where services are provided to clients of the Corporation.

Member means a member of the Corporation as referred to in Section 3.00 of this By-Law.

Pecuniary means of monetary value.

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DEFINITIONS – (Cont'd)

Shall denotes an obligation to fulfill the requirements of the clause and is not to be interpreted as having a discretionary intent.

Resolution means a motion that has been passed.

All terms defined in the "Corporations Act" have the same meanings in this By-Law.



SECTION 1.00 BOARD OF DIRECTORS

1.01 MISSION, VISION and VALUES

Personal Attendant Care Inc.'s mission is, "To provide quality independent living to adults with physical disabilities in our community, through personal care support". Its vision is, "Support for adults with physical disabilities, to live independently, creating a healthier community". Its values are, "Providing client-centered services, advocacy, respect, confidentiality and cultural diversity".

1.02 BOARD RESPONSIBILITIES

As stewards of the organization, members of the Board have a particular responsibility to maintain active oversight of the Corporation's governance. The Board must oversee the conduct of the Corporation's business, direct management, and endeavour to ensure that all major issues affecting the Corporation are given proper consideration.

The Board of Directors' key responsibilities are to:

- a. Determine the Corporation's mission, vision and values;
- b. Ensure that the Corporation fulfills its mission;
- c. Ensure that the Corporation protects its assets;
- d. Ensure the ethical conduct of the Corporation;
- e. Ensure a high standard of client care by approving a process to evaluate and monitor all phases of the Corporation's quality assurance programs and accreditation status;
- f. Ensure the Corporation conforms to legislation and standards set by regulatory agencies;
- g. Update the Corporation's Strategic Plan and ensure that all decisions are made in accordance with the plan; and
- h. Monitor and evaluate plans, programs and standards to ensure that they meet the Corporation's priorities, goals and policies, and approve appropriate resources to achieve these objectives.



1.03 CORPORATION GOVERNANCE

The Corporation is committed to excellence in the services it provides and in its governance practices. To that end, the Corporation, Board and employees strive for continuous quality improvement in client care, management, information processes, financial practices and governance. The Board shall set out clear expectations for its Directors and establish an appropriate evaluation processes to assist Directors in meeting them.

The Board shall establish the policies, processes and structure used to direct and manage the business of the Corporation with the objective of fulfilling the Corporation's mandate. Principle responsibility for implementing the policy and ensuring compliance with it rests with the Board and management. All Corporation employees and Board members have a responsibility to adhere to and carry out the governance policy.

The Board is the highest level of authority and decision-making within the organizational structure. Board members must maintain a clear focus on the critical factors and issues affecting the operation of the Corporation.

The Board assumes its roles and responsibilities within the context of a governance model of decision-making and accountability.

The Board shall:

- a. Focus on strategic direction of the Corporation;
- b. Focus on the outward vision rather than internal preoccupation;
- c. Encourage and respect individual diversity and expertise of each Board member;
- d. Maintain a clear distinction between the role of the Board and the role of the C.E.O.;
- e. Make collective rather than individual decisions;
- f. Emphasize the future rather than past or present; and
- g. Be proactive rather than reactive.



Accordingly the Board:

- a. Will cultivate a sense of group responsibility. The Board, not the employees, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to employees' initiatives. The Board will use the expertise of its individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's value. The Board will not allow an officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
- b. Will direct, control and inspire the Corporation through the careful establishment of policies reflecting the Board's values and perspective about ends to be achieved and means to be avoided. The Board's major policy focus will be on intended long-term effects outside of the Corporation, not on the administrative or programmatic means of attaining those effects.
- c. Enforce upon it whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Board development will include orientation of new Board members in the governance process and periodic board discussion of process improvement.
- d. Shall monitor and discuss the Board's process and performance annually.

1.04 GOVERNANCE POLICIES AND OPERATIONAL PROCEDURES

In order to provide the latitude the C.E.O. requires in achieving the outcomes that are important to the Board and to hold the C.E.O accountable for achieving these outcomes, the Board makes a clear distinction between governance policies and operational procedures.

Governance policies are the highest-level policies, which establish and re-affirm the Corporation's mission, vision, and values. They also define Board-management relations, the Board's own discipline and the Corporation's relationship to the community.

Governance policies are developed and approved by the Board. Employees are required to comply with these policies and to report all breaches to management.

Operational procedures emanate from the governance policies. They are the means to achieving the ends defined in the governance policies and do not require Board approval as they fall within the domain of management. Procedures provide a direction



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for the day-to-day operation of the Corporation consistent with the direction, values and parameters established by Board policies.

