

- 2.3 To offer services to meet the evolving needs of new Canadians and the community by training to board, staff and volunteers.
- 2.4 To promote the acceptance of new Canadians through education and awareness programs in the community.
- 2.5 To increase the involvement of new Canadians as active participants in setting the direction of the NCCP.
- 2.6 To raise funds in order to augment services available to new Canadians.

Article 3

Head Office

3.0 The head office of the NCCP shall be in the city of Peterborough, in the Province of Ontario and at such place there in as the directors may from time to time determine.

Article 4

Seal

4.0 The seal, an impression of which is stamped in the margin hereof, shall be the seal for the NCCP.

Article 5

Membership and Fees

5.0 Membership in the NCCP is open to individuals, families and organization that support the purpose and objectives of the NCCP and meet the requirements of Article 5.3

5.1 Each member, whether an individual, family or organization, shall be entitled to one vote on each question arising at any special or general meeting of the membership. Staff of the NCCP who become members are not entitled to vote or any special or general meeting.

5.2 Each member shall promptly be informed by the staff of his/her admission as a member.

5.3 All members shall pay an annual membership fee as determined from time to time and passed at a meeting of the Board of Directors.

Article 6

Board of Directors

6.0 The affairs of the NCCP shall be managed and administered by a Board of Directors consisting of no less than seven (7) and no more than eleven (11) members, all of whom shall be elected for a term of two years at the Annual General Meeting of members. Each director will serve no more than two two-year consecutive terms on the Board of Directors before leaving the board for a period of no less than one year.

6.1 All directors must be members in good standing and be at least 18 years old. All Board members shall abide by the NCCP conflict of interest policy and all other policies that may be adapted from time to time by the Board.

6.2 Meetings of the Board of Directors may be called by the Chairperson or by the Vice Chairperson on written direction signed by two members.

6.3 Notice of all meetings of the Board of Directors shall be mailed, delivered, telephoned, e-mailed or faxed to each member not less than 48 hours before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in

any month or months for regular meetings at an hour to be named, and of such regular meetings no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual general meeting of the NCCP. The directors may consider or transact any business either special or general at any meeting of the Board.

6.4 The Board of Directors shall choose a Chairperson from among the Board members by a simple majority vote at the first Board meeting after the annual general meeting. In the absence of the Chairperson, her/his duties may be performed by the Vice Chairperson or other directors as the Board from time to time appoint for the purpose.

6.5 The immediate past-chairperson, if not re-elected as a corporate officer, or as member of the Board, may act for one year as an ex-officio member of the Board.

Vacancies

6.6 Any vacancy on the Board of Directors may be filled by the Directors from among qualified members of the NCCP, if they see fit to do so, provided that at least seven directors remain in office. If they do not see fit to fill the vacancy, it shall be filled at the next general meeting of the members at which the directors for the ensuing year are elected. If there are not at least seven directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

6.7 If, in the opinion of the Board, a Director is not acting in the best interests of the NCCP, the Board may by a simple majority vote, call an extraordinary meeting of the Board to determine whether or not the member shall be dismissed from the Board.

6.8 Any Board member missing three (3) consecutive meetings of the Board without **written** notice of intent **and reason** to be absent may be removed from the Board.

6.9 The members of the NCCP may, by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of her/his term of office, and may by a majority of votes cast at that meeting, elect any person in her/his stead for the remainder of her/his term.

Quorum and Meetings

6.10 The majority of Directors of the Corporation (50% plus 1) will form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Voting

6.11 Questions arising at any meeting of Directors shall be decided by a majority of votes. All Directors may vote on any question. In case of a tie vote the motion shall be defeated. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Article 7 **Errors in Notice, Board of Directors**

7.0 No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Article 8 **Powers**

8.0 The Directors of the NCCP may administer the affairs of the NCCP and make or cause to be made for the NCCP, any kind of contract which the NCCP may lawfully enter into and generally, may exercise all such other powers and do all such other acts and things as the NCCP is by its charter or otherwise authorized to do.

8.1 The Board may lease property for a certain period to any party upon the authorization of a simple majority vote at a meeting of the Board upon terms and conditions determined by the Board. The Board may set policies regarding the use of its offices.

8.2 The Board may appoint any person or persons to perform any function which they deem necessary to conduct the NCCP's business. The Board will be responsible for the hiring and releasing of all employees.

8.3 The Board shall set up such standing and temporary committees which they deem necessary to serve the needs of the NCCP. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee recruited by the chair. A temporary committee shall exist only so long as it serves a current, useful purpose. A temporary committee may be dissolved by the Board if in the Board's opinion it no longer serves the current, useful description above.

Article 9 **Remuneration of Directors**

9.0 The Directors shall receive no remuneration for acting as such except repayment of reasonable expenses incurred by them in the normal course of their duties.

Article 10 **Officers of the NCCP and Executive Committee**

10.0 The officers of the Corporation shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer and together they shall form the Executive Committee of the Board. The officers shall be elected for a one-year term from among the Directors at the first Board of Directors meeting held after the Annual

General Meeting. Officers may serve two consecutive terms. No person shall serve as a NCCP officer if after election he/she has been disqualified as a member of the Board. If an executive office becomes vacant, the Board of Directors shall elect another Board member to serve the remainder of the term.

10.1 A person nominated for any office of the NCCP must be in attendance at the meeting or give his/her consent in writing to another member.

