Community Living Cambridge

72nd Annual General Meeting

June 24, 2026

ANNUAL REPORT

For the year ending March 31, 2026

Community Living Cambridge

Together We Will

1. Welcome & Introductions
2. Call Meeting to Order
3. Review of Minutes from 71st AGM held on June 10, 2025
4. Annual Reports:
    - Board Chair and Executive Director
    - Treasurer's Report
5. Audited Financial Statements Year Ended March 31, 2026
6. Appointment of Auditors
7. Annual Reports:
    - Human Resources
    - Quality, Specialized Services and Community Participation Supports / Supported Employment
    - Programs and Services
    - Operations and Finance
8. Nominating Committee - Slate of Officers
9. By-Laws
10. Adjournment

CONFIDENTIAL

Minutes of the 71st ANNUAL GENERAL MEETING of Community Living Cambridge held on **Tuesday, June 10, 2025** at the OPS Centre, 160 Hespeler Rd., Cambridge, Ontario.

Present: Jane Hale-McDonald (Chair), Ravi Baichan (Vice-Chair), Ibrahim Ahmed (Treasurer), Jack Gandhi, Elvis Samasuwo (F&O), Miriam Bugeja, Chris Heath, Katherine Dawson

Guests: Carla Kostiak

Regrets: Lawna Paulos (E.D.), Barry Green

Minutes: Stephanie Boynton

WELCOME, CALL TO ORDER AND CONFLICT OF INTEREST DECLARATION

Jane Hale-McDonald Chaired the meeting. No conflicts were declared.
The meeting was called to order at 6:03pm and a quorum was established.

APPROVAL OF THE AGENDA

No changes to the Agenda.

REVIEW AND APPROVAL OF MINUTES

There were no corrections to the Minutes of the 70th Annual General Meeting for Community Living Cambridge.

MOTION 01/25

THAT the Minutes of the 70st Annual General meeting held on June 10, 2024, be accepted.

MOVED BY: Jack Gandhi

SECONDED BY: Ibrahim Ahmed

CARRIED

ANNUAL REPORT - BOARD CHAIR AND EXECUTIVE DIRECTOR

Jane presented the "President and Executive Director's Report" verbatim for year ended March 31, 2026.

ANNUAL REPORT - TREASURER'S REPORT

Elvis presented the Treasurer's Report.

Amend Treasurer's Report - the deficit should be $868,112.

APPOINTMENT OF AUDITORS

Jane requested a Motion to appoint MNP as the Auditors for CLC for the fiscal year of April 1, 2026, to March 31, 2027.

MOTION 02/25

THAT MNP be the Auditors for CLC for the fiscal year April 1, 2025, to March 31, 2026.

MOVED BY: Ibrahim Ahmed

SECONDED BY: Ravi Baichan

CARRIED

ANNUAL REPORTS

Annual Reports were submitted from:

Human Resources

Specialized Services, Quality and Community Participation Supports / Supported Employment

Programs and Services

Finance & Operations

MOTION 03/25

THAT the Board accept all AGM Directors' Reports, as submitted.

MOVED: **Jack Gandhi**

SECONDED: **Carla Kostiak**

CARRIED

SLATE OF OFFICERS

Slate of Officers was presented for the fiscal year of April 1, 2025 to 31, 2026:

Chair	Jane Hale-McDonald
Vice Chair	Ravi Baichan
Treasurer	Ibrahim Ahmed
Director	Jack Gandhi
Director	Barry Green
Director	Carla Kostiak
Director	Valerie Miller
Director	Winston Francis

MOTION 04/25

THAT the Slate of Officers be accepted for 2025-2026.

MOVED: Jack Gandhi

SECONDED: Ravi Baichan

CARRIED

If you would like to move to a different committee, let Stephanie know and she will add that to the new Slate of Officers for approval.

Katherine to report a 'risk assessment/cyber security' at quarterly Board meeting going forward.

ADJOURNMENT

MOTION 05/25

THAT the 71st Annual General Meeting be adjourned.

MOVED: Jack Gandhi

SECONDED: Ravi Baichan

CARRIED

The meeting adjourned at 8:06pm.

__________________________ ______________________________

Jane Hale-McDonald – Chair Lawna Paulos – Executive Director

Annual Report – Board Chair and Executive Director

Annual Report Reflection: 2025–2026

During the 2025–2026 fiscal year, Community Living Cambridge continued to advance key organizational priorities while responding to significant financial, operational, and sector-wide pressures. The organization maintained and strengthened its collaborative relationship with the Ministry of Children, Community and Social Services (MCCSS), with a continued focus on supporting realistic and attainable budgets and ensuring the organization remains well positioned to deliver high-quality services.

Following the appointment of a new Director of Finance, the organization undertook a review of internal processes, associated costs, and long-term financial planning practices. Five-year forecasting has been initiated to strengthen fiscal discipline, support more effective budget planning, and anticipate accrual requirements, including those associated with collective bargaining and extraordinary expenses.

The organization also experienced exceptional cost pressures that contributed to deficits outside approved budgets and beyond internal control. Significant costs related to prior negotiations have affected the balance sheet and will require continued engagement with the Ministry to identify appropriate support and sustainable funding solutions.

The New North Lodge project remains on track for construction and continues to align with approved budget projections. Provincial funding has been received and applied as intended, with ongoing monitoring and monthly reporting provided to the Board of Directors.

Looking forward, preparations are underway for upcoming negotiations within a broader environment of provincial disruption. Supporting reports are being developed to inform negotiation strategy, assess related cost implications, and support prudent organizational planning.

Community Living Cambridge remains committed to the pillars of its current Strategic Plan, including strengthening the organization's foundation, supporting growth, exploring new housing options, expanding programs, and enhancing service quality. A new strategic planning process is anticipated to begin in early 2027, following the completion of negotiations.

The Board of Directors continued to provide active governance oversight through regular review of governance practices, policies, bylaws, work plans, action plans, financial statements, and organizational risk. Priorities for the upcoming annual review include asset identification, fleet management, risk management, budget review, and audit readiness.

The Board further strengthened its capacity through intentional recruitment, welcoming one new member and one returning director. This ongoing commitment to effective leadership supports Community Living Cambridge's mission and contributes to the organization's long-term stability.

We extend our sincere appreciation to the Board of Directors, staff, volunteers, partners, and supporters for their dedication and contributions throughout the year. Above all, we acknowledge the individuals supported by Community Living Cambridge, whose goals, aspirations, and quality of life remain central to our mission and purpose.

Respectfully Submitted,
Jane Hale-McDonald, Chair
Miriam Bugeja, Acting Executive Director

Community Living Cambridge

Financial Statements

March 31, 2026

To the Members of Community Living Cambridge:

Opinion

We have audited the financial statements of Community Living Cambridge (the "Organization"), which comprise the statement of financial position as at March 31, 2026, and the statements of operations, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Organization as at March 31, 2026, and the results of its operations and its cash flows for the year then ended in accordance with the financial reporting requirements established by the Ministry of Children, Community and Social Services.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Organization in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Correction of an Error

We draw attention to Note 2 of the financial statements, which explains that certain comparative information for the year ended March 31, 2025 has been restated. Our opinion is not modified in respect of this matter.

Emphasis of Matter – Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 3 to the financial statements, which describes the basis of accounting. The financial statements are prepared to assist the Organization to meet the requirements of their funding agreement with the Ministry of Children, Community and Social Services ("MCCSS"). As a result, the financial statements may not be suitable for another purpose. Our report is intended solely for the members of the Organization and MCCSS, and should not be used by parties other than the members of the Organization and MCCSS. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the financial reporting provisions established by MCCSS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Organization’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organization or to cease operations, or has no realistic alternative but to do so.

