

DRAFT REVISIONS

BY-LAWS

BY-LAWS RELATING GENERALLY TO THE TRANSACTIONS OF THE NEAR NORTH PALLIATIVE CARE NETWORK (NIPISSING/PARRY SOUND)

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ARTICLE ONE: INTERPRETATION

1.01 Definitions: In this by-law and all other by-laws and special resolutions of the Near North Palliative Care Network (Nipissing/Parry Sound) unless the context otherwise specifies or requires:

- a) **"Act"** means the Corporation Act of Ontario, and any Act that may be substituted therefore, as from time to time amended;
- b) **"Board"** means the Board of Directors of the Near North Palliative Care Network (Nipissing/Parry Sound);
- c) **"By-law"** means this By-law and all other By-laws of the Near North Palliative Care Network (Nipissing/Parry Sound) from time to time in force and effect;
- d) **"NNPCN (N/PS)"** means the Near North Palliative Care Network (Nipissing/Parry Sound) incorporated as a corporation without share capital under the Corporation Act of Ontario, by letters patent dated the 16th of March, 1995;
- e) **"Director"** means a board member of the Near North Palliative Care Network (Nipissing/Parry Sound);
- f) **"Letters Patent"** means the letters patent incorporating the Near North Palliative Care Network (Nipissing/Parry Sound) as from time to time amended, "Application for Incorporation for a Corporation without Shared Capital";
- g) **"Meetings of Members"** includes an annual meeting of members and a special meeting of members;
- h) **"Member"** means a person who is a voting member of NNPCN(N/PS) in accordance with these Bylaws and who meets the eligibility for a Member as specified in these Bylaws; "Members" and "Membership" mean Members collectively.
- i) **"Executive Committee"** means the committee consisting of the Chairperson, Past-Chairperson, Vice-Chairperson, the Secretary, Treasurer and Executive Director (as ex-officio non-voting member) appointed annually or at other times by the Board of Directors;
- j) **"Officer"** means a member of the Executive Committee of the Board and any other person so designated by the Board;
- k) **"Signing Officer"** means in relation to any instrument any person authorized to sign the same on behalf of the Board;

- 1) **"Corporation"** refers to the Near North Palliative Care Network (Nipissing/Parry Sound) (NNPCN (N/PS));
- 1.02 Singular/Plural:** Words imparting the singular number only shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- 1.03 Headings:** The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in constructing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any terms or provisions;
- 1.04 Gender:** Wording referring to gender shall be interpreted to mean both masculine and feminine. The same shall be said when reference is made to "their".

ARTICLE TWO: JURISDICTION

The Near North Palliative Care Network (Nipissing/Parry Sound) shall carry on business in a geographic area described as the District of Nipissing as well as the northeast portion of the geographic area described as the District of Parry Sound.

ARTICLE THREE: BUSINESS OF NEAR NORTH PALLIATIVE CARE NETWORK (NISSING/PARRY SOUND)

- 3.01 Head Office:** Until changed in accordance with the Act, the head office of the NNPCN (N/PS) shall be located in the District of Nipissing;
- 3.02 Corporate Seal:** Until changed in accordance with the Act, the corporate seal of the NNPCN (N/PS) shall be in the form impressed in the margin thereof;
- 3.03 French Language Services Act - Compliance:** The NNPCN (N/PS) shall respect the provisions of the French Language Services Act, by providing volunteers and/or information in French whenever possible;
- 3.04 Financial Year & Finances:** The Financial Year shall end on March 31st of each year;
- NNPCN (N/PS) shall have the power to raise funds by such legal means as it may determine from time to time.
- NNPCN (N/PS) shall have the power to designate disbursements of funds and assets by legal means in the pursuit of its objectives;
- 3.05 Execution of Instruments:** Deeds, transfers, licenses, contracts and engagements on behalf of the NNPCN (N/PS)'s operations may be entered into on behalf of the NNPCN (N/PS) by the Chairperson, Treasurer, or any person authorized by the Board by resolution;
- Contracts in the ordinary course of the NNPCN (N/PS)'s operations may be entered into on behalf of the NNPCN (N/PS) by the Chairperson, Treasurer, or any person authorized by the Board through motions. Two of the authorized signing authorities are required on any contract.
- The Board may at any time, by determination, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of NNPCN (N/PS) may or shall be executed.
- All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the NNPCN (N/PS), and in such manner as the Board of Directors may from time to time designate by resolution.
- 3.06 Banking Arrangements:** The banking business of the NNPCN (N/PS) shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instruments and delegations of powers as the Board may from time to time prescribe or authorize.

ARTICLE FOUR: DIRECTORS

4.01 Number of Directors and Quorum: The affairs of the NNPCN (N/PS) shall be managed by its Board of Directors. Until changed in accordance with the Act, the number of Directors shall be a maximum of fourteen (14). Quorum, for the transaction of business, will be fifty percent plus one of the actual Director positions filled. Despite vacancies the remaining Directors may act as if constituting a quorum.

4.02 Qualification: A Director shall be eighteen or more years of age and shall at the time of his election and throughout his term of office be a member of the NNPCN (N/PS); a person who is not a member of the NNPCN (N/PS) may be a Director if he is otherwise qualified and if he becomes a member of the NNPCN (N/PS) within ten days after his election, subject to the provisions of the Act.

Proposed for additional consideration

Eligibility Criteria

In order for a person to be eligible to become a Director of the Corporation, such person shall:

(i) meet the eligibility and restriction criteria for Membership in the Corporation (see Article Six, Sections 6.3 and 6.4).

(ii) obtain a Police Reference Check for the vulnerable sector. In the event that an elected Director cannot produce a police reference check for the vulnerable sector within six (6) months of his or her election, then the election of said Director shall be declared null and void and the office shall be declared vacant.

Individuals currently receiving services and supports from The Near North Palliative Care Network (Nipissing/ Parry Sound) are not eligible to become a Director of the Corporation.

4.03 Composition of the Board:

- a) Board membership will be a representative mix of the broader community, palliative care consumers and their caregivers, and a balance of those with palliative care and/or bereavement facilitation training.
- b) The Board shall at all times attempt to ensure a balance in its membership composition by encouraging participation on the Board by individuals representing the various community, linguistic and gender interests reflected in the areas served by the Near North Palliative Care Network (N/PS).
- c) A Director's place of principal residence shall be given consideration in order to have a balance of representation throughout the district.