This By-Law shall supersede any policy if there is a contradiction, interpretation or any ambiguity contained within a policy or procedure.

1.05 BOARD MEMBER ON THE PERSONAL ATTENDANT CARE INC. FOUNDATION BOARD

In order to maintain strong communication and coordination with the Personal Attendant Care Inc. Foundation, a Corporation Board member other than the President will be nominated by the Board. After the Foundation Board approves the nomination, the Corporation Board member will sit on the Foundation Board without voting privileges. Conflict of Interest procedures, however, apply on the Board decisions affecting the Foundation.

1.06 NUMBER OF DIRECTORS

The affairs of the Corporation shall be governed by a minimum of seven (7) Board members and with a maximum of eleven (11) Directors.

1.07 QUALIFICATIONS

Each Director shall:

- a. support the objectives of the Corporation as stated in the Letters Patent;
- b. be qualified by the terms of the Letters Patent of the Corporation;
- c. be at least 18 years of age;
- d. not be an undischarged bankrupt;
- e. be a resident of the Regional Municipality of Durham;
- f. at the time of his/her appointment to the Board and by the 28th of February of each following year, produce a current criminal record check; and
- g. not be of unsound mind and has so been found by a court in Canada or elsewhere.

If a person ceases to be qualified by reason of the above terms, he/she shall immediately cease to be a Director.



1.08 ELECTION PROCESS FOR BOARD MEMBERS

- a. Nominations must be submitted to the Chair of the Nomination Committee 30 days prior to the A.G.M.
- b. Nominations will not be taken from the floor of the A.G.M.
- c. At the A.G.M., the slate of candidates shall be presented for election by the membership.

1.09 ELECTION PROCESS FOR EXECUTIVES OF THE BOARD

- a. Every two years, the Board shall meet within two weeks after the close of the A.G.M. and elect a President, a Vice-President, a Secretary and a Treasurer from among its members. The President shall not serve more than two consecutive years.
- b. In the absence of both the President and Vice-president or their inability to act, the Board shall within two weeks of the date on which both offices become vacant appoint successors from among their members.
- c. The Executive shall be elected by the members present at the meeting.

1.10 DUTIES

- a. Each Director shall attend the A.G.M. and Board Meetings properly prepared for discussions and deliberate impartially on all matters brought before the Board.
- b. Each Director shall respect the confidentiality of matters brought before the Board, and shall not, unless so authorized by the Board, make any statement or statements referring to confidential matters on behalf of the Board.
- c. Each Director shall respect the confidentiality of matters brought before the Board of Directors while "In Camera" and shall not reveal the contents of "In Camera" minutes to any person without the approval of the Board of Directors as a whole. Failure to comply will result in removal from the Board of Directors upon the Board's vote.
- d. Each Director shall abide by all decisions made by the Board.
- e. Each Director shall be informed of the services provided by the Corporation, publically support them and ensure they meet the community's needs.



- f. Each Director shall be accountable to the Local Health Integration Network and the Ministry Of Health for the services provided by the Corporation and the funds expended.

1.11 BOARD CODE OF CONDUCT

The Corporation shall maintain a high degree of integrity and credibility with the communities it serves, the healthcare sector and the clients who receive services. In order to achieve this, Board members shall be seen to act ethically and visibly demonstrate a commitment to the Corporation in both their personal and professional activities so as not to be in conflict with the Corporation's mission, vision or values.

Board members are accountable for exercising their powers and discharging their duties honestly, in good faith and in the best interests of the Corporation. This accountability supersedes the personal interest of any Board member acting as an individual. Enforcement of the Code of Conduct is the responsibility of the Board President. In addition, the Board must also have standards in place to ensure independent and unbiased decision-making.

The following Code of Conduct is designed to achieve this end. Unless approved by the Board, a Director shall not:

- a. Be involved in any transaction that is, or is perceived to be, in conflict with the Mission, Vision or Values of the Corporation;
- b. Be involved in any transaction that is, or is perceived to compromise their role in making decisions in an unbiased, objective and independent manner;
- c. Be in contravention of Corporation By-Law #1 as it pertains to a Breach of Confidentiality or a Conflict of Interest;
- d. Solicit business from clients, employees or related agencies;
- e. Divulge confidential information obtained as a result of or during the course of a Director's involvement with the Corporation;
- f. Request or access client specific information unless it is directly related to work assigned to a Director by the Board;
- g. Receive a honourarium, gift or financial payment from the Corporation or for any activity related to the Director's role within the Corporation; or



- h. Make a commitment on behalf of the Corporation without the approval of the Board.

