



FOUNDING BY-LAWS

BY-LAWS RELATING GENERALLY TO THE

TRANSACTION OF THE AFFAIRS OF

**NEAR NORTH PALLIATIVE CARE NETWORK
(NIPISSING/PARRY SOUND)**

302-347 Sherbrooke Street

North Bay, Ontario

P1B 2C1

(705) 497-9239

www.nnpcn.com

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Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Near North Palliative Care Network (Nipissing/Parry Sound) NNPCN(N/PS);
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the NNPCN(N/PS) as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board;
5. "Corporation" means the NNPCN (N/PS) incorporated as a corporation without share capital under the Corporation Act, by letters patent dated the 16th of March, 1995. that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
6. "Letters patent" means the letters patent incorporating the NNPCN(N/PS), as from time to time amended
7. "Director" means an individual occupying the position of director of the NNPCN(N/PS) by whatever name he or she is called;
8. "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
9. "Executive Committee" means the committee consisting of the Chair, Past-Chair, Vice-Chair, Secretary, Treasurer and Executive Director (as ex-officio non-voting member)
10. "Meetings of Members" includes an annual meeting of members and a special meeting of members
11. "Officer" means an officer of the Corporation. A member of the Executive Committee of the Board of Directors and any other person so designated by the Board
12. "Signing Officer" means a person who is authorized to sign any instrument on behalf of the Board.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

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

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. The head office of the NNPCN (N/PS) shall be located in the District of Nipissing

- 1.05 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;

- 1.06 Seal:** The seal of the Corporation, if any, shall be in the form determined by the Board.

1.07 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;

1.08 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 **two** persons authorized by the Board by resolution. 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, disbursements, commitments 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.

- 1.09 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.

Section 2 – Directors

2.01 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 **minimum of five**. 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.

2.02 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.

2.03 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

(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.

2.04 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.

2.05 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.

2.06 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.

2.07 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.

2.08 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

- 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.

2.09 Rotating Directors

The directors shall be elected and shall retire on a rotation basis and shall be known as rotating Directors. At each Annual General Meeting, a number of rotating Directors equal to the number retiring in such year shall be for a term that conforms to the distribution of rotating Directors.

2.10 Term of Office

Each Director shall be elected to the Board for a term of three(3) years at a duly called Annual General Meeting. A Director may be elected for two subsequent consecutive terms of three (3) years at duly called Annual General Meeting. After a one (1) year absence from the board, a former Board Member may be nominated for one (1) additional term of three (3) years at a duly called Annual General Meeting.

2.11 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.

2.12 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.13 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.14 Committees:

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.

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.

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.

2.15 Remuneration of Directors 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.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than **five** days' notice to each Director, stating the time and place of the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 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.

3.04 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;

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

3.05 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

3.06 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this by-law to every Director of the Corporation not less than **five** days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.07 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.08 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the chair shall cast the deciding vote.

3.09 Participation by Telephone or Other Communications Facilities

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Auditors

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.

4.04 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.

Section 5 – Officers:

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 7- 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.
- j) 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.
- k) Every declaration of a conflict of interest and the general nature thereof should be recorded in the minutes of the Board.

7.02 Charitable Corporations.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 - Complaint Process:

The 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.

Section 9 MEMBERS

9.1 Membership

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

9.2 Membership Year

The membership year of The Near North Palliative Care Network (Nipissing/Parry Sound) shall coincide with its fiscal year.

9.3 Membership Eligibility Criteria

To be a member of the Corporation, 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 The Near North Palliative Care Network (Nipissing/Parry Sound).
- (iii) Reside or be employed in the geographic area that The Near North Palliative Care Network (Nipissing/Parry Sound) 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.

9.4 Membership Restrictions

The following restrictions affect the eligibility of individuals to the membership of the Corporation:

- (i) No Employee of the Corporation shall be eligible for membership in the Corporation.
- (ii) No past Employee of the Corporation shall be eligible for membership in the Corporation until two years after leaving the Corporation.

- (iii) No person who has a legal action pending against the Corporation or who has had a legal action against the Corporation shall be eligible for membership in the Corporation.
- (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 the Corporation, shall be eligible for membership in the Corporation.
- (v) No representative of a union representing the Employees of the Corporation shall be eligible for membership in the Corporation.
- (vi) No solicitor acting for the Corporation, Auditor or representative(s) of a financial institution directly associated with the Corporation is eligible for membership in the Corporation.
- (vii) No person who is a member of the Corporation may enter into a contractual agreement with the organization until two years after resigning as a member of the Corporation.

9.5 Membership Rights

Except as otherwise provided in these Bylaws, Members of the Corporation have the right to:

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

9.6 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.

9.7 Membership Record

The Secretary of the Corporation shall ensure that an up-to-date record of Members is maintained.

9.8 Membership Transfer

Membership in the Corporation is not transferable.

9.9 Information for Members

Any member of the Corporation or his/her agent or legal representative may during normal business hours of The Near North Palliative Care Network (Nipissing/Parry Sound), 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 of the Corporation;
- (ii) Bylaws and special resolutions of the Corporation;
- (iii) a register of the Directors of the Corporation;
- (iv) the minutes of all meetings of the Corporation 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 membership of the Corporation.

9.10 Membership Application Approval

All applications for membership in the Corporation will be approved by the Board before becoming effective. If membership in the Corporation 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.

9.11 Membership List

The Secretary of the Board of Directors will ensure that a list of Members of the Corporation will be maintained. This list shall serve as the official voting list for any meeting of the Members of the Corporation.

9.12 Termination of Membership by the Corporation

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

9.13 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 President of the Corporation.

Section 10 - Members' Meetings

10.01 Annual Meeting The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and

7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

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.

10.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

10.03 Notice

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.
- c) Notice of each meeting must remind the Member of the right to vote by proxy.

10.04 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.

10.05 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 (NPS), 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.

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.

10.06 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.

10.07 Quorum A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

10.08 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.

10.09 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.

10.10 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) the restrictions placed on it by the proxy-giver.

10.11 *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.

10.12 *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.

10.13 *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.

10.14 *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.

10.15 *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.

10.16 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

10.17 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

SECTION 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.

Section 12 - Adoption and Amendment of By-laws

12.01 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

12.02 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.

12.03 Bylaw Ratification

Passed by the Directors and sealed with the corporate seal the

27th day of November 2014

Tami Price-Fry

Chairperson

Darren Renaud

Co-Chair

Schedule A

Position Description of the Chair

Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities - The treasurer shall ensure the books of account and accounting records of the organization are kept as required by law and in accordance with the applicable accounting standards for non-profit organizations. They shall be responsible for recommending to the board the external auditor to be appointed for a given fiscal year or period of fiscal years. They shall ensure an annual budget is prepared and submitted to the board and relevant subcommittees thereof for approval on an annual basis. The Treasurer shall review and approve expenditures in accordance with the organization's financial policies and procedures.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.