4.04 Nominations to the Board: Nominees for election to the Board shall be nominated by another voting Member of the NNPCN (N/PS) and are required to submit a brief personal biography to the Membership, in writing to a Nominating Committee prior to the annual meeting of Members.

4.05 Election and Term: The Directors' term of office (subject to the provisions, if any, of the letters patent and any supplementary letters patent of the corporation and of the by-laws) shall be from the date of the meeting at which they are elected or appointed until the Annual General Meeting next following or until their successors are elected or appointed. Directors shall be elected yearly by the members at the Annual General Meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. The whole Board of Directors shall retire at the general meeting at which the yearly election of Directors is to be made but, subject to the provisions of this by-law, shall be eligible for re-election.

PROPOSED ADDITIONS

4.05 Standard of Care

Each Director of the Corporation in exercising his/her 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 reasonable person would exercise in comparable circumstances. Directors shall comply with all applicable legislation, regulations, Letters Patent, Bylaws, Governance Policies and Procedures and resolutions of the Members of the Corporation.

4.06

Responsibilities of Individual Directors

Each individual Director has a responsibility to:

- (i) Ensure that his/her conduct promotes the vision, mission and values of the Corporation;
- (ii) Work positively and cooperatively with other Directors and with the Executive Director of the Corporation;
- (iii) Show respect for other Directors, regardless of any difference of opinion;
- (iv) Be informed about matters relating to the Corporation and the communities it serves through participation in an initial orientation and in ongoing development of the Board;
- (v) Ensure that he/she complies with the Bylaws and the governance policies and procedures of the Corporation, as well as with the federal, provincial and municipal laws under which the Corporation operates.

4.07 Removal of Directors: The members may, by resolution passed by at least two thirds (2/3) of the votes cast therein at a general meeting of Members called for the purpose, remove any Director before the expiration of the person's term of office and may, by majority vote at that meeting, elect another person in the said Director's stead for the remainder of the term.

Directors who are absent without regrets for (3) or more meetings of the Board of Directors within one calendar year may, at the discretion of the Board, be removed from office.

4.08 Vacating of Office: The office of a Director shall be vacated upon the occurrence of any of the following events;

- a) If a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- b) If an order is made declaring him to be mentally incompetent or incapable of managing his own affairs;
- c) If he is removed from office by resolution of members as provided in section 5.06;
- d) If by notice in writing to the NNPCN (N/PS), the person resigns as a Director and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- e) On a Director's death.

4.09 Vacancies: Vacancies in the office of director, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified members of NNPCN (N/PS).

4.10 Calling of Meetings: Meetings of the Board shall be held from time to time at the call of the Board, the Chair, the Vice-Chair, or any two (2) Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than four (4) days and in writing by mail (excluding Saturdays, Sundays and public holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present, or if those absent waive notice of or otherwise signify their consent to such meetings being held.

PROPOSED ADDITION

4.11 Confidentiality

Directors shall respect the confidentiality of all matters, documents and materials brought before the Board, keeping in mind that unauthorized disclosure of the same could adversely affect the interests of the Corporation. Upon departure from the Board, a Director will return to the President all meeting information and documents of the Corporation that have been provided to the Director, or shall indicate in writing that all printed documents and electronic files have been destroyed.

4.12 First Meeting of New Board: Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

4.13 Regular Meetings: The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting. The Board of Directors shall meet a minimum of ten (10) times per year;

4.14 Place of Meeting: Meetings of the board shall be held at the head office of the NNPCN (N/PS) or elsewhere in Ontario.

4.13 Attendance: All members of the Board of Directors and members of committees or sub-committees of the NNPCN (N/PS) will be expected to attend the regularly scheduled meetings and will be provided sufficient notice of such meetings. It is expected that whenever possible, members will provide regrets if unable to attend a scheduled meeting.

All Board members and committee members will be considered members in good standing unless the member:

- a) is absent from three or more meetings in a calendar year without providing notice to the Board or Committee Chair;
- b) resigns from his or her position; or
- c) their term has ended

4.14 Chair: The Chairperson, or in the Chairperson's absence a Vice-Chairperson, who is a Director, shall be Chair of any meeting of Directors. If no such Officer be present, the Directors may choose one of their numbers to be the Chair.

4.15 Votes to Govern: At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting shall be entitled to cast a vote to break a tie.

PROPOSED SEPARATE ARTICLE Director's Conflict of Interest

Principle: The NNPCN (N/PS) commits the Directors to ethical conduct. Directors are expected to act, and be perceived to act, with integrity on all issues under consideration by the Board.

Definition: A conflict of interest is a perceived or real impediment to a Director's duty to support the NNPCN (N/PS)'s collective duties and interests, due to the Director's affiliations, obligations, or other formal associations and relationships outside the organization. A conflict of interest becomes a concern when the Director participates in making a Board decision when he knows, or should reasonably know, that the decision may enhance the private interest of the Director, or promote the private interest of another person or organization with a formal affiliation to the Director.

Declaration of Interest: It shall be the duty of every Director of the NNPCN (N/PS) who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with NNPCN (N/PS) to declare such interest to the extent, in the manner and at the time required by the Act and shall not discuss nor vote on such contract or proposed arrangement, subject to Conflict of Interest Guidelines;

Chairperson's Responsibilities: The Chairperson of NNPCN (N/PS) is responsible for ensuring that all persons nominated and/or elected to the Board are made aware of the policies and procedures regarding conflict of interest.

Director's Responsibilities: Directors are required to recognize that the possibility of conflict of interest exists and are expected to declare conflicts of interest in accordance with the by-law.

Provisions:

- a) Every Director who thinks he may potentially have a conflict of interest with respect to a proposed or current transaction or decision of NNPCN (N/PS) should disclose the nature and extent of the interest at a meeting of the board.
- b) The declaration of interest should be declared at the meeting of the board at which the transaction or decision is first raised.
- c) If the Director becomes interested in a transaction or decision after the board meeting at which it is first raised, the Director should make a declaration at the next board meeting following the Director's perception or apprehension of a conflict.
- d) In the case of an existing transaction or decision, the declaration should be made at the first meeting of the board after he becomes a Director or the interest comes into being.

