

BY-LAW NO. 1

Amended October 9, 2014

Being a By-law relating generally to the conduct of the affairs of

NORTHERN POLICY INSTITUTE/ INSTITUT DES POLITIQUES DU NORD

PART I– INTERPRETATION SECTION 1 –

INTERPRETATION

1.1 Definitions

- (a) **“Acting Chair”** means any Director elected to chair a meeting of the Board, if the Chair and Vice-Chair are both absent and otherwise unavailable.
- (b) **“Auditor”** means the Auditor of the Corporation.
- (c) **“Board”** means the governing body of the Corporation, being its Board of Directors.
- (d) **“Board Committee”** means any standing committees, *Ad Hoc* Committees and other special committees and advisory committees established by the Board from time to time.
- (e) **“Chair”** means the Chair of the Board and the Chair shall not concurrently hold the office of Vice-Chair.
- (f) **“Chief Executive Officer”** means the Chief Executive Officer of the Corporation who is not a voting member of the Board of Directors.
- (g) **“City of Greater Sudbury”** means the City of Greater Sudbury, Ontario.
- (h) **“City of Thunder Bay”** means the City of Thunder Bay, Ontario.
- (i) **“Corporation”** means the Northern Policy Institute/Institut des politiques du Nord.
- (j) **“Corporations Act” and the “Act”** means the *Corporations Act* (Ontario).
- (k) **“Director”** means a member of the Board.
- (k.1) **“Elected Director”** means a Director elected or appointed pursuant to paragraph 14.1(c).
- (l) **“Ex-Officio”** means by virtue of office and includes all the rights and obligations of office, including the right to vote, unless otherwise provided.
- (m) **“Executive Committee”** means the Executive Committee of the Board.
- (n) **“Family Member”** of a person means:
 - (i) a spouse, parent or child of such person, or
 - (ii) a dependent who normally resides with such person, and includes the Partner of such person, as hereinafter defined.
- (q) **“Governance”** is defined as the process of governing the Corporation through the direction and supervision of the business affairs of the Corporation, in accordance with its letters patent, its by-laws and all appropriate legislation.
- (r) **“Honorary Members”** means Members of the Corporation who are eligible to attend all meetings of the Members of the Corporation but shall not be entitled to vote at any such meeting.

- (s) **"Lakehead University"** means Lakehead University as incorporated under the *Lakehead University Act, 1965*, Chapter 54.
- (t) **"Laurentian University"** means Laurentian University of Sudbury, Sudbury, Ontario, as incorporated under the *Laurentian University Of Sudbury Act, 1960*, Chapters 151 and 154.
- (u) **"Members"** means Voting Members and Honorary Members of the Corporation.
- (u.1) **"Northeastern Ontario"** means the districts of Algoma, Cochrane, Sudbury, Timiskaming, Manitoulin, Nipissing, and Parry Sound, as more particularly set out in the *Territorial Division Act, 2002*, S.O. 2002, c. 17 Schedule E;
- (u.2) **"Northwestern Ontario"** means the districts of Rainy River, Kenora, and Thunder Bay, as more particularly set out in the *Territorial Division Act, 2002*, S.O. 2002, c. 17 Schedule E;
- (x) **"Officer"** means an Officer of the Corporation.
- (y) **"Partner"** means one of two persons who have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives.
- (z) **"President"** means the President of the Corporation.
- (aa) **"President of Lakehead University"** means the President and Vice-Chancellor of Lakehead University, Thunder Bay, Ontario.
- (bb) **"President of Laurentian University"** means the President and Vice-Chancellor of Laurentian University of Sudbury, Greater Sudbury, Ontario.
- (cc) **"Principles of Governance"** means the principles of governance outlined in Section 19.1 of this By-law.
- (dd) **"Public Accountancy Act"** means the *Public Accountancy Act* (Ontario).
- (ee) **"Secretary"** means the Secretary of the Board and of the Corporation.
- (ff) **"Treasurer"** means the Treasurer of the Corporation.
- (gg) **"Vice-Chair"** means the Vice-Chair of the Board.
- (hh) **"Voting Members"** means Members of the Corporation who are eligible to attend all meetings of the Members of the Corporation and are entitled to vote but does not include Honorary Members.

PART II– THE CORPORATION SECTION 2 –

HEAD OFFICE

2.1 The Corporation shall have its registered office in Ontario at the location specified in its Letters Patent, or such other location in Ontario as determined by special resolution.

SECTION 3 – CORPORATE SEAL

3.1 Until changed by resolution of the Board, the seal which is impressed hereon shall be the corporate seal of the Corporation.

