

**Community Living Oshawa/Clarington  
ByLaw and Governance Policy Comparison**

<b>Current By-Laws</b>	<b>Proposed By-Laws</b>
<b>SECTION 5 - MEETING OF THE DIRECTORS</b>	
<b>5.05 Quorum</b>	
<p>A quorum for transaction of business at any meeting of directors shall be fifty one-percent (51%) of the directors.</p> <p>If no quorum exists for the purpose of voting on a resolution only because a director is not permitted to be present at the meeting due to a conflict of interest, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.</p>	<p>A quorum for transaction of business at any meeting of directors shall be fifty percent (50%) plus one (1) of the directors.</p> <p>If no quorum exists for the purpose of voting on a resolution only because a director is not permitted to be present at the meeting due to a conflict of interest, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.</p>

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<b>Current By-Laws</b>	<b>Proposed By-Laws</b>
<b>SECTION 10 - DISPUTE RESOLUTION</b>	
<b>10.01 Dispute Resolution Mechanism</b>	
<p>In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by- laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees, or volunteers of the Corporation as set out in the articles, by- laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:</p> <p style="padding-left: 40px;">a. the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall be subject to appeal on a question of fact, law or mixed fact and law; and</p> <p style="padding-left: 40px;">b. all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.</p>	<p>In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by- laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees, or volunteers of the Corporation as set out in the articles, by- laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:</p> <p style="padding-left: 40px;">a. the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. Subject to the terms of an arbitration agreement, the decision of the arbitrator may be final and binding and may not be subject to appeal on a question of fact, law or mixed fact and law; and</p> <p style="padding-left: 40px;">b. all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.</p>

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<b>Current Governance Policies</b>	<b>Proposed Governance Policies</b>
<b>SECTION 2 - MEMBERSHIP</b>	
<b>2.02 Membership Requirements</b>	
	<p><b>ADDED</b></p> <p>Membership shall be open to:</p> <ul style="list-style-type: none"> <li>• Any individual or family member not receiving directly or indirectly any remuneration for CLOC;</li> <li>• Has not had the status of employee with CLOC during the past three (3) years and whose; employment was not terminated;</li> <li>• Eighteen (18) years of age;</li> <li>• Supports the purposes and objectives of CLOC.</li> </ul>
<b>2.04 Terms of Membership</b>	
<p>Applications for CLOC's Annual Membership are accepted from January 1 to June 30 of the current year. Membership is valid January 1 annually and all rights thereof remain in effect until December 31 of that year. Membership fees are not applicable.</p>	<p>Applications for CLOC's Annual Membership are accepted from January 1 to June 30 of the current year. Membership is valid January 1 annually and all rights thereof remain in effect until December 31 of that year. Membership fees are set by the Board of Directors annually.</p>
<b>SECTION 5 -COMMITTEES</b>	
<b>5.1.3 Responsibilities</b>	
<p>i) Committee members shall be members of CLOC or shall become members during the calendar year;</p>	<p>i) Committee members shall be members of CLOC or shall become members during the calendar year with the exception of the Executive Director or Executive Director designate;</p>