- e) After making such a declaration, no interested Director should vote or be present at the vote, or otherwise attempt to influence the voting on a transaction or decision, nor should the Director be counted in any quorum with respect to the vote.
- f) If a Director has made a declaration of interest in compliance with this by-law, the Director is not accountable to NNPCN (N/PS) for any profit he may realize from the transaction or decision.
- g) If the Director fails to make a declaration of his interest in a transaction or decision as required by this by-law, this should be considered grounds for forfeiture of board membership.
- h) The failure of any Director to comply with the conflict of interest by-law of NNPCN (N/PS) does not, in and of itself, invalidate any transaction or decision undertaken by the Board of NNPCN (N/PS).
- i) If a Director believes that any other Director is in a conflict of interest position with respect to a vote on any transaction or decision, the Director should have the concern recorded in the minutes. The Board will then vote on the transaction or decision and the votes of each Director should be recorded.

Thereafter, at the request of the Director who recorded the initial concern, the Board should vote on whether the Director alleged to have an interest was in conflict. If the Board so finds, the vote of the person in a conflict of interest position should be voided. The question of whether or not a Director has a conflict of interest shall be determined by a simple majority of the Board.

- j) Every declaration of a conflict of interest and the general nature thereof should be recorded in the minutes of the Board.

4.16 Remuneration: The Directors shall serve as such without remuneration but shall be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings of the Board or of the Members.

4.17 Executive Committee: An Executive Committee consisting of the Chairperson, Past Chairperson, Vice Chairperson, Secretary, and Treasurer shall be appointed annually or at another time by the Board of Directors. The Executive Director is an ex officio member of the committee.

The Executive Committee shall have all powers of the Board of Directors except such powers as reserved by the Board of Directors to itself. The quorum for a meeting of the Executive Committee shall be a majority of its Members. For any given purpose, the Chair may invite other persons to participate in the work of the Executive Committee.

Meetings of the Executive Committee shall be held at the head office of the NNPCN (N/PS), or at such other place as the Executive Committee shall determine, from time to time, by resolution. Forty-eight (48) hours notice of such meetings shall be sent, in writing, to each Executive Committee Member, provided however that no formal notice need be given if all Members of the Executive Committee are present.

4.18 Finance Committee: A Finance Committee consisting of the Treasurer and at least two (2) Board Members who shall be voting members of the Board shall be appointed annually by the Board of Directors. The Chair of the Finance Committee shall be the Treasurer or, in the Treasurer's absence, the longest standing member on the Finance Committee present. The Chair may invite employees and other persons to participate in the meetings of the Finance Committee.

The Finance Committee shall:

- a) recommend to the Board of Directors for approval a detailed annual budget for expenditures and revenues for the ensuing year;
- b) submit complete financial reports to the Board of Directors at least quarterly;
- c) recommend to the Board of Directors the type and amount of insurance to be carried by the NNPCN (N/PS);
- d) advise the Board of Directors on financial matters as requested from time to time and, where necessary, recommend changes to said budget;
- e) recommend to the Board of Directors financial policies for the operation of the NNPCN (N/PS);
- f) recommend to the Board of Directors where necessary, bonding guidelines for staff and Board Members.

4.19 Other Committees of the Board: The Board of Directors may from time to time by resolution, form such other committees as it may deem appropriate, shall define their purpose and approve the Chair and membership. Board Members are expected to Chair or actively participate in a Standing Committee of the Board

Committees shall have such power and such membership as determined by the Board. Standing Committees created by the Board of Directors shall have written terms of reference approved by the Board. All committees shall refer recommendations back to the Board of Directors for final approval.

ARTICLE FIVE: OFFICERS

5.01 Election of Chairperson: The Board, by a majority vote of the Directors, shall elect from time to time from among its Members a Chairperson for a one-year period and a maximum of two (2) consecutive terms. Any extension beyond two (2) terms requires the approval by two-thirds (2/3) of the Board of Directors.

5.02 Election/Appointment of Other Officers: The Board shall elect from among its members one Vice-Chairperson, a Treasurer, a Secretary, and other officers deemed necessary. Any individual so elected shall serve a maximum of three (3) one (1) year terms. Any extension beyond three (3) terms requires the approval by two-thirds (2/3) of the Board of Directors.

All Officers of the NNPCN (N/PS) must be current Directors or appointed to an office by the Board of Directors:

Vacancies: Each incumbent officer shall continue until the earlier of:

- a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary to the NNPCN (N/PS) or at the time specified in the resignation, whichever is later;
- b) the election of a successor;
- c) the meeting at which the Directors annually elect/appoint the Officers of the NNPCN (N/PS);
- d) that Officer's removal;
- e) that Officer's death;

If the office of any Officer of the NNPCN (N/PS) shall be or become vacant, the Directors by resolution may elect/appoint a person to fill such vacancy.

5.03 Chairperson: The Chairperson shall chair Board Meetings and Executive Committee meetings. The Chairperson shall have access to the business and affairs of the NNPCN (N/PS) at all times for the purpose of keeping the Board informed of the state of the NNPCN (N/PS).

The Chairperson shall be an ex-officio non-voting member of all committees.

5.04 Vice-Chairperson: During the absence or disability of the Chairperson, the Chairperson's duties shall be performed and powers exercised by the Vice-Chairperson.

5.05 Secretary: The Secretary shall attend and be the Secretary to all meetings of the Board and Executive Committee and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. The Secretary shall give or cause to be given copies to be sent to Officers and Directors.

5.06 Treasurer: The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the NNPCN (N/PS) and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursements of funds of the NNPCN (N/PS).

The Treasurer shall:

- a) Chair the Finance Committee.
- b) Lead the preparation and review of the Annual NNPCN Operating Budget.
- c) Submit financial statements to the Board of Directors monthly indicating the financial position of the NNPCN (N/PS) at the close of the previous month.
- d) Have all accounts of the NNPCN (N/PS) audited by a Professional Accountant annually for submission to the general membership and the LHIN.
- e) Complete quarterly and annual submissions to the LHIN, as outlined in the Multi Sector Accountability Agreement (M-SAA) between the LHIN and NNPCN.
- f) Complete the Annual Charity Return.
- g) Sign cheques and other contracts on behalf of the Board of Directors and the NNPCN (N/PS) in accordance with the By-laws.
- h) Perform such duties as may be established by resolution of the Board of Directors and/or the general membership.