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Those charged with governance are responsible for overseeing the Organization's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Organization's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Organization to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

MNP LLP

Cambridge, Ontario — Chartered Professional Accountants

June 15, 2026 — Licensed Public Accountants

COMMUNITY LIVING
Cambridge

Community Living Cambridge
Statement of Financial Position
As at March 31, 2026

	2026	2025 (Note 2)
Assets		
Current		
Cash *(Note 4)*	**347,200**	456,872
Accounts receivable	**461,234**	396,636
Prepaid expenses and deposits	**97,861**	46,769
	906,295	900,277
Capital assets *(Note 5)*	**11,911,495**	9,294,484
Assets held for estate and bequest fund *(Note 6)*	**227,065**	211,053
	13,044,855	10,405,814
Liabilities		
Current		
Bank indebtedness *(Note 7)*	**1,665,000**	885,000
Accounts payable and accrued liabilities	**1,294,058**	1,648,702
Deferred contributions *(Note 8)*	**103,299**	139,053
Current portion of long-term debt *(Note 10)*	**431,800**	73,202
	3,494,157	2,745,957
Deferred contributions related to building under construction *(Note 9)*	**25,717**	299,734
Long-term debt *(Note 10)*	**695,241**	774,717
	4,215,115	3,820,408
Net Assets		
Operating fund *(Note 2)*	**(2,263,029)**	(1,881,701)
Estate and bequest fund	**227,065**	211,053
Bingo and Nevada fund	**63,489**	65,745
Capital asset fund *(Note 2)*	**10,758,737**	8,146,831
Replacement fund	**43,478**	43,478
	8,829,740	6,585,406
	13,044,855	10,405,814

Approved on behalf of the Board of Directors

Director | **Director**

The accompanying notes are an integral part of these financial statements

Community Living Cambridge
Statement of Operations
For the year ended March 31, 2026

	2026	*2025*
Revenue		
Provincial subsidy	**22,029,073**	21,581,083
Participant fees	**1,841,829**	1,838,447
Program fees	**807,107**	780,792
Rental income	**73,961**	73,466
Fundraising and miscellaneous	**52,236**	80,590
	24,804,206	24,354,378
Expenses		
Amortization	**30,195**	24,595
Bank charges and interest	**43,720**	40,062
Interest on long-term debt	**44,853**	49,351
Occupancy	**1,325,676**	1,307,888
Other program expenditures	**143,660**	-
Partnership facility renewal	**221,600**	26,295
Personal needs	**95,377**	89,086
Purchased services and supplies	**1,566,766**	1,625,085
Salaries and benefits	**21,145,348**	21,474,640
Subsidy clawback	**-**	3,412
Training	**58,478**	35,798
Travel and communication	**490,762**	498,199
	25,166,435	25,174,411
Deficiency of revenue over expenses before other item	**(362,229)**	(820,033)
Gain (loss) on disposal of capital assets	**481,077**	(48,079)
Excess (deficiency) of revenue over expenses	**118,848**	(868,112)

The accompanying notes are an integral part of these financial statements

Community Living Cambridge
Statement of Changes in Net Assets
For the year ended March 31, 2026

	Operating fund (Note 2)	Estate and bequest fund	Bingo and Nevada fund	Capital asset fund (Note 2)	Replacement fund	**2026**	2025
Net assets, beginning of year, as restated (Note 2)	(1,881,701)	211,053	65,745	8,146,831	43,478	6,585,406	6,777,932
Interfund transfers	173,649	-	-	(173,649)	-	-	-
Unrealized gain on assets held for estate and bequest fund	-	16,012	-	-	-	16,012	101,472
Revenue net of expenses for the year	-	-	(2,256)	-	-	(2,256)	5,182
Purchase of capital assets	-	-	-	2,111,730	-	2,111,730	593,850
Transfer of funds to purchase capital assets	(673,825)	-	-	673,825	-	-	-
Insurance proceeds to purchase capital assets	-	-	-	-	-	-	(24,918)
Excess (deficiency) of revenue over expenses	118,848	-	-	-	-	118,848	(868,112)
Net assets, end of year	(2,263,029)	227,065	63,489	10,758,737	43,478	8,829,740	6,585,406

The accompanying notes are an integral part of these financial statements

COMMUNITY LIVING
Cambridge

Community Living Cambridge
Statement of Cash Flows
For the year ended March 31, 2026

	2026	*2025*
Cash provided by (used for) the following activities		
Operating		
Excess (deficiency) of revenue over expenses	**118,848**	(868,112)
(Gain) loss on disposal of capital assets	**(481,077)**	48,079
Amortization	**30,195**	24,595
Change in Bingo and Nevada fund	**(2,256)**	5,182
Change in capital asset fund	**2,111,730**	568,932
	1,777,440	(221,324)
Changes in working capital accounts		
Accounts receivable	**(64,598)**	31,193
Prepaid expenses and deposits	**(51,092)**	(4,821)
Accounts payable and accrued liabilities	**(354,644)**	(436,771)
Deferred contributions	**(35,754)**	40,732
Deferred contributions related to building under construction	**(274,017)**	(385,756)
	997,335	(976,747)
Financing		
Advances of long-term debt	**353,698**	-
Repayment of long-term debt	**(74,576)**	(71,167)
Advance from bequest fund	**-**	1,095,000
Net change in bank indebtedness	**780,000**	735,000
	1,059,122	1,758,833
Investing		
Purchase of capital assets	**(2,785,555)**	(593,850)
Proceeds on disposal of capital assets	**619,426**	27,381
	(2,166,129)	(566,469)
Increase (decrease) in cash	**(109,672)**	215,617
Cash, beginning of year	**456,872**	241,255
Cash, end of year	**347,200**	456,872

The accompanying notes are an integral part of these financial statements

1. Incorporation and nature of the organization

Community Living Cambridge (the “Organization”) was incorporated on May 23, 1961 under the Laws of the Province of Ontario and is a registered charity and thus is exempt from income taxes under the Income Tax Act of Canada (“the Act”).

The Organization provides support to individuals with developmental disabilities as they seek to realize their citizenship and aspirations.

2. Correction of an error

During the year the Organization determined that the capital asset and operating fund balances were misstated. For 2025 the impact of this correction has resulted in a decrease in the operating fund of $1,881,701 and an increase in the capital asset fund of $1,881,701.

3. Significant accounting policies

The summary of significant accounting policies is presented to assist the reader in evaluating the financial statements contained herein. These policies have not been and were not intended to be in accordance with Canadian generally accepted accounting principles but rather comply with the agreed reporting requirements of the Ministry of Children, Community and Social Services ("MCCSS").

Basis of accounting

Sources of financing and expenses are reported on the accrual basis of accounting. Under this basis, revenues are recognized as they become available and measurable, and expenditures are recognized as they become measurable as a result of the receipt of goods or services and the creation of legal obligation to pay.

Cash and cash equivalents

Cash and cash equivalents include balances with banks and short-term investments with maturities of three months or less. Cash subject to restrictions that prevent its use for current purposes is included in restricted cash.

Fund accounting

The Organization follows the restricted fund method of accounting for contributions, and maintains five funds including Operating, Estate and Bequest, Bingo and Nevada, Capital Asset and Replacement.

The Operating fund reports the Organization’s program delivery and administrative activities.

The Estate and Bequest fund consists of estate funds and bequest funds received. This fund is internally restricted and income earned during the year may be used to assist the recreation and volunteer program at the direction of the Board of Directors.

The Bingo and Nevada fund consists of a trust account for funds received from the proceeds of bingo and nevada ticket sales under the license from the City of Cambridge. This fund is restricted for use in the Organization's programs by permission from the City of Cambridge.

The Capital Asset fund includes the proceeds of capital grants received. These funds have been invested in land, buildings, automotive, furniture and fixtures, leasehold improvements and buildings under construction that are used in the operations of the Organization.

The Replacement fund was established by the Board of Directors in 2011 to provide funds for replacement of capital items that are not funded by government funding sources.

3. Significant accounting policies *(Continued from previous page)*

Capital assets

Purchased capital assets are recorded at cost. Contributed capital assets are recorded at fair value at the date of contribution plus all costs directly attributable to the acquisition, if fair value can be reasonably determined. When fair value cannot be reasonably determined capital assets are recorded at a nominal value.

Capital assets purchased using funds contributed by MCCSS are expensed in the year the asset is acquired.

No amortization is recorded with respect to capital assets unless designated with funds contributed by MCCSS.

Contributed materials and services

Contributions of materials and services are recognized both as contributions and expenses in the statement of operations when a fair value can be reasonably estimated and when the materials and services are used in the normal course of the Organization's operations and would otherwise have been purchased.

Deferred contributions

Contributions which are earmarked for specific activities and programs, are deferred and included in liabilities at the statement of financial position date to the extent such monies are unspent. This deferred contribution is recognized as being earned in subsequent periods, usually the following fiscal year, as related expenditures are incurred.

Revenue recognition

The Organization follows the deferral method of accounting for contributions. Provincial subsidies are recognized in income in the year they are earned. Fundraising revenues are recognized in income in the year they are received. Restricted contributions are deferred and recognized in a future period when the related expenditures are incurred. Unrestricted contributions are recognized in the period that they are received. Interest received on unrestricted funds is reported in net income in the year it is earned. Interest received on internally restricted funds is reported as an increase in the internally restricted fund balances. Income earned through user fees, program fees, participant fees and rental income are recognized when the service or product is provided and payment is reasonably assured. Donations received are reported as income in the year in which they are received.