SECTION 4 – FISCAL YEAR OF THE CORPORATION

4.1 The fiscal year of the Corporation shall terminate on the 30th day of April of each year or as the Board may determine from time to time by resolution.

PART III– MEMBERS OF THE CORPORATION SECTION 5 –

MEMBERS OF THE CORPORATION

5.1 There shall be two classes of Members in the Corporation, namely Voting Members and Honorary Members.

5.2 Voting Members

(a) The Voting Members shall consist of four individuals, as follows:

- (i) President of Lakehead; and
- (ii) President of Laurentian University;
- (iii) Chair of the Board of Governors of Lakehead University;
- (iv) Chair of the Board of Governors of Laurentian University.

(b) Voting Members may also vote through a duly authorized proxy as described in Section 11.2.

5.3 Honorary Members

(a) The Honorary Members shall consist of all Directors.

(b) The Voting Members shall concurrently admit as Honorary Members the Directors elected at each annual meeting of the Corporation with the term of such membership to expire on the expiration of such Director's term of office. Each Honorary Member shall promptly be informed by the Secretary of his or her admission as an Honorary Member.

(c) An Honorary Member shall not be entitled to vote at any meeting of the Members.

5.4 There shall be no dues or fees payable by the Members.

5.5 A membership in the Corporation is not transferable.

5.6 Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

SECTION 6 – ANNUAL MEETING OF MEMBERS

6.1 The annual meeting of the Members shall be held each year within Ontario at a time, place and date determined by the Board.

6.2 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Members, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof. A resolution in writing may be signed in one or more counterparts, all of which together constitute the same resolution. A facsimile of a signed counterpart of a resolution in writing is as valid as an originally signed counterpart.

SECTION 7 – BUSINESS AT THE ANNUAL MEETING

7.1 The annual meeting of the Members shall be held for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing the Auditor and fixing or authorizing the Board to fix the Auditor's remuneration, and for the transaction of such other business as may be properly brought before the meeting.

SECTION 8 – GENERAL MEETING OF MEMBERS

8.1 The Board may at any time call a general meeting of the Members for the transaction of any business, the general nature of which is specified in the notice calling for the meeting. A general meeting of the Members may also be called by the Members as provided in the *Corporations Act*.

8.2 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Members, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof. A resolution in writing may be signed in one or more counterparts, all of which together constitute the same resolution. A facsimile of a signed counterpart of a resolution in writing is as valid as an originally signed counterpart.

Section 8.2 amended October 9, 2014.

SECTION 9 – NOTICE OF MEETINGS OF MEMBERS

9.1 Notice of the time, place and date of meetings of the Members shall be given by prepaid mail, facsimile transmission, or other electronic transmission at least ten (10) days in advance of the meeting or by such other method set out in the Act.

SECTION 10 – QUORUM FOR MEETINGS OF MEMBERS

10.1 A quorum for the transaction of business at an annual or general meeting of the Members shall be at least two Voting Members, one from each university, present by a duly-appointed proxy holder or authorized representative and no business shall be transacted at any meetings unless the requisite quorum is present at the commencement of such business.

SECTION 11 – VOTING

11.1 Unless otherwise required by the provisions of the Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of the Members shall be decided by unanimous vote of the Voting Members. In the case of an equality of votes, the Voting Members shall decide by vote whether to invoke the dispute resolution mechanism outlined in Section 13 and such mechanism shall be invoked if at least fifty percent (50%) of the Voting Members vote to do so.

11.2 Voting Members at meetings of the Members may by means of a proxy or approved instrument appoint a person who need not be a Voting Member as its nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy or such instrument. A proxy or such instrument shall be in writing, executed by the Voting Member entitled to vote or its attorney authorized in writing, or, if the Voting Member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and is valid only for the meeting for which it is given or any adjournments of such meeting. Subject to the requirements of the Act, a proxy or such instrument may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the Secretary at least one (1) hour prior to any meeting, or such shorter time as the Chair may allow. Each Voting Member shall appoint its proxy or representative through action of its respective Board of Governors, provided that no Voting Member shall appoint as its proxy or representative the President of Lakehead University or Laurentian University.

11.3 At all meetings of the Members every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or requested by any Voting Member entitled to vote. Upon a show of hands, every Voting Member, or proxyholder or representative for a Voting Member, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. A tie vote signals that the question has not been supported.