5.07 Other Officers: The duties of all other Officers of the NNPCN (N/PS) shall be as the terms of their engagement call for or as the Board may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

5.08 Variation of Duties: From time to time the Board may vary, add to or limit the powers and duties of any Officer.

5.09 Agents and Attorneys: The Board shall have power from time to time to appoint agents or attorneys for the NNPCN (N/PS) with such powers of management or otherwise (including the power to sub-delegate) as may be thought appropriate.

- 5.10 Fidelity Bonds:** The Board may require Officers, employees and agents of the NNPCN (N/PS) as the Board deems advisable to be bondable for the faithful discharge of their duties.
- 5.11 Removal of Officers:** Officers shall be removed at the instance of the Board, in the absence of agreement to the contrary. Officers shall be subject to removal by resolution of a majority vote of the Board of Directors at any time with or without cause.
- 5.12 Contracting Powers of Officers:** The Officers which shall have the authority to sign contracts on behalf of the NNPCN (N/PS) shall be the Chair and one (1) person of the Executive with approval of the Board of Directors not withstanding reasonable administration expenditures as may be determined by the Board.

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ARTICLE SIX: PROTECTION OF DIRECTORS AND OFFICERS

6.01 Limitation Liability: No Director or Officer of the NNPCN (N/PS) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the NNPCN (N/PS) through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the NNPCN (N/PS), or for the insufficiency or deficiency any security in or upon which any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities, or effects of the NNPCN (N/PS) shall be deposited or for any loss occasioned by any error of judgment or oversight on the person's part or for any other loss, damage or misfortune which shall happen in the execution of the duties of a person's office or in relation thereto unless the same are occasioned by the person's own willful neglect or default.

6.02 Indemnity: Every Director and Officer of the NNPCN (N/PS) 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 NNPCN (N/PS) from and against;

- a) all costs, charges and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the person in or about the execution of the duties of the person's office; and
- b) all other costs, charges and expenses that the person sustains or incurs in or about or in relation to the affairs of the NNPCN (N/PS) except such cost, charges or expenses as are occasioned by his/her own willful neglect or willful default.

The Board shall approve a motion to indemnify the Directors at the first meeting after the Annual General Meeting

6.03 Validity of Actions: No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Directors or Board of Directors.

6.04 Director's Reliance: Directors may rely upon the accuracy of any statement or reports prepared by the NNPCN (N/PS)'s Auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

6.05 Liability Insurance for Directors: The NNPCN (N/PS) shall, at all times purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine. Such insurance will be for the purpose of indemnifying the Directors and Officers of the NNPCN (N/PS) from the suit or proposed suit against them, or any of them, or the NNPCN (N/PS) by any person or persons whatsoever

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, except where the liability relates to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

15.3 Limitation of Liability

No Director or Officer of the Corporation shall be liable for the acts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense suffered by the Corporation for any reason, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on his/her part, or for any other loss, damage or misfortune that happens in the execution of the duties of office, unless the same happens through his/her own wilful neglect or default.

ARTICLE SEVEN: MEMBERS PROPOSED SUBSTITUTION

Membership in the Corporation

7.1 Membership

The membership shall consist of such persons as are admitted to membership by the Directors pursuant to the provision of the Bylaws.

7.2 Membership Year

The membership year of NNPCN (N/PS) shall coincide with its fiscal year.

7.3 Membership Eligibility Criteria

To be a member NNPCN (N/PS), an individual must meet the following criteria:

- (i) Be a person eighteen (18) years of age or older.
- (ii) Endorse the mission, vision, values, goals and objectives of NNPCN (N/PS).
- (iii) Reside or be employed in the geographic area that NNPCN (N/PS) serves.
- (iv) Complete a Membership Application Form and forward it to the Secretary of the Board of Directors; and
- (v) Pay annual membership dues that have been established by the Board of Directors.

7.4 Membership Restrictions

The following restrictions affect the eligibility of individuals to the membership of NNPCN (N/PS):

- (i) No Employee of NNPCN (N/PS) shall be eligible for membership.
- (ii) No past Employee of NNPCN (N/PS) shall be eligible for membership until two years after leaving NNPCN (N/PS).
- (iii) No person who has a legal action pending against NNPCN (N/PS) or who has had a legal action against NNPCN (N/PS) shall be eligible for membership.
- (iv) No immediate family member, meaning spouse, life partner, child, parent, brother, sister, sister-in-law or brother-in-law of a Member of the Board of Directors and Executive Director of NNPCN (N/PS), shall be eligible for membership.
- (v) No solicitor acting for NNPCN (N/PS), Auditor or representative(s) of a financial institution directly associated with NNPCN (N/PS) is eligible for membership.
- (vi) No person who is a member of NNPCN (N/PS) may enter into a contractual agreement with the organization until two years after resigning as a member.

7.5 Membership Rights

Except as otherwise provided in these Bylaws, Members of NNPCN (N/PS) have the right to:

- (i) Attend all duly constituted meetings of the Membership,
- (ii) Be entitled to one (1) vote at all meetings of NNPCN (N/PS),
- (iii) Participate in decisions of matters properly before the Membership of NNPCN (N/PS); and
- (iv) Be eligible for election or appointment to the Board of Directors.

7.6 Membership Dues

Membership dues shall be determined from time to time by a resolution of the Board of Directors. Notice of dues for the following membership year shall be sent to each regular member at least thirty (30) days prior to the end of the current membership year. Individuals unable to pay the membership dues may request that the Board of Directors waive this cost.

7.7 Membership Record

The Secretary of NNPCN (N/PS) shall ensure that an up-to-date record of Members is maintained.

7.8 Membership Transfer

Membership in NNPCN (N/PS) is not transferable.

