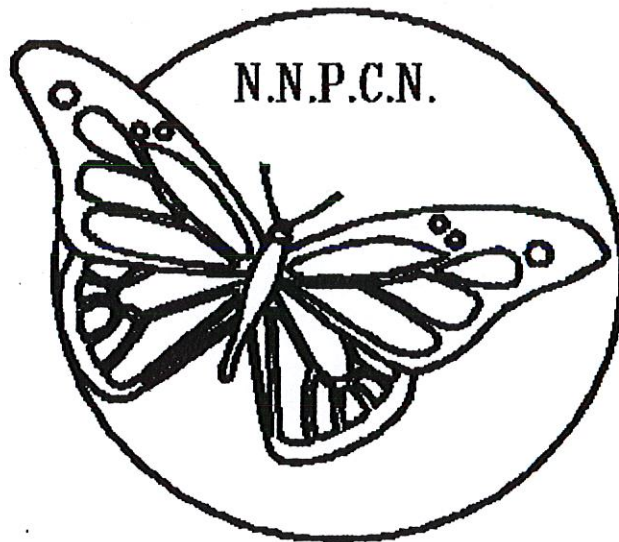


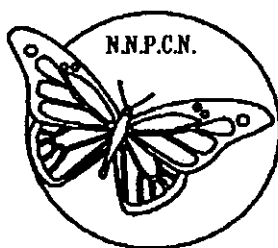
Jean Burnett



FOUNDING BY-LAWS

***Near North Palliative Care Network
(Nipissing/Parry Sound)***

*280 Airport Road
North Bay, ON P1B 8W6*



FOUNDING BY-LAWS

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

**280 Airport Road
North Bay, Ontario
P1B 8W6**

FOUNDING BY-LAWS

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

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BE IT ENACTED as a by-law of the NNPCN (N/PS) as follows:

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:
- * "Act" means the Corporations Act of Ontario, and any Act that may be substituted therefore, as from time to time amended;
 - * "Board" means the Board of Directors of the Near North Palliative Care Network (Nipissing/Parry Sound);
 - * "by-laws" 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;
 - * "NNPCN (N/PS)" means the Near North Palliative Care Network (Nipissing/Parry Sound) incorporated as a corporation without share capital under the Corporations Act of Ontario, by letters patent dated the 16th of March, 1995;
 - * "Director" means a board member of the Near North Palliative Care Network (Nipissing/Parry Sound);
 - * "letters patent" means the letters patent incorporating the Near North Palliative Care Network (Nipissing/Parry Sound) as from time to time amended and supplemented by supplementary letters patent;
 - * "meeting of members" includes an annual meeting of members and a special meeting of members;
 - * "Executive Committee" means chairpersons of standing committees of the board established annually or at other times as the board shall decide;
 - * "Officer" means a member of the Executive Committee of the Board and any other person so designated by the Board;
- 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

BUSINESS OF NEAR NORTH PALLIATIVE CARE NETWORK (NIPISSING/PARRY SOUND)

- 2.01 **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;
- 2.02 **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;
- 2.03 **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;
- 2.04 **Financial Year & Finances:** The Financial Year shall be determined by the Board, unless otherwise determined by Statute of Law, March 31 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;

- 2.05 **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;

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.

- 2.06 **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 THREE DIRECTORS

- 3.01 **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 twelve (12). Quorum, for the transaction of business, will be fifty percent plus one of the actual director position filled. Despite vacancies the remaining directors may act as if constituting a quorum.
- 3.02 **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.

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 NNPCN (N/PS).

- 3.03 **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.
- 3.04 **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 meeting next following or until their successors are elected or appointed. Directors shall be elected yearly by the members in 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.
- 3.05 **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.

- 3.06 Vacation 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 3.05;
 - d) If by notice in writing he resigns his office.
- 3.07 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).
- 3.08 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 two (2) days and in writing by mail (excluding Saturdays, Sundays, and statutory 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.
- 3.09 First Meeting of New Board: Provided a quorum of Directors be present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected;
- 3.10 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;
- 3.11 Place of Meeting: Meetings of the Board shall be held at the head office the NNPCN (N/PS) or elsewhere in Ontario.
- 3.12 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 number to be the Chair;

- 3.13 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.
- 3.14 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;
- 3.15 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.
- 3.16 Executive Committee: An Executive Committee consisting of the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer and a Director-at-large shall be appointed annually by the Board of Directors;

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.