SECTION 12 – ADJOURNED MEETING

12.1 If, within one-half hour after the time appointed for a meeting of the Members, a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

12.2 At least three (3) days' notice of the adjourned meeting of the Members shall be given by pre-paid mail, facsimile, other electronic transmission or as otherwise provided for in the Act.

12.3 Any questions of procedure at or for any meetings of Members which have not been provided for in these by-laws or by the Act shall be determined by the Chair or Acting Chair in accordance with an acceptable procedural text.

SECTION 13 – DISPUTE RESOLUTION MECHANISMS FOR MEMBERS

13.1 Dispute Resolution

(a) Any dispute arising between the Voting Members in respect of which the dispute resolution mechanism is invoked pursuant to Section 11.1, may be settled and determined by arbitration in the following manner. Any Voting Member may at any time give written

notice to the other Voting Members, the Board, and the Honorary Members of its desire to submit such dispute to arbitration stating with reasonable particularity the subject matter of such dispute and indicating its desire for the Voting Members to jointly appoint an arbitrator.

(i) As a first alternative, within ten (10) days after receipt of such notice, the Voting Members shall jointly appoint a single arbitrator with appropriate experience to determine such dispute.

(ii) If the Voting Members fail to jointly appoint a single arbitrator within the ten (10) day period referred to in subparagraph 13.1(a)(i) above, then each Voting Member shall within ten (10) further days separately identify an arbitrator with appropriate experience to determine such dispute. The dispute shall then be referred to these two arbitrators and they shall choose within ten (10) days a third arbitrator with appropriate experience to determine such dispute, and that third arbitrator shall act as chair of the dispute resolution body (together the three arbitrators shall be called the "Arbitration Panel"). Alternatively, the Voting Members may agree to apply to a Judge of the Superior Court of Justice in Ontario to appoint a single arbitrator to determine such dispute. In the event the dispute is determined by an Arbitration Panel, a majority decision shall prevail.

The arbitrator or Arbitration Panel, as the case may be, so appointed shall forthwith proceed to arbitrate the dispute. The costs of the arbitration shall be divided equally between the Voting Members, unless otherwise determined by the arbitrator or Arbitration Panel. Despite anything to the contrary contained in the *Arbitrations Act* (Ontario), the award of the arbitrator or the Arbitration Panel, as the case may be, shall be final and binding upon the Parties and all persons claiming through or under them. Judgment upon the award rendered by the arbitrator or Arbitration Panel, as the case may be, may be entered in any court having jurisdiction and thereupon execution or other legal process may issue thereon. The Parties and all persons claiming through or under them hereby attorn to the jurisdiction of the arbitrator and to the jurisdiction of any court in which the judgment may be entered. The arbitrator or Arbitration Panel, as the case may be, shall endeavour to resolve the dispute finally, and without reference to the judicial system, within sixty (60) days of reference to them. The Voting Members may agree mutually to waive these timelines.

PART IV– BOARD OF DIRECTORS

SECTION 14 – COMPOSITION OF BOARD OF DIRECTORS

14.1 The Board shall manage the affairs of the Corporation and shall consist of fifteen voting persons and one (1) non-voting person as follows:

- (a) the President and Vice-Chancellor of Lakehead University or such other individual duly appointed by Lakehead University, Ex-Officio,
- (b) the President and Vice-Chancellor of Laurentian University or such other individual duly appointed by Laurentian University, Ex-Officio,
- (c) thirteen persons ("Elected Directors"), including at least three residing in Northeastern Ontario, at least three residing in Northwestern Ontario, and at

least three aboriginal persons residing in Northern Ontario, from which there shall be:

- (i) at least one member from the private sector;
- (ii) at least one member knowledgeable about the municipal sector;
- (iii) at least one member knowledgeable about the social or health sector;
- (iv) at least one member with significant public policy experience;
- (d) of the persons enumerated in (c) above, up to two (2) may reside outside of Northern Ontario provided they have a significant current or historical connection to the region;
- (e) The Chief Executive Officer, *Ex-Officio* and non-voting.

Section 14.1 amended October 9, 2014.

14.2 The Board shall ensure that Elected Directors meet the qualifications established in the Guidelines for Selection of Directors set out in Schedule "A" as attached.

14.3 All Directors shall be required to complete an undertaking in a form substantially similar to that in Schedule "B".

14.4 The first directors of the Corporation shall be the President of Laurentian University, the President of Lakehead University, the Chair of the Board of Governors of Laurentian University and the Chair of the Board of Governors of Lakehead University.