7.9 Information for Members

Any member of the NNPCN (N/PS) or his/her agent or legal representative may during normal business hours of NNPCN (N/PS), inspect and make extracts from or copy at his/her own expense any of the following documents, namely:

- (i) the Letters Patent and any Supplementary Letters Patent;
- (ii) Bylaws and special resolutions;
- (iii) a register of the Directors;
- (iv) the minutes of all meetings of NNPCN (N/PS) and the Board, except for minutes relating to parts of Board meetings which are held in-camera; and any other information that is in compliance with provisions in the Corporations Act (Ontario) (or pending Not-for-Profit Corporations Act (Ontario));
- (v) Annual Audited Financial Statement(s) and Auditor's report(s) to the NNPCN (N/PS) membership.

7.10 Membership Application Approval

All applications for membership in NNPCN (N/PS) will be approved by the Board before becoming effective. If membership is denied, the applicant will receive the reason for this decision in writing from the Board and the applicant will be provided with an opportunity to appeal the decision within sixty (60) days.

7.11 Membership List

The Secretary of the Board of Directors will ensure that a list of NNPCN (N/PS) Members is maintained. This list shall serve as the official voting list for any meeting of the NNPCN (N/PS) Members.

7.12 Termination of NNPCN (N/PS) Membership

If at any time or for any reason, a member no longer meets criteria for NNPCN (N/PS) membership, then the person's membership shall automatically be terminated. A person's membership may be terminated at any time and for any reason, upon a resolution passed by a two-thirds (2/3) vote of the NNPCN (N/PS) Membership participating in the meeting.

7.13 Termination or Withdrawal of Membership by the Member

A Member may terminate or withdraw his or her own membership by giving written notice of such termination or withdrawal to the NNPCN (N/PS) Board of Directors.

7.14 Term of Membership: The interest of a Member in the NNPCN (N/PS) is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a Member by inactivity, resignation, or otherwise in accordance with the by-laws of the NNPCN (N/PS), if applicable, or if a Member cannot and does not agree with the purpose, objects, mission statement, aims, philosophy of the NNPCN (N/PS).

7.15 Resignation: Members may resign by resignation in writing to the Secretary of the Corporation which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a Member shall remain liable by payment of any assessment or other sum levied or which became payable by the Member to the NNPCN (N/PS) prior to acceptance of the Member's resignation.

7.16 Termination of a Member:

a) The Board may remove any Member from the register of Members of the NNPCN (N/PS) by resolution of the Board. Notice of intent of such a resolution must be provided by the Board in writing to such Member at least thirty (30) days prior to the meeting at which the resolution will be made. If the resolution is carried, the person shall cease immediately to be a Member of the NNPCN (N/PS). Any such Member may reapply for Membership in the NNPCN (N/PS).

b) A Member may be removed at a special meeting of members, where a resolution is passed to remove the Member by at least two thirds (2/3) of the votes cast, provided that the Member shall be granted the opportunity to be heard at such meeting.

c) A Member may be suspended for a predetermined length of time or until the Member has rectified the problem that gave rise to the suspension.

d) A Member may be removed after 6 months inactivity.

ARTICLE EIGHT: MEETINGS OF VOTING MEMBERS

8.01 Annual Meetings: The annual meeting of the Members shall be held at such time and on such day in each year as the Board may from time to time determine. However, it must be held no later than fifteen (15) months from the last general meeting, for the purpose of receiving the reports and statements appointing Auditors and for the transaction of such other business as may properly be brought before the meeting. Members shall transact the business only which is included in the notice of all meetings.

All meetings of Members shall be run according to "Bourinot's Rules of Order and Usage for Assemblies Generally", current edition and subsequent amendments except where such procedures are specifically contradicted by the Act or these By-laws.

- 8.02 Special Meetings:** The Board shall have the power to call a special meeting of Members at any time.
- 8.03 Voting:** Except for those matters requiring a special resolution and a two-thirds majority vote, a simple majority of votes cast shall suffice for all motions at any meeting of Members excluding abstentions.
- 8.04 Place of Meetings:** Meetings of Members shall be held at the head office of the NNPCN (N/PS) or elsewhere in the municipality in which the head office is situated or, pursuant to Section 3.01 or if the Board shall so determine, at some other place in Ontario.
- 8.05 Notice of Meeting:** Notice of the date, time and place of each meeting of Members shall be provided not less than fourteen (14) days before the date of the meeting to each Member entered in the register of Members at the close of the business day on which the notice is given. Notice of a special meeting of Members shall state the general nature of the business to be transacted at it. The Auditors of the NNPCN (N/PS) are entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive.
- a) The Board of Directors shall call a general meeting on written request of not less than one-tenth (1/10) of the members. The request must state the specific nature of the business to be considered at the meeting. Upon receipt of such request, the Board of Directors shall within twenty-one (21) days give notice of the requested meeting. A special meeting shall be convened not more than sixty (60) days after receipt of the request by the Board of Directors.
 - b) Where the Board of Directors fails to call a special meeting of the Members within twenty-one (21) days of receiving a signed request, those voting Members who signed the request may proceed to give notice of the special meeting themselves to be held not more than sixty (60) days after receipt of the request by the Board of Directors.
- 8.06 Meetings without Notice:** A meeting of Members may be held at any time and place without notice if all the Members entitled to vote thereat are present in person or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the NNPCN (N/PS) at a meeting of Members may transact.
- 8.07 Chair, Secretary and Scrutineer(s):** The Board may delegate a voting Member of the NNPCN (N/PS), to Chair any meeting of Members. The Chairperson or, in the Chairperson's absence a Vice-Chairperson who is a Director of the NNPCN (N/PS), shall be the Chair of any meeting of Members. If no such Officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their members to be Chair.

- a) The Secretary shall enter or cause to be entered in books kept for that purpose minutes of all proceedings of meetings of Members. If the designated Secretary is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the meeting.
- b) If desired, one or more Scrutineer(s), who need not be Members, may be appointed by a resolution or by the Chair with consent of the meeting.

8.08 Persons Entitled to be Present: The only persons entitled to attend a meeting of Members shall be the Voting Members, the auditors of the NNPCN (N/PS) and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

8.09 Quorum: For the transaction of business at any meeting of Members shall be a minimum of twelve (12) persons present in person and each entitled to vote thereat.

8.10 Right to Vote: At any meeting of Members, every person shall be entitled to vote who, at the time of the meeting, has been entered in the books of the NNPCN (N/PS) as a voting Member or delegate with voting privileges.