1.12 TERM OF OFFICE

- a. All Directors are elected.
- b. It is preferred that Board members commit themselves to a minimum term of two (2) years. Six (6) Director positions will come up for re-election every two (2) years and five (5) Director positions for re-election every two (2) subsequent years.
- c. No Director shall serve more than 8 years. This provision of the By-Law shall not apply to current Board members appointed prior to February 23rd, 2009.

1.13 RESIGNATION/TERMINATION

- a. A Director may resign by delivering to the President his/her resignation either handwritten or electronically, which shall take effect at the time of such delivery, unless a later date is specified in the resignation.
- b. Without limitation, any Director may be removed in accordance with this section if, without cause (as determined solely by the Board), such Director does not attend three (3) consecutive Board Meetings without just cause or does not attend a minimum of two-thirds (2/3) of the required meetings without just cause in any fiscal year of the Corporation.

1.14 VACANCIES

- a. Should vacancy occur, the Board may appoint a replacement to fill the vacancy for the interim until the next A.G.M. and ratified by the membership.
- b. The Nomination Committee shall recommend candidate(s) to the Board to fill any vacant position(s), which occurs throughout the fiscal year.

1.15 EXPENSE REMUNERATION

Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.



1.16 PROTECTION

a. Directors and Officers

No Directors or Officers of the Corporation shall be liable for:

- the acts, receipts, neglect 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 for or on behalf of the Corporation;
- 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;
- any loss or damage arising from the bankruptcy, insolvency or tortuous 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/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or through his/her own wrongful and willful neglect or default.

b. Indemnities to Directors and Officers

Every Director and Officer of the Corporation and his/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:

- 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/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and
- all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof, except the;
- costs, charges or expenses occasioned by his/her willful neglect or default.

c. Responsibility for Acts

The Directors of the Corporation shall not be under any duty or responsibility towards any contract, act or transaction purportedly to be done or entered into in the name of, or on behalf of, the Corporation, unless such contract, act or transaction has been properly authorized and approved by the Board.



Nevertheless, this section shall not be interpreted so as to impart personal liability on a Director in a civil action.

1.17 CONFLICT OF INTEREST

A Director shall declare a perceived conflict of interest if he/she or any member of his/her family has a pecuniary or personal interest in a matter before the Board. The Director shall disclose the reason for the conflict and at the discretion of the Board will absent him/herself from voting and/or the meeting. The conflict of interest and any subsequent action by the Board will be recorded in the minutes of the meeting.

1.18 AUTHORITY TO REPRIMAND, CENSURE, SUSPEND OR REMOVE A DIRECTOR

The Board shall have the authority to reprimand, warn, censure, suspend or remove a Director who is found by the Board to have violated the Director's fiduciary duties. In order for the Board to do so:

- i. the Director must have been found to have violated a specific statute, this By-Law or a Board policy defining the Director's fiduciary obligation; or
- ii. the Director's conduct or character must have been found to be detrimental to the Corporation.

Such findings shall be made by the Board only after an investigation by the Board or the Board's designee.

1.19 Process for Investigation of Allegations of Breach of Conduct

1. The President shall notify Board members when an allegation has been made against a Board member and shall cause an investigation to be made by at least two members of the Executive Committee. The investigation shall be conducted in an expedient manner as possible.
2. As part of the investigation, the President shall notify the Director whose conduct is at issue of the fact and nature of the allegations, as well as the Director's opportunity to provide the Board with any additional information relating to the allegations.
3. The President shall advise the Board when the investigation is concluded. The Board will then determine (by conference call or email vote-subject to majority vote, exclusive of the Director under consideration) if a Board proceeding should be scheduled. Where the Board does not proceed, the Board may direct the President to issue his or her own consequences under section 120 (a) or (b).



4. If the Board determines a meeting is required, the President shall schedule the matter for discussion and action at a regularly scheduled Board meeting or conference call or special meeting as required.
5. A notice of the meeting and with an opportunity to be heard shall be given to the Director who is the subject of the allegation. Such notice shall occur at least two (2) weeks prior to the Board Meeting at which the allegations will be discussed. The Director may provide the Board information orally at the board meeting, or in writing at least 3 days prior to the Board meeting, at the discretion of the Board.
6. At the conclusion of the hearing, the Director will be excused from the proceedings. In situations where the Board feels that conduct of a member is so egregious and further information is not required for deliberation "Notice and Opportunity to Be Heard" may be waived by the board as voted by a majority of the board.
7. After considering all of the information received, the Board may invoke any one of the consequences referred to in section 120.