Financial instruments

The Organization recognizes financial instruments when the Organization becomes party to the contractual provisions of the financial instrument.

Arm's length financial instruments

Financial instruments originated/acquired or issued/assumed in an arm’s length transaction (“arm’s length financial instruments”) are initially recorded at their fair value.

At initial recognition, the Organization may irrevocably elect to subsequently measure any arm’s length financial instrument at fair value. The Organization has not made such an election during the year.

The Organization subsequently measures investments in equity instruments quoted in an active market at fair value. Fair value is determined by published price quotations. Investments in equity instruments not quoted in an active market are subsequently measured at cost less impairment. With the exception of financial liabilities indexed to a measure of the Organization’s performance or value of its equity and those instruments designated at fair value, all other financial assets and liabilities are subsequently measured at amortized cost.

Transaction costs and financing fees directly attributable to the origination, acquisition, issuance or assumption of financial instruments subsequently measured at fair value are immediately recognized in excess (deficiency) of revenues over expenses. Conversely, transaction costs and financing fees are added to the carrying amount for those financial instruments subsequently measured at cost or amortized cost.

3. Significant accounting policies *(Continued from previous page)*

Financial instruments *(Continued from previous page)*

Financial asset impairment

The Organization assesses impairment of all its financial assets measured at cost or amortized cost. The Organization groups assets for impairment testing when available information is not sufficient to permit identification of each individually impaired financial asset in the group; there are numerous assets affected by the same factors; no asset is individually significant, etc. Management considers whether the issuer is having significant financial difficulty or whether there has been a breach in contract, such as a default or delinquency in interest or principal payments; in determining whether objective evidence of impairment exists. When there is an indication of impairment, the Organization determines whether it has resulted in a significant adverse change in the expected timing or amount of future cash flows during the year.

The Organization reduces the carrying amount of any impaired financial assets to the highest of: the present value of cash flows expected to be generated by holding the assets; the amount that could be realized by selling the assets at the statement of financial position date; and the amount expected to be realized by exercising any rights to collateral held against those assets.

Financial asset impairment *(Continued from previous page)*

Any impairment, which is not considered temporary, is included in current year excess (deficiency) of revenues over expenses.

The Organization reverses impairment losses on financial assets when there is a decrease in impairment and the decrease can be objectively related to an event occurring after the impairment loss was recognized. The amount of the reversal is recognized in excess (deficiency) of revenues over expenses in the year the reversal occurs.

Use of estimates

The preparation of financial statements in conformity with the financial reporting provisions established by the MCCSS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period.

Accounts receivable are stated after evaluation as to their collectability and an appropriate allowance for doubtful accounts is provided where considered necessary. Accrued liabilities are based on management's expectation of accounts payable for goods and services for which invoices were not received prior to the year end.

By their nature, these judgments are subject to measurement uncertainty, and the effect on the financial statements of changes in such estimates and assumptions in future years could be material. These estimates and assumptions are reviewed periodically and, as adjustments become necessary they are reported in excess (deficiency) of revenues over expenses in the year in which they become known.

Long-lived assets

Long-lived assets consist of capital assets. Long-lived assets held for use are measured as described in the applicable accounting policy.

The Organization writes down long-lived assets held for use when conditions indicate that the asset no longer contributes to the Organization’s ability to provide goods and services. The asset are also written-down when the value of future economic benefits or service potential associated with the asset is less than its net carrying amount. When the Organization determines that a long-lived asset is impaired, its carrying amount is written down to the asset’s fair value.

4. Supplemental cash information

Cash is comprised of the following amounts:

	2026	*2025*
Restricted cash		
Cash - reserve fund	**53,998**	49,373
Cash - settlement funds	**110,188**	172,404
Subtotal	**164,186**	221,777
Unrestricted cash		
Cash - unrestricted operating fund	**183,014**	235,095
Total	**347,200**	456,872

5. Capital assets

	Cost	***Accumulated amortization***	***2026 Net book value***	*2025 Net book value*
Land	**1,914,239**	**-**	**1,914,239**	1,745,859
Buildings	**5,701,260**	**54,790**	**5,646,470**	5,304,210
Automotive	**586,490**	**-**	**586,490**	586,491
Furniture and fixtures	**505,225**	**-**	**505,225**	510,583
Leasehold improvements	**578,409**	**-**	**578,409**	578,409
Building under construction	**2,680,662**	**-**	**2,680,662**	568,932
	11,966,285	**54,790**	**11,911,495**	9,294,484

During the year, the Organization entered into an agreement to sell an existing building located at 110 Mercer Road in Cambridge Ontario for $655,000, prior to expenses related to the sale.

During the year, the Organization entered into a construction agreement which includes committed total payments of $7,167,590 with an estimated completion date in the upcoming fiscal year.

6. Assets held for estate and bequest fund

The estate and bequest fund consists of the following assets at year end:

	2026	*2025*
Cash and mutual funds	**227,065**	211,053

7. Bank indebtedness

	2026	2025
Demand operating loan	**1,665,000**	885,000

The Organization has available a demand operating loan of $2,000,000 of which $1,665,000 was utilized at year end (2025 - $885,000). The demand operating loan is subject to interest at the bank prime rate plus 1%. At March 31, 2026 bank prime rate was 4.45% (2025 - 4.95%). The loan is secured by a general security agreement, assignment of fire insurance in the amount of $530,257 and a continuing collateral mortgage on property owned by the Organization of $225,000.

8. Deferred contributions

Deferred contributions consist of unspent contributions externally restricted for general programs that are to be spent in the subsequent year. Recognition of these amounts as revenue is deferred to periods when the specified expenditures are incurred. Changes in the deferred contribution balance are as follows:

	2026	2025
Balance, beginning of year	**139,053**	98,321
Amount received during the year	**75,734**	58,533
Less: Amount recognized as revenue during the year	**(111,488)**	(17,801)
Balance, end of year	**103,299**	139,053

9. Deferred contributions related to building under construction

Deferred capital contributions consist of the unspent amount of contributions received for the purchase of capital assets. These amounts are recognized as an increase to the Capital asset fund in the year they are used. Changes in deferred capital contributions are as follows:

	2026	2025
Balance, beginning of year	**299,734**	685,490
Amount received during the year	**1,837,713**	-
Purchases of capital assets	**(2,111,730)**	(385,756)
Balance, end of year	**25,717**	299,734

10. Long-term debt

	2026	*2025*
Churchill, Eleanour and Cooper streets mortgage bearing interest at 4.31% payable in monthly instalments of $2,516, maturing June 2029 and secured by the respective buildings and land with a net book value of $559,768.	**93,666**	119,269
Stirling Macgregor drive mortgage bearing interest at 6.05% payable in monthly instalments of $1,075, maturing June 2029 and secured by the respective building and land with a net book value of $529,006.	**75,268**	83,402
Albert street mortgage bearing interest at 6.05% payable in monthly instalments of $3,022, maturing May 2029 and secured by the respective building and land with a net book value of $657,984.	**330,769**	346,745
Fairview road mortgage bearing interest at 5.35% payable in monthly instalments of $3,339, maturing August 2027 and secured by the respective building and land with a net book value of $608,850.	**273,640**	298,503
Bakersfield crescent loan bearing interest at 7.50% payable in monthly instalments of $2,250, maturing March 2027 and secured by the respective building and land with a net book value of $673,824.	**353,698**	-
	1,127,041	847,919
Less: Current portion	**431,800**	73,202
	695,241	774,717

Principal repayments on long-term debt in each of the next five years, assuming long-term debt subject to refinancing is renewed, are estimated as follows:

2027	431,800
2028	302,389
2029	57,699
2030	78,067
2031 and thereafter	257,086
Total	1,127,041

Interest expense on long-term debt for the year ended March 31, 2026 amounted to $44,853 (2025 - $49,351).

11. Financial instruments

The Organization, as part of its operations, carries a number of financial instruments. It is management's opinion that the Organization is not exposed to significant interest, currency, credit, liquidity or other price risks arising from these financial instruments except as otherwise disclosed.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. Changes in market interest rates may have an effect on the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on the fair value of other financial assets or liabilities, known as price risk.