8.11 Proxies: At any meeting of Members, a proxy duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the proxy, the same voting rights that the voting Member appointing the proxy would be entitled to exercise if present at the meeting. A proxy must be a voting Member in good standing of the NNPCN (N/PS) and is limited to only members whose attendance at meetings is a hardship.

An instrument appointing proxy shall be in writing and any instrument appointing proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the NNPCN (N/PS) or at the meeting or as may be directed in the notice calling the meeting. Proxies are non-transferable. No voting Member of the NNPCN (N/PS) may hold more than one (1) proxy for any meeting of the Members. A valid proxy must contain the following.

- a) the name of the proxy giver, and of the proxy-holder (nominee);
- b) the date the proxy is signed;
- c) the date of the meeting at which the proxy is to be exercised;
- d) the signature of the proxy giver, and
- e) restrictions placed on it by the proxy-giver.

8.12 Votes to Govern: At any meeting every question shall, unless otherwise required by the Letters Patent or By-laws of the NNPCN (N/PS) or by law, be determined by the majority of the votes duly cast on the question.

8.13 Show of Hands: Any question at a meeting of Members shall be decided by a show of hands of voting members unless, after a show of hands, a poll therein is required or demanded as hereinafter provided.

Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll therein is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried, or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution, and the result of the vote so taken shall be the decision of the voting Members upon the said question.

8.14 Polls: After a show of hands has been taken on any question, the Chair may require, or any person entitled to vote on the question may demand a poll therein. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each voting Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the voting Members upon the said question.

8.15 Casting Vote: In case of an equality of voices at any meeting of Members either upon a show of hands of voting members or upon a poll, the Chair of the meeting shall be entitled to an additional or casting vote.

8.16 Adjournment: The chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting.

PROPOSED SUBSTITUTION for Article 8

Board of Director Meetings

8.1 Purpose

The purpose of the meetings of the Board is to transact business on behalf of the Corporation.

8.2 Authority to Call

The meetings of the Board shall be called by the President or on the direction in writing or by email of a majority of the Board.

8.3 Frequency

The Board shall meet a minimum of nine (9) times a year in each fiscal year.

8.4 Date, Time and Location

Meetings of the Board shall be held at the Head Office of the Corporation or at another location determined by the Board. The Board shall approve an annual schedule of meetings at the first meeting of the Board after the Annual General Meeting. If this is done and one notice of all of these regular Board meetings is given once a year, no individual notice need be given to Board members.

8.5 Notice of Regular Meetings

Notice of meetings of the Board shall be sent a minimum of five (5) days before each meeting is to take place. Notice shall include a tentative agenda and any correspondence, documents or reports which are to be discussed at the meeting. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.

8.6 Notice of Emergency Meetings

Emergency meetings may be called on twenty-four (24) hours' notice by the Chair or by any four (4) Directors for specific matter of an urgent nature. No unrelated item shall be added to the agenda unless there is agreement by two-thirds (2/3) of the Directors participating in the meeting to add the item. The business transacted at the meeting shall have the approval of the majority of the Board.

8.7 Meeting Status

The meetings of the Board are open to the public except in circumstances where an in-camera session of the Board is warranted. The guidelines for open meetings and in-camera sessions of the Board are specified in the Governance Policies and Procedures of The Near North Palliative Care Network (Nipissing/Parry Sound).

8.8 Omissions and Errors

The accidental omission to give any notice to any Director, or the non-receipt of any notice affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice, or otherwise founded thereon.

8.9 Chair

The Chair of the Board shall preside at all meetings of the Board. In the absence of the Chair, the Directors present shall appoint the Vice-Chair or another Officer of the Corporation to chair the meeting.

8.10 Participation of Chair in Decision Making

If the Chair wishes to make a motion about a matter being considered, the Chair must step aside. During such absence by the Chair, the Vice-Chair or another person approved by the Members shall act as Chair. The person assuming the Chair shall not vote except in the case of a tie or ballot vote.

8.11 Quorum

A majority of the current members of the Board shall constitute a quorum at any meeting of the Board. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time at which to adjourn, to take a recess or to adjourn. Only those Directors present in person or by teleconference or by video conference at any meeting of the Board of Directors shall be counted in determining whether or not a quorum is present.

8.12 Voting Entitlement

Each Director who is present at a meeting of the Board shall be entitled to one vote per motion. The Chair is not entitled to vote on matters being considered.

8.13 Voting Procedures

Motions arising at any meeting of the Board shall be decided by a majority of votes of Members in attendance, either in-person or by electronic link. There shall be no proxy voting. In the case of a tie vote, the Chair of the meeting shall have the casting vote. At any meeting, if a secret ballot is requested, the Chair will distribute, collect and tally ballots and declare the outcome. A declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.14 Adjournment

The Chair of the meeting of the Board shall, with the consent of the Directors present at the meeting, adjourn the meeting.

8.15 Meeting Minutes

The minutes of each Board meeting shall be submitted to the Board for its approval at the next following Board meeting and once approved, copies shall be made available to each Director.

Article Ten: Annual General Meeting

9.1 Purpose

The Annual General Meeting is a business meeting of the Membership of the Corporation for the purpose of:

- (i) Receiving the:
 - (a) Minutes of the previous Annual General Meeting,
 - (b) Report of the unfinished business from any previous meeting of the Membership of the Corporation,
 - (c) Hearing and receiving the reports and statements required by the Corporations Act (or pending Not-for-Profit Corporations Act),
 - (d) Presentation of the Audited Financial Statement by the Auditor;
- (ii) Electing Directors to the Board;
- (iii) Appointing an Auditor for the period up until the next Annual General Meeting and fixing or authorizing the Board to fix his/her remuneration; and
- (iv) Conducting such other business as may be necessary or desirable at such a meeting.

9.2 Authority to Call

The Annual General Meeting of the Corporation is called by the Chair in accordance with the provisions of the Act and the Bylaws of the Corporation. The Annual General Meeting of The Near North Palliative Care Network (Nipissing/Parry Sound) shall be held within six (6) months following the end of the fiscal year of the Corporation and within fifteen (15) months after the holding of the last preceding Annual General Meeting.