- 3.17 Finance Committee: A Finance Committee consisting of the Treasurer and at least two (2) other Board member 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.

3.18 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. Committees shall be chaired by a Director of the Board. Committees shall have such power and such Membership as determined by the Board. Committees created by the Board of Directors shall have written terms of reference approved by the Board.

ARTICLE FOUR
OFFICERS

- 4.01 Election of Chairperson: The Board shall elect from time to time from among its Members a Chairperson for a one-year period by a majority of the Directors for a maximum of two terms.
- 4.02 Election/Appointment of Other Officers: Election of Other Officers: The Board shall elect from among its members one Vice-Chairperson, a Treasurer, a Secretary, and other officers deemed necessary to serve a one year period for a maximum of one (1) year for a total of three terms.

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.

- 4.03 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.

- 4.04 Vice-Chairperson(s): During the absence or disability of the Chairperson, the Chairperson's duties shall be performed and powers exercised by the Vice-Chairperson.
- 4.05 Secretary: The Secretary shall attend and be the Secretary to all meetings of the members and Directors 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.

4.06 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).

1. The treasurer shall render to the Board whenever required an account of all the Treasurer's transactions as Treasurer and of the financial position of the NNPCN (N/PS).
2. The Treasurer shall also:
 - a) Chair the Finance Committee.
 - b) Be the custodian of the financial and accounting records of the NNPCN (N/PS) which are required to be kept under the provisions of the NNPCN (N/PS)'s Act of the Province of Ontario.
 - 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) subjected to an audit by a Professional Accountant annually for submission to the general membership. If an audit of the financial statements is required, the Treasurer will obtain the services of a licenced public accountant.
 - e) Perform such duties as may be established by resolution of the Board of Directors and/or the general membership.
 - f) Working with the Chair, approve submissions of funding applications to various agencies on behalf of the Board of Directors.
 - 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) May recommend to the Board the creation of a standing subcommittee/s dealing with other financial/fund-raising issues which shall report to the Finance Committee.

4.07 Other Officers: The duties of all other Officers of the NNPCN (N/PS) shall be such 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.

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

4.09 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.

- 4.10 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.
- 4.11 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.
- 4.12 Contracting Powers of Officers: The officers which shall have the authority to sign contracts on behalf of the NNPCN (N/PS) shall be two officers of the Executive or the Chair and one person of the Executive with approval of the Board of Directors not withstanding reasonable administration expenditures as may be determined by the Board.

ARTICLE FIVE
PROTECTION OF DIRECTORS AND OFFICERS

- 5.01 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.
- 5.02 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.
- 5.03 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.
- 5.04 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.
- 5.05 Liability Insurance or 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.

ARTICLE SIX
MEMBERS & ASSOCIATES

6.01 The NNPCN (N/PS) is made up of voting members and associates.

1. Entitlement: Voting membership unless excluded under Article 3 - Section 3.14- "Exclusion Due to Conflict" shall be open to all persons, including consumers and family members whose permanent place of residence is within Nipissing District or the Northeast section of Parry Sound District and are in agreement with the current mission statement, philosophy statement and goals, and purpose and objects of the NNPCN (N/PS). Applications shall be in writing to the Secretary of the NNPCN (N/PS) for review and approval and must conform to current membership criteria.
Exclusion Due to Conflict - See Article 3 Section 3.14.
2. Associates may attend and participate in meetings of member groups but have not vote;
3. Membership criteria shall be determined from time to time by the members of the NNPCN (N/PS). Such criteria shall be subject to approval by a two-thirds (2/3) majority of members voting at a membership meeting.
4. Individuals who are residents of Nipissing District or the northeast section of Parry Sound District may apply for membership as associates (nonvoting).
5. The Members shall meet in general meeting no less frequently than once yearly.
6. Each voting Member shall be entitled to voting privileges at such meeting. Members shall be entitled to receive communication from the NNPCN (N/PS) as determined by the Board. Membership shall be renewed annually or at such intervals as shall be determined from time to time at an annual meeting by at least two -thirds of the eligible voting members present;
7. Members and/or associates have a right to appear before the Board to discuss issues of concern as hereinafter provided. At any time, a Member/Associate may request in writing to the Chairperson to appear before the Board. Such a request shall be discussed at the next regular meeting of the Board, and time allotted on the agenda of one of its next two regular meetings for the Member/Associate to appear before the Board. The Chairperson shall then inform the Member/Associate in question as to the time, date and place to appear before the Board.