The Organization is exposed to interest rate cash flow risk with respect to its line of credit, which is subject to interest at the bank prime rate plus 1%. During the year, interest rate cash flow risk increased as the balance outstanding on its line of credit increased.

The Organization's financial results will also be impacted in the future by changes in the renewal interest rates and new loans described in Note 10.

Liquidity risk

Liquidity risk is the risk that the Organization will encounter difficulty in meeting obligations associated with financial liabilities. The Organization enters into transactions to purchase goods and services on credit; borrow funds from financial institutions or other creditors, for which repayment is required at various maturity dates.

There has been no change in risk exposure from previous period.

12. Economic dependence

The Organization receives a significant portion of its revenues pursuant to funding arrangements with MCCSS. The ability of the Organization to continue its operations is dependent on receiving these government transfers.

13. Commitments

The Organization has entered into various lease agreements for certain building premises with estimated minimum annual payments as follows:

2027	395,840
2028	407,707
2029	411,973
2030	271,732
2031	55,006
	1,542,258

14. Comparative figures

Certain comparative figures have been reclassified to conform with current year presentation.

Community Living Cambridge
Schedule of Revenues and Expenses
Administrative Operations
For the year ended March 31, 2026

	2026	2025
Revenue		
Fundraising and miscellaneous	**30,492**	43,451
Rental income	**59,357**	59,062
	89,849	102,513
Expenses		
Administrative recovery	**(2,180,745)**	(2,114,318)
Bank charges and interest	**43,720**	40,062
Interest on long-term debt	**44,853**	44,212
Occupancy	**341,756**	203,813
Personal needs	**3,447**	24,480
Purchased services and supplies	**461,882**	430,474
Salaries and benefits	**1,297,878**	1,285,834
Training	**30,349**	2,070
Travel and communication	**31,816**	57,744
	74,956	(25,629)
Other items		
Gain (loss) on disposal of capital assets	**481,077**	(48,079)
Excess of revenue over expenses	**495,970**	80,063

Community Living Cambridge
Schedule of Revenues and Expenses
Fee for Service
For the year ended March 31, 2026

	2026	*2025*
Revenue		
Participant fees	**265,692**	264,659
Expenses		
Occupancy	**-**	2,097
Purchased services and supplies	**8,381**	134,668
Salaries and benefits	**213,342**	101,487
Training	**-**	424
Travel and communication	**1,498**	2,430
	223,221	241,106
Excess of revenue over expenses	**42,471**	23,553

Community Living Cambridge
Schedule of Revenues and Expenses
Employment Supports
For the year ended March 31, 2026

	2026	*2025*
Revenue		
Provincial subsidy	**371,640**	371,640
Expenses		
Allocated administrative	**37,164**	37,164
Occupancy	**-**	5,000
Purchased services and supplies	**2,433**	742
Salaries and benefits	**326,628**	330,793
Travel and communication	**5,115**	5,058
	371,340	378,757
Excess (deficiency) of revenue over expenses	**300**	(7,117)

Community Living Cambridge

Community Living Cambridge
Schedule of Revenues and Expenses
Community Participation Services and Support
For the year ended March 31, 2026

	2026	*2025*
Revenue		
Provincial subsidy	**2,231,625**	2,231,625
Participant fees	**541,415**	516,133
	2,773,040	2,747,758
Expenses		
Allocated administrative	**224,565**	224,565
Occupancy	**159,827**	215,188
Purchased services and supplies	**228,309**	122,660
Salaries and benefits	**2,044,229**	1,420,212
Training	**977**	878
Travel and communication	**14,882**	12,821
	2,672,789	1,996,324
Excess of revenue over expenses	**100,251**	751,434

Community Living Cambridge
Schedule of Revenues and Expenses
Group Living Supports
For the year ended March 31, 2026

	2026	2025
Revenue		
Provincial subsidy	**14,476,678**	14,476,642
Participant fees	**1,542,848**	1,528,258
Rental income	**7,800**	7,600
	16,027,326	16,012,500
Expenses		
Allocated administrative	**1,447,668**	1,106,964
Occupancy	**481,225**	565,909
Personal needs	**83,295**	60,017
Purchased services and supplies	**695,855**	731,128
Salaries and benefits	**13,500,945**	14,848,403
Training	**18,555**	28,892
Travel and communication	**349,683**	329,736
	16,577,226	17,671,049
Deficiency of revenue over expenses	**(549,900)**	(1,658,549)

Community Living Cambridge
Schedule of Revenues and Expenses
Dedicated Housing Support
For the year ended March 31, 2026

	2026	2025
Revenue		
Provincial subsidy	**35,908**	35,561
Participant fees	**36,024**	36,107
	71,932	71,668
Expenses		
Allocated administrative	**3,583**	5,000
Amortization	**30,195**	24,595
Interest on long-term debt	**-**	5,139
Occupancy	**38,154**	55,108
Subsidy clawback	**-**	3,412
	71,932	93,254
Excess (deficiency) of revenue over expenses	**-**	(21,586)

Community Living Cambridge
Schedule of Revenues and Expenses
Respite Program (Day Camp)
For the year ended March 31, 2026

	2026	2025
Revenue		
Provincial subsidy	**14,020**	14,020
Fundraising and miscellaneous	**21,685**	30,897
Participant fees	**9,380**	12,110
	45,085	57,027
Expenses		
Purchased services and supplies	**585**	2,310
Salaries and benefits	**33,694**	37,697
Travel and communication	**375**	256
	34,654	40,263
Excess of revenue over expenses	**10,431**	16,764

Community Living Cambridge
Schedule of Revenues and Expenses
Children's Accommodation Services
For the year ended March 31, 2026

	2026	*2025*
Revenue		
Provincial subsidy	**1,144,084**	1,144,084
Participant fees	**111,984**	108,800
Rental income	**6,804**	6,804
	1,262,872	1,259,688
Expenses		
Allocated administrative	**114,408**	114,408
Occupancy	**43,871**	32,475
Personal needs	**7,067**	4,063
Purchased services and supplies	**52,203**	51,269
Salaries and benefits	**1,128,976**	1,251,466
Training	**879**	875
Travel and communication	**28,321**	25,705
	1,375,725	1,480,261
Deficiency of revenue over expenses	**(112,853)**	(220,573)

Community Living Cambridge
Schedule of Revenues and Expenses
Supported Independent Living
For the year ended March 31, 2026

	2026	2025
Revenue		
Provincial subsidy	**3,015,238**	2,762,936
Fundraising and miscellaneous	**-**	4,407
Participant fees	**91,313**	86,970
	3,106,551	2,854,313
Expenses		
Allocated administrative	**301,524**	567,216
Occupancy expenses	**259,547**	228,298
Personal needs	**1,568**	526
Purchased services and supplies	**33,968**	44,020
Salaries and benefits	**2,314,681**	1,816,379
Training	**7,718**	2,659
Travel and communication	**53,591**	57,322
	2,972,597	2,716,420
Excess of revenue over expenses	**133,954**	137,893

Community Living Cambridge
Schedule of Revenues and Expenses
Specialized Community Support - Children's Services
For the year ended March 31, 2026

	2026	*2025*
Revenue		
Provincial subsidy	**257,108**	257,108
Expenses		
Allocated administrative	**25,716**	25,711
Other program expenditures	**143,660**	-
Salaries and benefits	**87,732**	132,260
	257,108	157,971
Excess of revenue over expenses	**-**	99,137

Community Living Cambridge
Schedule of Revenues and Expenses
Partner Facility Renewal
For the year ended March 31, 2026

	2026	*2025*
Revenue		
Provincial subsidy	**221,600**	26,295
Expenses		
Partnership facility renewal	**221,600**	26,295
Excess of revenue over expenses	**-**	-

Community Living Cambridge

Community Living Cambridge
Schedule of Revenues and Expenses
Associate Home Program
For the year ended March 31, 2026

	2026	2025
Revenue		
Provincial subsidy	**261,172**	261,172
Participant fees	**50,280**	66,202
	311,452	327,374
Expenses		
Allocated administration	**26,117**	33,290
Occupancy	**1,296**	-
Purchased services and supplies	**83,150**	107,813
Salaries and benefits	**195,408**	250,110
Travel and communication	**5,481**	7,127
	311,452	398,340
Excess (deficiency) of revenue over expenses	**-**	(70,966)

Community Living Cambridge
Schedule of Revenues and Expenses
Recreation Program
For the year ended March 31, 2026

	2026	*2025*
Revenue		
Provincial subsidy	**59**	1,835
Expenses		
Salaries and benefits	**1,835**	-
Excess (deficiency) of revenue over expenses	**(1,776)**	1,835