9.3 Date, Time and Location

The Annual General Meeting shall be held at a location and at such time and place in each year as the Board of Directors shall determine.

9.4 Record Date

The Record Date for the determination of those Members entitled to notice of and to vote at the Annual General Meeting will be thirty (30) days prior to the established date of the Annual

General Meeting. Any person who is not a Member as of the Record Date is not entitled to notice of or to vote at the meeting for which the Record Date has been established.

9.5 Notice

Notice of the time, place and date of the Annual General Meeting and of the business to be transacted including all applicable meeting documents shall be given at least fourteen (14) days before the date of the meeting;

- (i) to each member as of the Record Date by sending the notice in writing to the member as shown on the records of the Corporation; and
- (ii) to the Auditor of the Corporation.

9.6 Omissions and Errors

An accidental omission or error to give notice of the Annual General Meeting shall not invalidate the meeting.

9.7 Meeting Status

The Annual General Meeting is open to the public. Persons planning to attend the Annual General Meeting shall be requested to advise the Corporation of their attendance a minimum of three (3) days prior to the scheduled meeting date and time.

9.8 Chair

The Chair of the Board shall preside at the Annual General Meeting. In the absence of the Chair, the Vice-Chair shall chair or the Members of the Corporation shall appoint another Officer of the Corporation to chair the meeting. If no Director is present or if all the Directors present decline to act as Chair, the Members of the Corporation present shall choose one of their Members to act as Chair.

9.9 Quorum

A quorum for the transaction of business at any meeting of the Members shall consist of a minimum of ten (10) percent of Members of the Corporation present in-person or represented by proxy. No business shall be transacted at any Members' meeting unless the requisite quorum is present at the commencement of such business. If, within one (1) hour after the time approved for the meeting, a quorum is not present, the meeting may be adjourned to an alternate date when such business may be transacted. No notice shall be required of any such adjournment.

9.10 Voting Entitlement

Each Member present at an Annual General Meeting shall be entitled to one vote. Voting at an Annual General Meeting shall be by Members in good standing. The Chair of the Annual General Meeting is not entitled to vote on matters being considered.

9.11 Voting Procedures

Motions arising at the Annual General Meeting shall be decided by a majority of votes of the Members in attendance, either in person, by electronic link or by proxy vote. Every Member who is eligible to vote at the meeting and who is present in person, participating by electronic link or represented by proxy shall have one vote. Every question shall in the first instance be decided by a show of hands unless a poll is demanded by any voting Member. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Annual General Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. In the case of a tie vote, the Chair of the Annual General Meeting shall have the casting vote.

9.12 Proxy Vote

A proxy shall be executed by the Member or the Member's attorney authorized in writing. A person appointed as proxy must be a Member of the Corporation. A proxy may be in the following form:

The undersigned Member of The Near North Palliative Care Network (Nipissing/Parry Sound hereby appoints ____ of ____, or, failing the person appointed above, ____ of ____, as proxy of the undersigned to attend and act at the meeting of the Members of the Corporation, to be held on ____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power, as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Dated this ____ day of ____, 20__.

The Directors may, from time to time, make regulations regarding the particulars of such proxies to be faxed, emailed or mailed in writing before the meeting or adjourned meeting to the Corporation or to any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjournment of the meeting. Votes given in accordance with such regulations shall be valid and shall be counted.

9.13 Show of Hands

Any question at a meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll is required or demanded. Every person who is present and eligible to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is so required or demanded, a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not so carried shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said question. The result of the vote so taken shall be the decision of the Members upon the said question, and an entry to that effect shall be made in the minutes.

9.14 Polls

After a show of hands has been taken on any question, the Chair may require, or any person entitled to vote on the question may demand, a poll. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon the taking of a poll, each Member present in-person or represented by a duly appointed proxy shall be entitled to one vote, and the result of the poll shall be the decision of the Members upon the said question.

9.15 Casting Vote

In the event of a tie in a vote, either personal or proxy, the Chair of the Annual General Meeting shall have the casting vote.

9.16 Nomination and Election Procedures

The Board shall place before the Members at each Annual General Meeting the names of candidates for membership on the Board of Directors. A profile of each potential candidate shall be sent to the Members of the Corporation a minimum of fourteen (14) calendar days before the Annual General Meeting. Nominations will not be accepted from the floor at the Annual

General Meeting. Election shall be by a show of hands unless a poll is required or demanded. The Chair of the Annual General Meeting shall declare the candidates receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last position, a second vote shall be required.

9.17 Adjournment

The Chair of the Annual General Meeting, with the consent of a majority of the Members present or represented by proxy at the meeting, may adjourn any Annual General Meeting to any time. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

Article Eleven: General Meeting

10.1 Purpose

A General Meeting is a separate session of the Membership of the Corporation held at a different time from that of any other meeting and convened only to consider one or more items of business specified in the call of the meeting. The reason for the General Meeting shall be to deal with important matters that urgently require action by the Corporation.

10.2 Authority to Call

A General Meeting of the Membership may be called by a majority of the Directors, by the Chair, by the Vice-Chair in the absence of the Chair, or by notice in writing from ten (10) Members in good standing.

10.3 Date, Time and Location

The General Meeting shall be held at a location and at such time and place as the Board of Directors shall determine.

10.4 Record Date

The Record Date for the determination of those Members entitled to notice of and to vote at the General Meeting will be thirty (30) days prior to the established date of the meeting. Any person who is not a Member as of the Record Date is not entitled to notice of or to vote at the General Meeting for which the Record Date has been established.

10.5 Notice

Notice of the time, place and date of the General Meeting and of the business to be transacted including all applicable meeting documents shall be given at least fourteen (14) days before the date of the meeting:

- (i) to each member as of the Record Date by sending the notice in writing to the member as shown on the records of the Corporation.

10.6 Omissions and Errors

An accidental omission or error to give notice of a General Meeting shall not invalidate the meeting.

10.7 Agenda

The agenda for the General Meeting shall be limited to the item(s) specified in the call for the meeting.

10.8 Meeting Status

A General Meeting is open to the public except in circumstances where an in-camera session of only the Members of the Corporation is warranted. Members of the public planning to attend the

General Meeting are requested to advise the Corporation of their attendance a minimum of three (3) days prior to the scheduled meeting date and time.