Where under this section, the voting is by telephone, email or other electronic means, the votes will be sent by email to the President for counting and confirmation. Individual votes will not be revealed, only the results in the minutes.

1.20 Consequences for Breach of Conduct

The consequences invoked will depend on the seriousness of the conduct or breach. Where the consequences of the alleged breach of conduct have been committed by the President, the Board may empower the Vice President to perform the responsibilities of the Chair. The President has the authority to invoke consequences (a) and (b) listed below subject to subsequent Board approval. However, consequences (c), (d) and (e) require a motion of the Board.

Consequences may include:

- a. A verbal caution;
- b. A letter of formal reprimand outlining the breach or concern being placed in the Director's file for a period of up to two years;
- c. A written warning that any further acts of misconduct will result in suspension or removal from the Board;



- d. A recommendation for a letter of censure or suspension from the Board for a specified period; or
- e. Removal from the Board.

Items (a) and (b) above, require the President's action be subsequently confirmed by a resolution passed by a majority of the Directors present at a Board Meeting.

Items (c), (d) and (e) requires a resolution be passed by at least two-thirds (2/3) of the votes cast at a Board Meeting by the Director's present and of which at least 2 (two weeks) prior written notice specifying the intention to pass a resolution of the intent to remove the Director has been given.

1.21 RIGHTS AND APPEAL PROCESS

Notwithstanding this progressive procedure, it is the intent of the Board to provide a fair and just review of the concerns respecting a Director's right to due process. This includes the Director to whom an allegation relates;

- i. receiving appropriate notice of the alleged breach;
- ii. being advised of the specifics of the allegation;
- iii. having the right to make an oral or written presentation to the Board with or without legal counsel; and
- iv. having a right to appeal to the Board of any consequences applied by the President. Such an appeal may be made at the next in-camera session of the Board or at such other date as approved by the Board.

The Board will not compensate a Director for legal costs incurred by the Director.



SECTION 2.00 CORPORATION OFFICERS

2.01 EXECUTIVE OFFICERS

- a. The Executive Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer, and Past-President.
- b. All Executive Officers are responsible to the Board and shall provide ethical leadership to the Corporation in keeping with the Statement of Incorporation; the Board's Mission, Vision and Values; and Board policies. They shall ensure the business of the Board is conducted in accordance with Corporation By-law No.1 and Board policies.
- c. By the resolution of the Board, one person may hold more than one office.

2.02 PRESIDENT

The President, in addition to the responsibilities of a Director shall:

- a. when present, chair meetings of the Board;
- b. provide leadership over the activities of the Board, as well as committees, to ensure the accomplishment of the Board's objectives;
- c. ensure that the Board functions effectively and interacts with management optimally;
- d. cause the development and implementation of the Corporation's Strategic Plan; and Mission, Vision and Values; and ensure the Board implements and evaluates them periodically for effectiveness;
- e. be the main spokesperson for the Board;
- f. be the chief liaison between the Board and the C.E.O. He or she shall reflect any concerns management has in regard to the role of the Board or individual Directors. Reflect to the C.E.O. the concerns of the Board;
- g. with Board approval, appoint a Board member to act as a liaison with the Central East Local Health Integration Network and any other funding sources;
- h. with the Vice-President, evaluate the C.E.O.'s performance annually including a review of the C.E.O.'s remuneration;
- i. monitor the financial planning and financial reports of the Corporation;



- j. sign Board documents in accordance with By-Law No.1 and Board policies;
- k. when invited, participate in activities of the Board's committees;
- l. develop and annually assess the performance of the Board and its members so as to ensure that the Board has fulfilled all of its responsibilities for the good governance of the Corporation;
- m. annually review the Executive Officers' responsibilities to ensure they are current;
- n. ensure the Corporation maintains its accreditation status; and
- o. have any other responsibilities as assigned by the Board.

2.03 VICE-PRESIDENT

The Vice-President in addition to the responsibilities of a Director shall:

- a. in the absence of the President, fulfill his or her responsibilities;
- b. chair the Recruitment and Development Committee and work closely with the Board and C.E.O. to develop new Board members;
- c. with the President, evaluate the C.E.O.'s performance annually including a review of the C.E.O.'s remuneration;
- d. With the Recruiting and Development Committee, develop ongoing awareness or educational initiatives for the Board;
- e. sign Board documents in accordance with By-Law No.1 and Board policies; and
- f. have any other responsibilities as assigned by the Board.