2026-27 Board of Directors

Chairperson	Jane Hale-McDonald
Members	Ravi Baichan, Vice-Chair
	Ibrahim Ahmed, Treasurer
	Barry Green
	Jack Gandhi
	Carla Kostiak
	Valerie Miller
	Winston Francis

Executive Committee

Chairperson	Jane Hale-McDonald
Members	Ravi Baichan, Vice-Chair
	Ibrahim Ahmed, Treasurer
	Jack Gandhi
	Lawna Paulos (ex officio)

Asset Leveraging Committee

Chairperson	Ravi Baichan (recommended)
Members	Jack Gandhi
	Ibrahim Ahmed
	Lawna Paulos (ex officio)
	Winston Reid (ex officio)

Executive Director Annual Performance Review Committee

Chairperson	Jane Hale-McDonald
Members	Ravi Baichan
	Val Miller
	Miriam Bugeja (ex officio)

Community Awareness/Fundraising Committee

Members	Barry Green
	Carla Kostiak (promotions/marketing)
	Winston Francis
	Winston Reid (ex officio)

Nominations Committee (when needed)

Chairperson	Jane Hale-McDonald
Members	Ibrahim Ahmed
	Jack Gandhi
	Miriam Bugeja (ex officio)

Strategic Planning Reporting Committee

Chairperson	Ibrahim Ahmed
Members	Carla Kostiak
	Lawna Paulos (ex officio)

Human Resources

Over the past year, Human Resources focused on strengthening core processes, improving service delivery, and advancing initiatives that support employees across the organization.

Key work this year included a comprehensive review and update of Human Resources policies and procedures to reflect evolving practices and better support a diverse workforce. We also advanced operational efficiency by analyzing time and attendance data to inform scheduling and resource allocation across programs. In addition, we strengthened foundational processes through improvements to new hire orientation, cross-training, and the development of driver training videos.

A major area of focus this year was the development and promotion of Employee Services. We launched "Quick Tip Tuesday" to share practical information that supports employees in their work and wellbeing. Information sessions were also delivered throughout the year to raise awareness of RRSP opportunities through CLC, career pathways through the DSW apprenticeship program, and supports available through the Employee and Family Assistance Program. In addition, we re-launched CLC Connect as a monthly newsletter highlighting employee achievements, milestones, and agency updates, and introduced the Perkopolis rewards program, which has achieved 50% staff participation. Alongside these initiatives, we supported employee engagement through seasonal activities and events that helped strengthen workplace culture and connection.

In recent months, preparations have been underway for negotiations related to the renewal of the collective agreement, which expired on March 31, 2026. We are also monitoring provincial labour relations developments closely, including potential OPSEU strike action expected to begin the week of May 25 and affect more than 20 agencies.

CLC was proud to recognize 34 employees for service milestones ranging from 5 to 35 years. This included two employees celebrating 25 years of service: Kim Caton and Mary Frances Fleet; two employees celebrating 30 years: Teresa Feliciano and Sandra Dixon; and four employees celebrating 35 years: Carla Chippindale, Sandra Lange, Karen Bickford, and Janice Hamilton. We also extend special congratulations to Program Manager Claude Cloutier on reaching 40 years of service and wish him all the best as he begins his retirement in June.

We also recognize and thank the employees who retired this past year for their dedicated service: Teresa Feliciano, Night Coordinator, after 30 years; Franco Spina, CPS Facilitator, after 39 years; and Khalil Afzalzadeh, Direct Support Worker, after 12 years.

Respectfully Submitted,
Miriam Bugeja
Director of Human Resources

Quality, Community Participation Supports / Supported Employment and Inclusion Supports

This year reflected steady growth, stronger community presence, and a continued shift toward supports that are individualized, and connected to real outcomes. Across the Quality department, Community Participation Supports (CPS), Supported Employment Services (SES), and Inclusion Supports, the focus has remained on meaningful participation, skill development, social connection, clearer documentation and use of available community resources.

Quality

Over the past year, the Program Managers of Quality have continued to provide ongoing training, guidance, and resources to strengthen understanding of the compliance directives and documentation requirements.

Internal reviews conducted throughout the year helped assess how well programs were meeting the MCCSS compliance requirements. The audits highlighted the effectiveness of processes, consistency, as well as an increased level of detail in staff documentation. Staff engagement has also been a notable strength, with staff participating in the review process, asking questions, and demonstrating a strong commitment to learning and continuous improvement in compliance practices.

Community Participation Supports (CPS)

CPS continued to demonstrate strong and stable participation across the year. Each session supported a consistent reach, with attendance ranging up to 133 people supported. This consistency gives confidence that the Franklin Centre remains a valued and reliable option for families, people supported, and community-based fee-for-service users.

The year also reflected a stronger emphasis on program identity and outcomes. Programs such as Stars of the Stage, Franklin Studio Broadcast, Makerspace, The Challenge Pit, Circuit Training, and the Behind the Scenes series supported confidence, communication, creativity, physical wellness, and community awareness. The Franklin Planners Co. gave people supported a stronger voice in shaping events and building experiences.

Major highlights included the annual Franklin Centre Showcase, the PIFF film submission and screening, the Cambridge Santa Claus Parade float, Holidayz Craze, and a strong Fundayz Camp season.

Supported Employment Supports (SES)

SES continued community inclusion through employment, volunteering, and individualized pathway development. In 2025, 56 people received supported employment services, with 29 actively employed. The department also supported volunteer development, skill-building, resume preparation, interviews, certifications, and stronger connections with community partners.

The Community Options model continued to show promise for people who benefit from consistent facilitation in volunteer and community settings. It offers a bridge between supported programming and independent community participation, with support that can be adapted around confidence, readiness, and personal interest.

- New and developing partnerships included Mission Thrift, Cedar Chest, 519 Community Collective, Kinbridge Cambridge Neighbourhood Association, Cambridge Public Library, St. Andrew's Terrace, Preston Heights Community Centre, the Food Bank, Messy Makers, and Cambridge Memorial Hospital.

- Skill-building outcomes included First Aid and CPR completion, Safe Food Handling certification, and online learning.

- Community relationships are increasingly producing natural inclusion outcomes, including individuals being invited back by community partners and moving toward independent volunteering or employment.

SES is moving beyond placement activity alone and toward valued roles, stronger employer relationships, researching social enterprise opportunities and clearer pathways from supported volunteering to employment based on each person's goal.

Inclusion Supports

Inclusion Supports maintained very strong engagement across seasonal special events, day trips, dances, social gatherings, and community experiences. The numbers continue to show demand for accessible opportunities that allow people supported to participate in the broader community with structure and choice.

Highlights included the Annual Holiday Celebration, Casa Loma, Greg Frewin Wild Magic, Kitchener Rangers, Karaoke Night, Chicago's Pub, and the Flexible Film initiative. The planning process has also become more responsive, with people supported increasingly sharing ideas for future events such as billiards and football game opportunities.

The strength of Inclusion Supports is its ability to turn community participation into accessible, well-planned experiences that build social connection and shared memory.

Across all areas, the shared direction is the same: more choice, stronger community connection, clearer documentation, and supports that help people build meaningful, visible lives in Cambridge and surrounding communities.

Respectfully submitted,
Katherine Dawson
Director, Quality, Risk and Compliance

Programs and Services

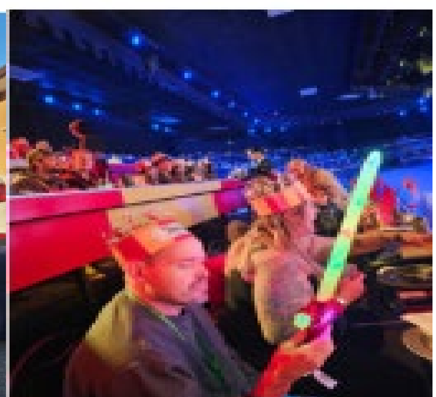
The Strategic Plan objective of ensuring the individuals we serve seek to have fun in their daily lives, spend time with friends and family, was clearly demonstrated through the celebrations, and attainment of lifelong goals throughout 2025.