8. One tenth (1/10) of the membership may petition the Board in writing to call a special meeting of the Board and Membership, such petition to be reviewed at the next regular meeting of the Board.
 9. Voting Members shall have the powers:
 - a) to direct the Board of Directors;
 - b) to elect and remove members of the Board of Directors
 - c) to receive, approve or reject reports of the Board of Directors, audited financial statements, and fiscal budgets;
 - d) to appoint, on an annual basis, an auditor to examine the financial records of the NNPCN (N/PS);
 - e) to rule on any other matter consistent with the purpose, mission and objects of the NNPCN (N/PS);
 10. The voting membership shall constitute the ultimate authority of the NNPCN (N/PS).
 11. Membership/Associateship may be subject to a fee structure that shall be determined by a resolution of the Board, subject to approval by the membership at the annual general meeting.
- 6.02 Term of Membership/Associateship: The interest of a Member/Associate in the NNPCN (N/PS) is not transferable and lapses and ceases to exist upon the Member's/Associate's death or when the Member/Associate ceases to be a Member/Associate by resignation, non-payment of fees or otherwise in accordance with the by-laws of the NNPCN (N/PS), if applicable, or if a Member/Associate cannot and does not agree with the purpose, objects, mission statement, aims, philosophy of the NNPCN (N/PS).
- 6.03 Resignation: Members/Associates 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/Associate shall remain liable by payment of any assessment or other sum levied or which became payable by the Member/Associate to the NNPCN (N/PS) prior to acceptance of the Member's/Associate's resignation.
- 6.04 Termination of a Member/Associate: The Board may remove any Member/Associate from the register of Members/Associates 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/Associate 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/Associate of the NNPCN (N/PS). Any such Member/Associate may reapply for Membership in the NNPCN (N/PS).

1. A member/associate may be removed at a special meeting of members, where a resolution is passed to remove the member/associate by at least two thirds (2/3) of the votes cast, provided that the member/associate shall be granted the opportunity to be heard at such meeting.
2. A member/associate may be suspended for a predetermined length of time for non-payment of fees, if applicable; or until the member/associate has rectified the problem that gave rise to the suspension.

ARTICLE SEVEN
MEETINGS OF VOTING MEMBERS & ASSOCIATES

7.01 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.

7.02 Special Meetings: The Board shall have the power to call a special meeting of Members at any time.

7.03 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.

7.04 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 7.06 or if the Board shall so determine, at some other place in Ontario.

7.05 Notice of Meetings: Notice of the date, time and place of each meeting of Members shall be provided not less than four-teen (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.

1. 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 the 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.

2. 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.

- 7.06 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.
- 7.07 The Board may delegate a Parliamentarian, who is 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, who need not be Members, may be appointed by a resolution or by the Chair with consent of the meeting.
- 7.08 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.
- 7.09 For the transaction of business at any meeting of Members shall be a minimum of twelve persons present in person and each entitled to vote thereat;
- 7.10 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.
- 7.11 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). 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.

7.12 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.

7.13 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.

7.14 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.

- 7.15 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.
- 7.16 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.

ARTICLE EIGHT
NOTICES

- 8.01 Method of Giving Notices: 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.
- 8.02 Computation of Term: 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.
- 8.03 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.
- 8.04 Waiver of Notice: Any Member (or his/her 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 NINE
AUDITORS

- 9.01 Appointment of Auditors: Consistent with the requirements contained under section 4.06, subsection 2 (d), the Members shall at each annual meeting appoint a Professional Accountant to examine 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 Professional Accountant shall be fixed by the Board of Directors.

ARTICLE TEN
EFFECTIVE DATE

10.01 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 NNPCN (N/PS)'s Act of Ontario.

Passed by the Directors and sealed with the corporate seal the day of *Jan 21* 19 *99*

Chairperson *S Demelo* Secretary *B Charvorn*
Confirmed by the Members the *21* day of *Jan* 19*99*

Secretary *B Charvorn*