2.04 SECRETARY

The Secretary in addition to the responsibilities of a Director shall:

- a. cause the minutes of Board including In-Camera Meetings to be accurately recorded;



- b. securely maintain the Corporation's records and ensure that all precautions are made to protect the improper disclosure of any personal information contained in those records;
- c. ensure that the minutes of Board Meetings and any other relevant documents are distributed to Board members at least seven (7) days prior to the meeting;
- d. ensure the completion of forms and documents needed by the Board; and
- e. have any other responsibilities as assigned by the Board.

2.05 TREASURER

The Treasurer in addition to the responsibilities of a Director shall:

- a. chair the Finance Committee;
- b. closely monitor the financial planning and financial reports of the Corporation and present a monthly report to the Board on the Corporation's financial condition;
- c. work closely with the C.E.O. in reviewing the Corporation's annual budget and present the budget to the Board for approval;
- d. at least 90 days prior to the commencement of negotiations for the renewal of the collective bargaining agreement, provide to the Board a review of any financial implications that may occur as a result of the bargaining process;
- e. ensure that accurate financial records for the Corporation are maintained and are made available to the Board;
- f. sign Board documents in accordance with By-Law No.1 and Board policies;
- g. lead the Board's audit representatives when meeting with the auditor; and report the annual auditor's findings to the Board; and
- h. have any other responsibilities as assigned by the Board.

2.06 PAST-PRESIDENT

The Past-President in addition to the responsibilities of a Director shall:

- a. provide advice, expertise and counsel to the President and Board;

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- b. work with the President to help ensure compliance with By-Law No.1 and Board policies;
- c. provide his or her assistance to the Board and its committees;
- d. upon request from the President, serve as a spokesperson for the Board; and
- e. have any other responsibilities as assigned by the Board.



2.07 BOARD DELEGATION OF AUTHORITY TO C.E.O.

Board authority delegated to employees is to be delegated through the C.E.O., so that all authority and accountability of employees is viewed, from the Board's perspective, as the authority and accountability of the C.E.O.

At all times, the Chief Executive Officer shall act within the acceptable boundaries of prudence and ethics.

The C.E.O. is authorized to establish practices and procedures, make decisions, take actions and develop activities that are consistent with the Board's policies. This does not prevent the Board from obtaining information about activities in any delegated area. The Board may rescind all or part of its delegation of authority when the Board deems it to be necessary.

The Board, by majority vote, has authority over the C.E.O.

The C.E.O. may not perform, by commission or omission, allow, or cause to be performed any act that is unlawful, insufficient to meet commonly accepted business or professional ethics in violation of funding source or regulatory body requirements. The C.E.O shall also not act contrary to explicit Board constraints on executive authority.

Where advance notice to the Board is not possible and should the Chief Executive Officer deem it necessary to operate outside Board policy, the C.E.O. shall seek concurrence from the Board President or designate and it shall be reviewed at the next meeting of the Board. Board response, either in favour or opposed does not exempt the C.E.O. from subsequent Board judgment of the action.

2.08 MONITORING REQUIREMENTS:

The C.E.O. shall provide the Board with a written report at each monthly Board meeting. The Board shall determine the information required in the report.

The Board shall maintain an up-to-date job description for the C.E.O. position and complete an annual written performance evaluation on the C.E.O. which shall evaluate his or her performance in relation to the duties identified in the job description and Board policy expectations.

2.09 BOARD DELEGATION OF AUTHORITY TO CEO – LIMITATIONS

The C.E.O. shall not cause or allow any practice, activity, decision or organizational circumstances that is either unlawful, imprudent or in violation of commonly accepted business practices and professional ethics.



With respect to all interactions with others, the C.E.O. shall not cause or allow conditions, procedures or decisions that are unsafe, disrespectful or that fail to provide appropriate confidentiality or privacy.