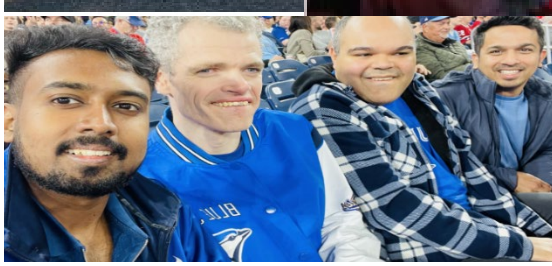
In alignment with Ministry of Children, Community and Social Services (MCCSS) compliance measures, Individual Support Plans are completed annually for each Person Supported. These plans identify each Individual's dreams, and aspirations, while guiding staff teams in providing person-centered supports that help turn those goals into reality.

Guided by Journey to Belonging, *Ontario's long-term vision for transforming developmental services so that adults with developmental disabilities can fully participate in and belong to their communities*. Community Living Cambridge continued to embrace and reflect these values throughout the year.

With the principles of choice, inclusion, and belonging at the forefront several significant milestones and celebrations were achieved in 2025. These included monumental birthday celebrations, a dream vacation to Jamaica for one Person Supported, and the celebration of a marriage ceremony for two People Supported. These meaningful experiences highlight the organization's commitment to supporting Individuals in achieving personal goals, fostering relationships, and living fulfilling lives within their communities.

The importance of friendship, family relationships, and the dedication of Community Living Cambridge staff was clearly evident throughout the year as community outings, and road trips were thoughtfully planned and enjoyed by the People Supported. These experiences provided connection, and memorable opportunities for personal growth and shared enjoyment.





During the 2025–2026 fiscal year, the Programs & Services Department welcomed Arwa Sadriwala to the team as Scheduling Specialist. Arwa brings a strong background in Human Resources and has quickly become a valued member of the department.

The department also recognized the promotion of Diane Lee, who transitioned from the role of Counsellor to Program Manager after sixteen years of dedicated service with Community Living Cambridge. Diane's extensive experience, organizational knowledge, and strong commitment to care and understanding continue to be tremendous assets to the organization.

After 40 years of dedicated service with Community Living Cambridge, Claude Cloutier will be retiring. We extend our sincere gratitude to Claude for his longstanding commitment to the People Supported, staff, and the organization as a whole. Claude's contributions and presence will be greatly missed by all who have had the privilege of working with him, and we wish him every success and happiness in his retirement and future endeavours.

Respectfully submitted,
Christine Heath
Director of Programs and Services

Finance & Revenue, Operations and IT

During 2025–2026 period, the Finance Department underwent significant organizational changes, including the departure of Elvis Samasuwo and the appointment of a new Finance Director to Community Living Cambridge - CLC.

The 2025–2026 fiscal year was a year in which there was meaningful progress. The Finance Department focused on strengthening CLC's financial and strategic position. The team analyzed ways to optimize our resources, and ways to optimize internal efficiency. Through collaborative work with different areas progress was also achieved by adjusting our processes, doing deeper analysis of expense areas and easily providing reliable and timely financial information.

Finance Team

The Finance department is comprised of the following members:

- Francisco González — Director of Finance & Revenue, Operations, and IT Technology
- Yissel Barrios — Associate Director, Finance
- Manpreet Saini — Payroll and Finance Accounting
- Simerjit Teja — Accounts Receivable / Accounts Payable
- Jennifer Mertz — Passport Coordinator

I would like to take this opportunity to express sincere appreciation to the entire team for their dedication and commitment.

Our Associate Director of Finance makes certain that our financial transactions are accurate and recorded in our Sage system resulting in strong financial data. Keenly aware of any changes or anomalies which are then immediately reviewed, analyzed and resolved.

During this period, the Payroll Team worked on ensuring the accuracy and timeliness of employee payments and maintained full compliance with all labor and administrative procedures.

The Accounts Receivable (AR) Department recorded incoming payments on time, ensuring a healthy financial flow, while ensuring full compliance with vendor obligations and managing operational expenses in many different departments, including the visa process.

The Passport Department effectively managed, recorded and submitted passport transactions for many CLC supported individuals and community members while maintaining accurate monthly control of the associated funds.

Information Technology (IT)

· Choudary Abdul - IT Specialist
During this period, one of the main objectives of the IT Department was digital modernization and continuous improvement. Daily support and problem solving is provided to all employees and locations within CLC. CLC had no cybersecurity incidents during this time.

We leveraged our non-profit status to secure preferential pricing and advance cost-saving initiatives with new partners and technology vendors. We will continue these efforts during the upcoming year.

Main Achievements 2025–2026

- New North Lodge (NNL) reporting – improved reporting and management of the financial aspect of a construction project.
- Savings and continuous improvement projects - Implementation across multiple areas.
- Renewal agreement negotiation - Property leases / insurance, securing better pricing.
- The purchase of 219 Bakersfield Avenue
- Enhancements to Supported Individual Personal Finance processes – Improved workflows.
- Financial process improvements - Ongoing implementation finance process.
- PO system implementation – In Progress in deploying the purchase order system.
- Evaluating the implementation of a more robust system to further strengthen expense management process.

Respectfully submitted,
Francisco Gonzalez
Director of Finance and Operations

COMMUNITY LIVING CAMBRIDGE
BY-LAW NO. 1
Revised and Approved as Final: August 11, 2025 / April 14, 2026
Approved by Board of Directors:

A BY-LAW **RELATING** GENERALLY TO THE CONDUCT OF THE BUSINESS AND AFFAIRS OF COMMUNITY LIVING CAMBRIDGE.

CONTENTS

COMMUNITY LIVING CAMBRIDGE
BY-LAW NO. 1
Revised and Approved as Final: August 11, 2025 / April 14, 2026
Approved by Board of Directors:

BE IT ENACTED as a by-law of **COMMUNITY LIVING CAMBRIDGE** as follows:

1. INTERPRETATION

1.1 Definitions - In this by-law, unless the context otherwise specifies or requires:

i. "Not-for-Profit Corporations *Act, 2010, S. O. 2010, c15.* " Means the *Corporations Act*, R.S.O. 1990, chap. c. 38 as amended from time to time and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes.

ii. "*board*" means the board of directors of the Corporation.

iii. "*By-law*" means any By-law of the Corporation from time to time in force and effect. "*Corporation*" means this Corporation, being the corporation to which the Articles pertain, and named "Community Living Cambridge".

iv. "*director*" means a director of the Corporation and a member of the board.

v. *"Special meeting of members"* means a meeting of all members entitled to vote at an annual meeting of members.

vi. *"Articles*" means the letters patent, supplementary letters patent, articles of amendment and any other constating documents of the Corporation as amended or restated from time to time.

vii. *"Meeting of members"* includes an annual meeting of members and a special meeting of members.

viii. "*member*" means a member of the Corporation.

ix. *"Recorded address"* means:

(i) in the case of a member, his address as recorded in the members' register; or
(ii) in the case of a director, officer, auditor, or member of a committee of the board, his latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act*, whichever is the more current.

The secretary may change or cause the recorded address of any person to be changed in accordance with any information believed by him to be reliable.

x. "*Regulations*" means the regulations made under the Act and every regulation that may be substituted therefore, as amended from time to time.

xi. "*Special resolution*" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special meeting of the members of the Corporation duly called for that purpose or at an annual meeting, or in lieu of such confirmation, by the consent in writing of all of the members entitled to vote at such meeting.

1.2 Interpretation - This By-law shall be, unless the context otherwise requires, construed, and interpreted in accordance with the following:

i. all terms which are contained in the By-laws of the Corporation, and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations.

ii. words importing the singular include the plural and *vice versa*. Words importing gender include the masculine, feminine and neuter genders.

iii. The word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator or other legal representative.

iv. The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

v. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of the By-laws. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

2. GENERAL BUSINESS MATTERS

2.1 Head Office - The members may, by special resolution, change from time to time the municipality or geographic township within Ontario in which the head office of the Corporation shall be located, but unless and until such special resolution has been passed, the head office shall be where initially specified in the Articles. The directors shall from time to time fix the location of the registered office within such a municipality or geographic township.

2.2 Corporate Seal - The Corporation may, but need not, have a corporate seal. If adopted, such a seal shall be in the form approved from time to time by the board of directors.

2.3 Financial Year End - The fiscal year or financial year of the Corporation shall end on March 31st of each year.

2.4 Execution of Documents - Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) directors or officers. Notwithstanding the foregoing, the board may from time to time direct the manner in which and the person or persons by whom a particular document or class of documents shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

2.5 Banking - All matters pertaining to the banking of the Corporation shall be transacted with such banks, trust companies or other financial organizations as the board may designate or authorize from time to time. All such banking business shall be transacted on behalf of the Corporation pursuant to such agreements, instructions and delegations of powers as may, from time to time, be prescribed by the board.