Duties of Officers

10.2 The **Chairperson** of the Board shall: preside at all meetings of the Board; be responsible for the appointment of the Board members to such committees as provided for in the by-laws; report to each annual meeting of the NCCP concerning the management of operations of the NCCP and at such other times as he/she deems necessary; and fulfill any other duties that may be specified from time to time by the Board of Directors. During the absence or inability of the Chairperson, the Vice-chairperson, or such other Director of the Board may from time to time appoint for the purpose, may exercise any such duty or power in place of the Chairperson.

10.3 The **Treasurer** shall have all the power and duties generally pertaining to that office including the responsibility for: custody and control of all securities and funds; reports of all financial holdings and transactions of the Boars; presenting annual audited financial statements to the Board and the NCCP membership of the financial operations of the NCCP and such other financial reports as are required from time to time by the Board, the Corporation or by law.

10.4 The **Secretary** shall be responsible for: the minutes of all meetings of the Board and of the executive committee; all correspondence to and from the Board; maintaining a copy of all minutes, documents and records of the Board; such notice as required by the by-laws or by law of all meetings of the Board, the Corporation and of the Executive Committee; an attendance record of those attending meetings of the Board and Executive Committee; and such other duties as ordinarily pertain to that office or directed from time to time by the Board.

Article 11

Annual and General Meetings of the Members

11.0 The annual general meeting of the members shall be held at the head office of the NCCP or elsewhere in Ontario, as the Board of Directors may determine, and on such day as the Directors shall determine.

11.1 A general meeting shall be held a minimum of once a year unless a meeting is requested by two thirds (2/3) majority of the members, in which case it will be held at such date, time, and place as chosen by the Board.

11.2 The annual general meeting shall be held within ninety (90) days following the end of the fiscal year.

11.3 At every general meeting, in addition to other business that may be transacted, the report of the directors, the financial statement, the minutes of the previous elections meeting and the report of the auditors shall be presented. The auditors shall be appointed by vote for the subsequent fiscal year.

11.4 The Chairperson or Secretary shall call a general meeting on a majority vote of the Board of Directors or upon written request from a Director and four members.

11.5 No public notice or advertisement of the annual general meeting or any other general meeting shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by mail, fax, telephone or e-mail, no less than ten (10) days before the time fixed for the

holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all members of the NCCP are present thereat, and at such meeting any business may be transacted which the NCCP at election or general meetings may transact.

Quorum of Members

11.6 A quorum for a general meeting and for transaction of any business at such meeting shall be at least 10% of members.

Article 12

Errors of Omission in Notice

12.0 No error of omission in giving notice of any election of general meeting of any adjourned meeting, whether election or general, of the members of the NCCP shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice to any such meeting and may ratify, approve and confirm any or all proceedings take or had thereat. For the purpose of sending notice to any member, director or officer shall be his last address recorded on the books of the NCCP.

Article 13

Adjournments

13.0 Any meeting of the NCCP or of the Directors may be adjourned at any time, notwithstanding that they may not be quorum present.

Article 14

Voting of Members

14.0 Subject to the provisions, if any, contained in the letters patent of the NCCP, each member of the NCCP shall at all meetings of the members shall be entitled one vote.

14.1 At all meetings of members every question shall be decided by a majority of votes of the members present in person or represented by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to the effect in the minutes of the NCCP shall be admissible in evidence of prima facie proof of the fact without proof of the number or

proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present. Such poll shall be taken in such a manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the NCCP in a general meeting whether a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

Article 15

Financial Year

15.0 Unless otherwise ordered by the Board of Directors, the fiscal year of the NCCP shall terminate on the 31st day of March in each year.

Article 16

Signing Authority

16.0 Contracts in the ordinary course of the NCCP's operations may be entered into on behalf of the NCCP by any two of the Chairperson, Vice Chairperson, Secretary or Treasurer, or by any person authorized by the Board.

16.1 For the purposes of signing cheques, there shall be four signing officers designated by the Board of Directors, any two of whom can sign cheques for the NCCP.

Article 17

Books and Records

17.0 The Directors shall see that all necessary books and records of the NCCP required by the by-laws of the NCCP or by an applicable statute or law are regularly and properly kept.

17.1 All minutes, documents and records pertaining to the Board of Directors and the seal of the Corporation shall be stored securely on the premises of the NCCP.

Article 18

Bylaws, Resolutions and Amendments

18.0 Amendments to these by-laws shall be made by a two-thirds majority of members at a general meeting, notice of the proposed amendments having been given with notice of the meeting.

Article 19

Liability

19.0 Every Director and every officer of the NCCP and heirs executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the monies from the NCCP from and against:

- a) Any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit, or proceeding that is proposed or commenced against a board member for in respect of the execution of duties of office; and
- b) All other costs, charges and expenses that a member of the board sustains or incurs in respect of the affairs of the NCCP except by his/her own willful neglect or default.

19.1 No Director or officer of the NCCP shall be liable for the acts, receipts, neglects or defaults by any other director or officer or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the NCCP through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the NCCP or for the insufficiency or deficiency of any security in or upon which any of the monies of the NCCP shall be invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or NCCP with whom monies, securities or effects shall be lodged or deposited or do any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trusts or in relation thereto unless the same shall happen by or through his/her own willful act or default.

19.2 Any act or proceeding of any director of the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such director or directors.

19.3 Directors may rely upon the accuracy of any statement or report prepared by the NCCP's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.