2.10 CHIEF EXECUTIVE OFFICER ADDITIONAL RESPONSIBILITIES

The C.E.O. shall be responsible to the Board for the day-to-day operations of the Corporation and he/she shall also be responsible for:

- a. serving as an ex-officio member of all committees of the Corporation except for the Client Advisory Committee where the C.E.O. can appoint a delegate;
- b. the standards and programs of the Corporation;
- c. the effective functioning of the Corporation, subject to the overall governance of the Board;
- d. exercising management control over all employees of the Corporation;
- e. the preparation of grant and other submissions to the appropriate funding bodies, whether governmental or otherwise, subject to Board approval;
- f. consultation with the Board and/or Board Committees, as required; and
- g. attending all meetings of the Board and Committees of the Corporation except as provided for the Client Advisory Committee. At such meetings, the C.E.O. shall be entitled to speak, but not to vote.



SECTION 3.00 MEMBERSHIPS

3.01 ELIGIBILITY FOR GENERAL MEMBERSHIP

Eligibility for Corporation membership shall be limited to:

- a. Active clients, active client's family member(s) or a designated caregiver, Board members or volunteers of the Corporation; and require
- b. A \$2.00 payment of annual dues as of April 1st, of each year as set out by the Board.

Corporation employees or their family members are not eligible for Corporation membership.

3.02 MEMBERSHIP FEE

Yearly membership fee required at the beginning of each fiscal year shall be reviewed annually by the Board.



SECTION 4.00 MEETINGS

4.01 REGULAR BOARD MEETINGS

The Board shall meet at least nine (9) times a year at such time and place as determined by the Board.

a. Notice

The Board may select one or more days in each year for regular meetings of the Board at a place and time named. No further notice is needed. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the street or electronic address shall be his/her last address recorded by the Corporation.

b. Quorum

No business of the Corporation shall be conducted without a quorum. A quorum shall consist of a simple majority of the Board.

c. Voting

Each member of the Board has one vote. The President only votes to break a tie vote. Motions and resolutions shall be adopted by a simple majority vote except as otherwise stated in the By-Laws. At all meetings of the Board, every question shall be decided by a show of hands or in any other distinguishable manner unless a poll on the question is required by the President or by any Director.

d. Minutes/Agenda

Following any Board meeting, a copy of the minutes of such meeting and an agenda for the upcoming meeting shall be sent to each Director five (5) days prior to the next meeting.

e. Parliamentary Authority

Robert's Rules of Orders, revised edition, and shall be the authority for all matters of procedure not specifically covered in the By-Laws.

f. Open to Public

Meetings shall be open to the public except for those items that the Board determines shall be held In-Camera.



g. Presentations and Delegations

Persons wishing to make presentations to the Board shall advise the Secretary in writing at least fourteen (14) days in advance of the meeting and state the topic and purpose of the presentation. Delegations shall be permitted at the discretion of the President and the President acting on behalf of the Board shall determine the allocation of time for the presentation.

Presentations to the Board may be accompanied by brief written documentation with sufficient copies made available for all Board members.

h. In-Camera Meetings

The Board believes that, while to the greatest extent possible its discussions should be conducted in public; there are particular circumstances when the public interest is best served by private discussion in closed (in-camera) sessions.

The Board holds in-camera meetings to deal with land, labour, legal and other matters that are discussed in private. The requirement for confidentiality of in-camera materials and proceedings is fundamental to protect individual privacy and the Board's own position in sensitive negotiations and legal matters.

A meeting or part of a meeting may be closed to the public if the subject matter being considered:

- is a matter concerning the security of the Corporation's property;
- includes the disclosure of intimate, personal or financial information in respect of a member of the Board, an employee or prospective employee of the Corporation, or a patient or client or his or her family members;
- is a proposed or pending acquisition or disposition of land by the Corporation;
- pertains to labour relations or employee negotiations;
- pertains to litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
- includes advice that is subject to solicitor-client privilege, including communications necessary for that purpose; or
- is a matter in respect of which the Corporation must hold a closed meeting under another Act.

All in-camera meetings are closed to the public and news media. The Board may permit an employee or other individual to attend but solely at the Board's discretion.



With the consent of the Board, the President may invite employees of the Corporation to In-Camera sessions of the meeting.

In-Camera Meeting Minutes

All in-camera meeting agenda items, supporting documentation and materials on which motions are based, and the substance of deliberations shall remain confidential, except when:

- the Board determines that the information should be submitted to a public meeting;
- the Board specifically authorizes its public release; or
- legally required to release such information.

A motion of the Board is required to release any in-camera related minutes or related documentation or materials to any person(s) other than to President, Vice President, Secretary or Treasurer who require such information to carry out their duties.

Except where by motion, or where the Board specifically allows otherwise, all discussions, decisions, motions or resolutions made during an in-camera meeting shall remain confidential and shall not be disclosed by any Board member or employee who attended the meeting.