3. DIRECTORS

3.1 Duties - The affairs of the Corporation shall be managed by a board of directors who may be known and referred to as directors.

3.2 Transaction of Business - Business may be transacted by resolutions passed at meetings of directors or committees of directors which have been designated with the of the Board of Directors at which a quorum is present or by resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

3.3 Number of Directors - The board shall consist of the number of directors as specified in the articles, and all directors shall be members of good standing of the Corporation.

3.4 Term Rotation – removed June 11, 2025, and defined in 3.6 below.

3.5 **Length of Terms and Limits – Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding meeting at which an election of directors is required. The term of office of each director is three (3) years. Each director shall be eligible to serve for a maximum of three (3) consecutive terms, for a maximum of nine (9) years.**

In addition, if a director is appointed as an Officer of the Board (i.e., Treasurer, Vice Chair or Chair}, said director may serve for an additional six (6) years (or two (2) terms of three (3) years) on the Board. In this case, the director could serve on the Board for a maximum of fifteen (15) years.

i. Any director wishing to return to be re-elected to the Board (after fifteen (15) years), may be appointed by the Board as an ex-officio Director for one (1) year and may participate in regular Board meetings or on any sub-committee.

ii. After one (1) year, the Director is eligible for re-election to the Board by the members.

3.6 Qualifications – In line with the Act, the qualifications of a director should as follows:

a) At least eighteen (18) years of age.
b) Does not have the status of bankrupt; and
c) Has not been found incapable of managing property by a court or under Ontario law.

3.7 Resignation - A director who is not named in the Articles may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

3.8 Removal - Subject to the provisions of the Act, the members may, remove a director from the Board by "ordinary resolution," a majority vote of members present and entitled to vote at a special meeting of members duly called for the purpose of removal of the director.

3.9 Vacation of Office - A director ceases to hold office when he or she dies, resigns, is removed from office by the members, is removed by resolution of the members or becomes disqualified to serve as director.

4. MEETINGS OF DIRECTORS

4.1 Place of Meeting - Meetings of the board of directors may be held either at the head office, **or virtually, or a hybrid meeting** at any place within or outside Ontario.

4.2 Rules of Meetings – All meetings of the board of directors shall be governed by Robert's Rules of Order as amended from time-to-time and as the most current version published on the date of the meeting. Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order without challenge made at such meeting, such results shall be valid and in full force and effect.

4.3 Calling of Meetings - Meetings of the board shall be held from time to time at such place, date and time as the **Chair of the Corporation** or any [X] directors may determine, X being 1/3rd of the number of the directors on the Board.

4.4 Notice of Meeting - Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than two (2) clear days (excluding Sundays and holidays as defined by the *Legislation*, Sched. F., as amended from time to time) before the date of the meeting. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all the directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.5 First Meeting of New Board - Provided that a quorum of directors is present, a newly elected board **(as of the Annual Meeting)** may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

4.6 Regular Meetings – The board shall have a minimum of ten (10) scheduled meetings per year. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified. Board Members are expected to attend all board meeting and committee meetings with a minimum attendance of 75%. Meeting attendance will be tabulated on an annual basis and discussions will be initiated when a member is close to non-compliance.

4.7 Quorum - The number of directors which shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors. A quorum for transaction of business at any meeting of directors shall be a majority of the directors.

4.8 Adjournment - Any meeting of directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.9 Chair - The chair of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting:
Chair.
a Vice-Chair.
the director designated by the **Chair or a Vice-Chair;** or
If no such officer is present, the directors present shall choose one of their numbers to be chair of such meeting.

4.10 Votes to Govern - At all meetings of the board, each director is authorized to exercise one (1) vote, and every question shall be decided by a majority of the votes cast on the question; and in the case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.

4.11 Disclosure- Conflict of Interest - A director or officer of the Corporation who is a party to, or who is a director or an officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest. Disclosure, as aforesaid, shall be made at the time and in the manner required by the Act, and a director so having an interest in a contract or transaction shall, unless expressly permitted by the Ontario Not-for-Profit Corporations Act, 2010, S. O. 2010, c.15. not vote on any resolution to approve the contract or transaction.

4.12 Submission of Contracts or Transactions to Members for Approval - The board of directors has no requirement to submit contracts or transactions that are in the ordinary course of business to the members for approval.

4.13 Executive Committee - In the event that the number of directors on the board is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and may delegate to such executive committee any of the powers of the board of directors, subject to the restrictions in the Act, the By-laws or imposed from time to time by the board of directors. Subject to the By-laws, and any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the board of directors or, failing such determination, as determined by the executive committee, the provisions of paragraphs 4.1 to 4.12 hereof, inclusive, shall apply with necessary modifications to the executive committee.

4.14 Other Committees - The board of directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, 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 of directors. The board of directors may fix any remuneration for committee members who are also not directors of the Corporation.

4.15 Remuneration of Directors - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director, provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

Notwithstanding the foregoing, no director or officer shall be entitled to any remuneration for services as a director or in another capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

POWERS OF DIRECTORS

4.16 Administer Affairs - The board of directors of the Corporation shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.

4.17 Expenditures - The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

4.18 Borrowing Power - The board of directors of the Corporation may from time to time:

i. borrow money on the credit of the Corporation.

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

iii. 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

iv. delegate the powers conferred on the board of directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

v. 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.

4.19 Fund Raising - The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

4.20 **Directors as Employees – No member of the Board of Directors may seek employment with the Corporation during their term as director or for a period of three (3) months after their resignation or termination as a director, unless mutually approved by the majority of the Board of Directors in advance of any offer of employment.**

4.21 Agents and Employees - The board of directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Corporation) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such an appointment.

4.22 Remuneration of Agents and Employees - The remuneration of officers, agents, employees, and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Corporation.

5. OFFICERS

5.1 Appointment - The board of directors shall annually, or more often as may be required, appoint a chair, and vice chair(s), from among themselves and if deemed advisable may appoint annually or more often as may be required one or more officers with titles not included in this paragraph 5.1. A director may be appointed to any office of the Corporation but, subject to the Act, none of the said officers except the chair need be the director of the Corporation. In this case and whenever the same person holds the offices of secretary and treasurer that person may but need not be known as the secretary-treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

5.2 Vacancies - Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of.

i. that officer's resignation, which resignation shall be effective at the time the written resignation is received by the secretary of the Corporation or at the time specified in the resignation, whichever is later. (see also 8.2)
ii. the appointment of a successor.
iii. that officer ceases to be a director or member if such is a necessary qualification of appointment.
iv. the meeting at which the directors annually appoint the officers of the Corporation.
v. that officer's removal; or
vi. that officer's death.

If the office of any officer of the Corporation shall be or become vacant the directors by resolution may appoint a person to fill such vacancy.

5.3 Remuneration of Officers - The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors except that no officer who is also a director shall be entitled to receive remuneration for acting as such. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

5.4 Removal of Officers - All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.

5.5 Duties of Officers may be Delegated - In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

5.6 Powers and Duties - All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

i. **Chair of the Board.** The chair shall be a director and shall be vested with and may exercise all of the powers and perform all the duties of the chair of the board in the event that there is no chair of the board, or where there is a chair of the board, and such person is absent or refuses to act.

ii. **Vice-Chair.** The vice-chair or, if more than one, the vice-chair, in order of seniority, shall be vested with all the powers and shall perform all the duties of the chair in the absence or inability or refusal to act of the chair; provided, however, that a vice chair who is not a director shall not preside as chair at any meeting of the board of directors or of committees of directors, if any, and that a vice-chair who is not a director and member shall not, subject to paragraph 10.7 of this By-law, preside at any meeting of members;

iii. **Treasurer.** The treasurer, if appointed shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, he shall render to the board an account of his transactions as treasurer and of the financial position of the Corporation. The treasurer may be required to give such bond for the faithful performance of the treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

iv. **Secretary**. The secretary, if appointed, shall be the secretary of all meetings of the board and committees of the board and, whether or not they attend, the secretary shall enter or by designate cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; they shall give, or cause to be given, as and when instructed, notices to stakeholders, directors, auditors and members of committees; they shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation.

v. **Executive Director**. The Executive Director shall be responsible for overall management, leadership and the delivery of service within the policies established by the Board of Directors. This will include adherence to the following:

(i) General operating by-law relating to the conduct of the business and affairs of the Corporation.