10.9 Chair

The Chair of the Board shall preside at a General Meeting. In the absence of the Chair, the Members present shall appoint the Vice-Chair or another Officer of the Corporation to chair the meeting.

10.10 Quorum

A quorum for the transaction of business at any meeting of the Members shall consist of a minimum of ten (10) percent of Members of the Corporation present in-person or represented by proxy. No business shall be transacted at any Members' meeting unless the requisite quorum is present at the commencement of such business. If, within one (1) hour after the time approved for the meeting, a quorum is not present, the meeting may be adjourned to an alternate date when such business may be transacted. No notice shall be required of any such adjournment.

10.11 Voting Entitlement

The voting entitlement applicable to the Annual General Meeting (See Article Ten, Section 10.10) shall apply to a General Meeting.

10.12 Voting Procedures

The voting procedures applicable to the Annual General Meeting (See Article Ten, Section 10.11) shall apply to a General Meeting.

10.13 Proxy Vote

The proxy vote procedures applicable to the Annual General Meeting (see Article Ten, Section 10.12) shall apply to a General Meeting.

10.14 Show of Hands

The show of hands procedures applicable to the Annual General Meeting (see Article Ten, Section 10.13) shall apply to a General Meeting.

10.15 Polls

The poll vote procedures applicable to the Annual General Meeting (see Article Ten, Section 10.14) shall apply to a General Meeting.

10.16 Casting Vote

In the event of a tie vote, either personal or proxy, the Chair of the General Meeting shall have the casting vote.

10.17 Adjournment

The Chair of the General Meeting, with the consent of a majority of the Members present or represented by proxy at the meeting, may adjourn any General Meeting to any time. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

ARTICLE ELEVEN: NOTICES

11.01 Method of Giving Notice: Any communication or document to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, Director, Officer or Auditor shall be sufficiently given if delivered to the person's last address as recorded in the books of the NNPCN (N/PS) or if mailed by prepaid ordinary or air mail addressed to the person's address or if sent to the person's address by any means of

wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the NNPCN (N/PS)'s books of any Members, Director, Officer or Auditor in accordance with any information believed to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or to the address aforesaid; a notice so mailed shall be deemed to have been given when deposited with the post office; and a notice sent by any means of wire or wireless, E-mail, Fax or any other form of transmitted or recorded communication shall be deemed to have been given when sent.

11.02 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, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.

11.03 Omissions and Errors: The accidental omission to give notice to any Member, Director, Officer or Auditor or the non-receipt of any notice by any Member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

11.04 Waiver of Notice: Any Member (or his duly appointed proxy), Director, Officer or Auditor may waive any notice required to be given to that person under any provision of the Act, the Letters Patent, the By-laws or otherwise and such waiver whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE TWELVE: AUDITORS

10.01 Appointment of Auditors: Consistent with the requirements contained under section 6.06, subsection 2(d), the Members shall at each annual meeting appoint a licensed public accountant to audit the accounts of the NNPCN (N/PS), to hold office until the next meeting, provided that the Directors may fill any casual vacancy in the office of Auditor. The remuneration of the licensed public accountant shall be fixed by the Board of Directors.

PROPOSED SUBSTITUTION: Auditor

12.1 Appointment

The Corporation shall, at each Annual General Meeting, appoint a licensed Auditor who prepares an Audited Financial Statement according to Generally Accepted Accounting Principles for presentation to the Membership at the next Annual General Meeting of the Corporation. The Auditor shall be required to provide a Management Letter to the Board on an annual basis and to complete a written Engagement Letter for services to be provided.

12.2 Qualifications

No person shall be appointed as Auditor of the Corporation who is a Director, Officer or employee of the Corporation or who is a spouse, life-partner, employer or employee of any such Director, Officer or employee.

19.3 Remuneration

The Directors shall fix the remuneration of the Auditor.

ARTICLE ELEVEN: EFFECTIVE DATE

11.01 Effective Date: This by-law shall come into force when confirmed by the Members in accordance with the Act. This by-law shall be subject to review and revision where necessary no later than four years from its effective date. This by-law may be amended at any annual meeting of the Members. Any amendments of the By-laws shall be made in accordance with the provision of the *Corporations Act* of Ontario (or pending *Ontario Not-For-Profits Corporations Act*).

Article Twenty-One: Bylaw Amendment

21.1 Bylaw Amendment

Any article of these Bylaws may be altered, amended or suspended for any length of time, or any new regulations added, by the affirmative vote of two-thirds (2/3) of the Members present at any Annual General Meeting or General Meeting duly called, provided such alteration, amendment or suspension has been included in the notice summoning such meeting. However, any proposed alteration, amendment or suspension may be amended at such meeting without notice provided that the substance and spirit of the original Bylaw is not lost. If any Member desires to propose at the Annual General Meeting any alteration, amendment or suspension of any article of the Bylaws, he/she shall notify the Secretary of the same, in writing, at least thirty (30) days before

the meeting. The Secretary shall include the same in the notice calling such meeting. Proposed Bylaw amendments must be forwarded to the membership of the Corporation a minimum of fourteen (14) days in advance of the Annual General Meeting or General Meeting duly called to consider the proposed Bylaw amendments.

21.2 Repeal of Prior Bylaws

All prior Bylaws, resolutions or other enactments of the Corporation inconsistent with this Bylaw are hereby repealed and this shall be known as the Bylaw.

Article Twenty-Three: Bylaw Ratification

23.1 Bylaw Ratification

APPROVED, RATIFIED AND CONFIRMED by the Members of the Corporation this ___ day of ___, 2013.

RECOMMENDED FOR INCLUSION IN BY LAWS

Complaint Process

Complaint ProcessThe Board shall establish written policies with respect to complaints lodged by clients, caregivers, volunteers and other groups served by Near North Palliative Care Network (Nipissing/ Parry Sound), as the Board by resolution deems appropriate. The Board shall establish in writing procedures where complaints can be reported, documented, heard if a hearing is necessary, and resolved. The policies and procedures with respect to complaints may be implemented through the use of a committee, or in such other manner as the Board, by resolution shall from time to time determine. The Board shall keep a written record of the number, types and resolution of complaints lodged at a secure location at the head office of the Corporation.