Minutes of in-camera meetings are to be kept brief and do not contain the discussions at the meeting. Minutes may only be circulated to Board members and shall be approved only at a subsequent in-camera meeting. Once the minutes are approved, all copies shall be returned to the Secretary by each member for destruction.

In-camera minutes are not to be filed in the official minute book so as become part of the public record. They are to be kept in a locked cabinet with the Board's permanent files.

4.02 SPECIAL BOARD MEETINGS

- a. Special meetings may be called by the President whenever he/she deems necessary; or upon the written request of three (3) members of the Board.
- b. Where exigent circumstances preclude a Special Meeting from being held, the President may canvass the members of the Board by telephone or other electronic means for a voice vote on a matter requiring immediate approval and action by the Board.



- c. Where the Board members are canvassed by the President as specified in item 4.02 (b), the required action shall be considered approved by a simple majority voice vote of except as otherwise stated in the By-Law. No errors or omissions in the contacting of the Board members shall invalidate or make void any proceeding taken as a result of the canvass vote.
- d. No business of the Corporation shall be conducted without a quorum. A quorum shall consist of a simple majority of the Board.
- e. At the next regularly scheduled meeting, the President shall cause the reason(s) for calling a Special Meeting; the nature of the action agreed to be taken; the Board members canvassed; and the results of the vote, to be recorded in the minutes.

4.03 ANNUAL GENERAL MEETING

Each year, within three (3) months of the end of the fiscal year, the Corporation shall conduct an A.G.M. of the membership.

- a. Purposes of the A.G.M., the:
 - President shall give a report on behalf of the Board of Directors;
 - Chief Executive Officer shall give a report on the operations of the Corporation;
 - Treasurer shall present an audited financial statement; and
 - Auditor shall be appointed. Business requiring approval of the General Membership shall be presented.

- b. Quorum

The quorum shall be the number of the Corporation members present.

- c. Voting

Each voting member in attendance, in person or by proxy, shall have a vote.

- d. Proxies

Members may by means of a proxy appoint another member as his/her nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. The proxy shall be in writing and shall be presented to the President of the Board prior to the Annual General Meeting. Subject to the

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requirements of the Corporations Act, a proxy may be in such form as the Board prescribes.

Motions shall be adopted by a simple majority vote except as otherwise stated in the By-Laws of the Corporation.

Every question shall be decided by a show of hands or in any other distinguishable manner of the members present, unless otherwise determined by the members in attendance.

e. Minutes/Agenda

The agenda, a copy of the minutes of the previous Annual General Meeting, and resolutions, if any, shall be available to each officer of the Corporation at least five (5) days prior to the meeting.

f. Parliamentary Authority

Robert's Rules of Order revised edition shall be the authority for all matters of procedure not specifically covered in the By-Law.

g. Members' Directions

In its governance of the affairs of the Corporation, the Board shall take into consideration directions given by members at the Annual General Meeting of members.



SECTION 5.00 COMMITTEES OF THE BOARD

Each year, the Board shall determine any committees, which are necessary to the functioning of the Board and each director shall be a member of at least two committees unless otherwise exempted by the Board.

Except as otherwise specified in this By-Law, all Chairs of committees of the Board are subject to ratification by the Board. The membership and the terms of reference of the committees of the Board are also subject to approval by the Board.

The Chairs of all Board committees shall:

- a. attend the meetings of their respective committees;
- b. ensure the effective management of the committee;
- c. ensure no business of a committee is conducted without a quorum. A quorum shall consist of a simple majority of a committee's Board members. The Client Advisory Committee is exempt from this provision of the By-Law; and
- d. shall make a written report of the committee's activities to the Board.

5.01 EXECUTIVE COMMITTEE

- a. The Executive Committee shall consist of the Executive Officers and the C.E.O.
- b. It shall have such powers and duties as prescribed by the Board, and shall, upon resolution of the Board, act on behalf of and be responsible to the Board between meetings.
- c. The Executive Committee shall be responsible for managing any legal action that is commenced by or against the Corporation including liaising with its legal counsel. Only a member of the Executive Committee other than the CEO shall be designated to act as a liaison with legal counsel;

5.02 RECRUITMENT AND DEVELOPMENT COMMITTEE

- a. The Recruitment and Development Committee shall be appointed by the Board and chaired by the Vice-President.
- b. Will adhere to the Corporation's Board Profile Policy.
- c. It shall recruit, interview and present to the Board possible candidate(s) for Board membership.