(ii) Policy and procedures adopted for the Corporation, as enacted from time to time.

(iii) Ongoing follow-up and management of the Strategic Plan as enacted from time to time and adopted and approved by the Board.

(iv) Identify and seek out sources of revenue to meet operational requirements; and

(v) Attendance and reporting at meetings of the Board of Directors, Executive Committee, Annual Meeting and special meetings or events as deemed necessary or directed by the Board.

vi. **Immediate Past Chair** – The **Immediate Past-Chair** shall be the person who served as **Chair** during the term prior to the **current Board Chair and** shall have those powers and perform those duties which are assigned to the **Immediate Past-Chair** by the board and/or the Chair, including:

(i) the right to receive all notices that Directors are entitled to receive; and

(ii) to attend and speak at all meetings of the Board of Directors

(iii) The duties of all officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the board otherwise directs.

5.7 Disclosure- Conflict of Interest - An officer shall have the same duty to disclose his interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is pursuant to the provisions of the Act and the by-laws imposed upon directors.

6. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Standard of Care - Every director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Act, the Regulations, the Articles, and the By-laws.

6.2 Indemnity of Directors and Officers – Subject to the Act, 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 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 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 all other costs, charges and

6.3 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 permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw to the extent permitted by the Act or law.

6.4 Insurance - Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section as the board may from time to time determine.

7. MEMBERS

7.1 Entitlement - Membership in the Corporation shall be available to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the secretary of the Corporation. Each member shall be promptly informed by the secretary of their admission as a member. No person who is paid directly through payroll of the Corporation or any corporation with objects similar to the Corporation, or who has been paid directly through payroll of the Corporation or any corporation with objects like the Corporation, in the past two (2) years, nor any immediate family member of such a person, shall be a member or director.

7.2

7.3 Resignation (In writing) - Any member may withdraw from the Corporation by delivering to the Chair of the Corporation a written resignation and lodging a copy of same with the secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors. (this is not the same as 6.2) In the case of resignation, a member shall remain liable for payment of any **outstanding membership dues** levied or which became payable by the member to the Corporation prior to such person's resignation.

7.4 Termination of Membership - The interest of a member in the Corporation is not transferable and terminates:

i. upon death or dissolution of the member.

ii. when the member's period of membership expires (if any).

iii. when the member ceases to be a member by resignation or otherwise in accordance with the By-laws.

iv. the member's membership is terminated by the Board in accordance with the Act.

v. if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the meeting provided that the member shall be granted the opportunity to be heard at such meeting.

7.5 Membership Dues - Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall thereupon cease to be members of the Corporation.

8. MEMBERS' MEETINGS

8.1 Annual Meeting - Subject to compliance with the Act, the annual meeting of the members shall be held at most **every 15 months after the preceding Annual Meeting** and at such a time as the directors may determine by resolution.

8.2 Special Meetings – as meetings of the members may be convened by order of the chair, a vice-chair or by the board of directors at any date and time. The board of directors shall call a special meeting of members on written requisition of not less than one-tenth of the members.

8.3 Place of Meetings - Meetings of members shall be held at such place **or as a virtual / hybrid Meeting** within Ontario as the board determines or, in the absence of such a determination, at the place where the head office of the Corporation is located.

8.4 Special Business - All business transacted at a special meeting or an annual meeting of members, except consideration of the minutes of an earlier meeting, the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor constitutes special business.

8.5 Notice - Subject to the Act, ten (10) to fifty (50) days' written notice shall be given in the manner specified in the Bylaw to each voting member, director and the auditor of any annual or special meetings of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasonable judgment on the decision to be taken, and the text of any special resolution or by-law to be submitted to the meeting.

8.6 Persons Entitled to be Present - The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act. Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

8.7 Quorum - A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act, Articles or By-law) shall be persons present being not less than two in number and being or representing by proxy not less than a majority of the voting members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 11.1 with regard to notice shall apply to such adjournment.

8.8 Chair of the Meeting - In the event that the chair of the board, is absent, there is no vice-chair present, and the director designated by the chair or a vice-chair is absent, the persons who are present and entitled to vote shall choose another director as chair of the meeting, and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chair.

8.9 Adjournment - The chair of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

8.10 Right to Vote - Unless the Articles provide otherwise, each member of the Corporation is entitled to one vote at a meeting of members, provided that no member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

8.11 Votes to Govern - Subject to the Act, the Articles and the By-laws, all questions proposed for the consideration of the members shall be determined by a majority of the votes cast thereon and, in case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

8.12 Show of Hands - Except where a poll is demanded as hereafter set out, voting on any question proposed for consideration at a meeting of members shall be by a show of hands, and a declaration by the chair as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

8.13 Polls - A poll may be demanded either before or after any vote by show of hand by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

8.14 Proxies - Every member entitled to vote at a meeting of members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders who need not be members, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxy shall be in writing, shall be executed by the member or by his attorney authorized in writing and shall, in all other respects, be in a form which complies with the Act.

8.15 Deposit of Proxies - The directors may from time to time make regulations regarding the deposit of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by facsimile or other means of electronic communication or sent in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so deposited may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept facsimile or other electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been deposited with the Corporation, and any votes given in accordance with such facsimile or other electronic or written communication accepted by the chair of the meeting shall be valid and shall be counted.

8.16 Time for Deposit of Proxies - The Corporation shall recognize a proxy only if it has been deposited with the Corporation and it shall be so deposited before any vote is taken under its authority, or at such earlier time as the board, in compliance with the Act, prescribes and which has been specified in the notice calling the meeting.

8.17 Proxy- A proxy form should be provided to members in line with the Act and regulations.

8.18 Corporate Members and Associations - As an alternative to depositing a proxy, a body corporate or an association may deposit a certified copy of a resolution of its directors or governing body authorizing an individual to represent it at meetings of members of the Corporation.

9. NOTICES

9.1 Method of Giving Notices - Any notice, communication or other document required to be given by the Corporation to a member, director, officer, member of a committee of the board or auditor of the Corporation pursuant to the Act, the Regulations, the Articles or the By-laws or otherwise shall be sufficiently given to such person if:

i. delivered personally to him, in which case it shall be deemed to have been given when so delivered.

ii. delivered to his recorded address, in which case it shall be deemed to have been given when so delivered.

iii. mailed to him at his recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box; or

iv. sent to him at his recorded address by any means of prepaid transmitted, recorded or electronic communication, in which case it shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

9.2 Signature to Notices - The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten, or printed or partly written, stamped, typewritten or printed.

9.3 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, “day” means a clear day and a period of days shall be deemed to commence the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday (as defined in section 88 of the *Legislation Act,* 2006, S. O. 2006, c.21, Sched. F., as amended from time to time) the period shall terminate at midnight of the day next following that is not a Sunday or holiday.

9.4 Proof of Service - With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 11.1 of this By-law and put into a post office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

9.5 Omissions and Errors - The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.6 Waiver of Notice - Any member, proxyholder, director, officer, member of a committee of the board or auditor may waive or abridge the time for any notice required to be given him, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner. Attendance of any such person at a meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10. AUDITORS

10.1 Auditors - Unless the Corporation is exempt from the requirement to appoint an auditor in accordance with the Act, the members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members, who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not made, the auditor in the office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the directors. The members may by special resolution passed by at least two-thirds of the votes cast at a special 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.

11. EFFECTIVE DATE

11.1 Effective Date - Subject to its being confirmed by the members, this By-law shall come into force when enacted by the board, subject to the provisions of the Act.

12. EXECUTION

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 11 day of August 2025 and confirmed by the members of the Corporation on the 11th, day of AUGUST 2025.

COMMUNITY LIVING
Cambridge

BY-LAW NO. 1
Revised and Approved as Final: August 11, 2025 / April 14, 2026
Approved by Board of Directors:

ENACTED by the Board this day of April 14, 2026

Chair of Board of Directors – ______________________ M. Jane Hale-McDonald

Secretary – ______________________ Lawna Paulos

The foregoing By-law is hereby enacted by the directors of the Corporation as evidenced by the respective signatures hereto of all the directors of the Corporation in accordance with the provisions of section 298 of the Ontario Not-for-Profit *Corporations Act* (Ontario), 2010, S. O. 2010, c 15.

DATED:

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Vice-Chair– Ravi Baichan

____
Treasurer –Ibrahim Ahmed

____
Director – Jack Gandhi

____
Director – Carla Kostiak

____
Director – Barry Green

____
Director – Valerie Miller

____
Director – Winston Francis