- d. It shall assist in the C.E.O. selection process when that position is vacant.

5.03 CLIENT ADVISORY COMMITTEE

- a. The Client Advisory Committee will consist of the following – 1 Board representative, 2 management representatives, 1 Personal Support Worker, 3 Clients, and 3 caregivers.
- b. The nomination of this Committee will be approved by Board.
- c. It will advise the Board on service, quality of care and policy direction.

5.04 FINANCE COMMITTEE

- a. The Finance Committee will provide advice, recommendations and/or clarification to the Board on the financial viability of the Corporation.
- b. The Director of Finance shall report to the Board and will be accountable to the Board for the financial aspects and responsibilities of his/her position. Administratively, the Director of Finance shall report to the CEO.

5.05 PROPERTY COMMITTEE

- a. The Property Committee will provide advice to the Board on leasehold improvements, property leasing, sales, purchases and any other property related matter.

5.06 STRATEGIC PLANNING COMMITTEE

- a. The Strategic Planning Committee will provide advice to the Board on the future direction of the Corporation through a collection of Quality Assurance Indicators and trend analysis.

5.07 COMPLAINT APPEAL BOARD COMMITTEE

- a. The Complaint Appeal Board Committee will consist of three Directors and the C.E.O.
- b. It will review a client complaint in the final step of the appeal process.



5.08 POLICY DEVELOPMENT COMMITTEE

- a. The Policy Development Committee will provide advice on recommended policies and amendments to the By-Law to the Board.



SECTION 6.00 FINANCES

6.01 FISCAL YEAR

The fiscal year of the Personal Attendant Care Inc. shall be concurrent with the fiscal year of the Provincial Government as April 1st to March 31st.

6.02 AUTHORIZED SIGNING OFFICERS of the CORPORATION

- a. The signing officers of the Corporation shall consist of the following authorized Board members and employees:
- President;
 - Vice President;
 - Treasurer;
 - C.E.O. (or an employee designated as acting C.E.O.);
 - Director of Finance; and
 - Payroll and Benefits Coordinator (only for electronic payroll purposes).

b. Cheques, Drafts, Notes, Electronic Money Transfer

All cheques, drafts, electronic money transfers or orders for the payment of money and all notes and acceptances, bills of exchange shall be approved as authorized by the Board.

c. Signing Process and Exceptions

All documents referred to in section 6.02 (b) shall bear two signatures consisting of one authorized employee and one Board member.

Prior to any document in section 6.02 (b) being signed, it shall first be verified and approved by the appropriate manager. Then it shall be signed (if a Board signature is required, it shall first be signed by an authorized employee and then by an authorized Board member).

d. Execution of Documents Binding the Corporation

Unless otherwise authorized by the Board, documents requiring execution by the Corporation shall be signed by any two Signing Officers, and all documents so signed are binding upon the Corporation.



6.03 DEPOSIT OF SECURITIES

The securities of the Corporation shall only be deposited for safekeeping with one or more chartered banks, trust companies or other financial institutions unless otherwise authorized by the Board.

6.04 BORROWING BY THE CORPORATION

Subject to the limitations set out in the By-Laws or in the Letters Patent of the Corporation, the Board may:

- borrow money on the credit of the Corporation;
- charge, mortgage 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; and
- provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

Unanimously the Board may authorize any Officer(s), Director(s), and/or Corporation employee(s) to make arrangements with reference to the money so borrowed or to be borrowed and as to the security to be given therefore, with power to vary or modify such arrangement, terms and conditions and to give such additional security as the Board shall authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.



SECTION 7.00 AMENDMENTS

Amendments to the By-Laws of the Corporation shall be by notice of amendment(s), written and distributed to the Board, as outlined in By-Law No. 1. After allowing reasonable time for circulation and discussion, the Board shall consider said amendment(s). A two-thirds (2/3) majority of board members is required for adoption of any amendment(s). Such amendment(s) shall be enforced at the next A.G.M.

SECTION 8.00 DISOLUTION

Upon dissolution of the Corporation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to registered charitable organizations, which carry on their work in Ontario as referred to in the Letters Patent.

SECTION 9.00 EFFECTIVE DATE


By-Law No.1 shall become effective when after reasonable time for circulation and discussion, it has been:

1. Approved by the Board by a two-thirds majority; and
2. Confirmed by the members at the next A.G.M.

Dated at the A.G.M. on the 15 day of JUNE, 2011.



Corporation Secretary



Corporation President



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