SECTION 15 – QUALIFICATIONS OF DIRECTORS

15.1 Except for Section 14.1(d), no other employee of the Corporation, and no Family Member of any employee of the Corporation shall be eligible for election or appointment to the Board unless they are Directors by virtue of their office, as otherwise provided in this By-law.

15.2 Each Director shall:

- (a) be at least eighteen (18) years of age;
- (b) not be an undischarged bankrupt;
- (c) not be currently elected Aboriginal, municipal, provincial or federal government officials;
- (d) be an Honorary Member or become an Honorary Member within ten (10) days of his or her election; and
- (e) be "*capable*" as that word is defined in the *Health Care Consent Act* (Ontario) and the *Substitute Decisions Act* (Ontario).

SECTION 16 – TERM

16.1 Subject as hereinafter provided and subject to Section 14.1 (a), (b) and (e) of By-law Number 1, the Board shall be a rotating Board, with all Directors being elected for terms of three (3) years each and with five (5) Directors retiring and being elected each year, subject to Article 16.2, 16.3 and 16.4.

16.2 The President of Lakehead University, or such other individual duly appointed by Lakehead University, shall be appointed as a Director to hold office for a term of three (3) years. The term of the President of Lakehead University, or such other individual duly appointed by Lakehead University, shall be renewed every three years for a further term of three (3) years. Lakehead University may, from time to time, on reasonable grounds and with reasonable notice to the other Directors, change their designated representative before the end of their current term.

16.3 The President of Laurentian University, or such other individual duly appointed by Laurentian University, shall be appointed as a Director to hold office for a term of three (3) years. The term of the President of Laurentian University, or such other individual duly appointed by Laurentian University, shall be renewed every three years for a further term of three (3) years. Laurentian University may, from time to time, on reasonable grounds and with reasonable notice to the other Directors, change their designated representative before the end of their current term.

16.4 The Members may appoint, at their discretion, Directors to an initial term of one (1), two (2), three (3) or four (4) years as needed to ensure that only five Directors shall be replaced in any given year.

16.5 At every annual meeting of the Members, successors to the Elected Directors whose terms expire shall be elected to hold office until their successors have been elected, subject to a maximum of two (2) consecutive three (3) year terms for every Director except those appointed by Lakehead and Laurentian Universities.

Section 16 amended October 9, 2014

SECTION 17– RE-ELECTION

17.1 Subject to Section 15 and Section 16, a Director is eligible for re-election.

SECTION 18 – VACANCY

18.1 The office of an Elected Director shall automatically be vacated if:

- (a) the Director by notice in writing to the Corporation resigns office, 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;
- (b) the Director fails to attend three (3) consecutive general meetings of the Board in any calendar year without explanation satisfactory to the Board, upon the Board determining by resolution that such explanations are not satisfactory;
- (c) at a meeting of the Members, a resolution is passed unanimously by the Voting Members removing the Director before the expiration of the Director's term, provided that the Director shall be granted the opportunity to be heard at such meeting;
- (d) the Director is found by a court to be mentally incompetent or becomes of unsound mind;
- (e) the Director becomes bankrupt or suspends payment of debts generally or compounds with his or her creditors or is declared insolvent; or
- (f) the Director dies.

18.2 If a vacancy occurs among the Elected Directors for any reason set out in Section 18.1, the Board shall fill the vacancy in accordance with the applicable requirements and procedures set out in Section 14.1, and such person shall be a Director until the next annual meeting of the Members or other meeting of the Members called for that purpose.

18.3 At the next annual meeting of the Members, in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, an additional Director or Directors, as the case may be, shall be elected in accordance with the applicable requirements and procedures set out in Section 14.1 and 16.1, to fill the unexpired term created by any vacancy referred to in Section 18.1 except for a vacancy to the office of a Director appointed pursuant to Section 14.1(a) and (b).

SECTION 19 – PRINCIPLES OF GOVERNANCE

19.1 The Board shall be governed by the Principles of Governance set out in Schedule "C".

SECTION 20 – RESPONSIBILITIES OF THE BOARD OF DIRECTORS

20.1 The responsibilities of the Board shall include the responsibilities set out in Schedule "D".

20.2 The Board shall have the power to:

- (a) remove any Officer from office or remove any member of any Board Committee from said committee upon resolution;
- (b) delegate from time to time such of its powers under clause (a) as it considers appropriate to the Chief Executive Officer or such other Officer or employee of the Corporation as may be designated by the Chief Executive Officer and approved by the Board;
- (c) appoint an Executive Committee and such other Board Committees as it may deem advisable and, subject to limitations on delegation of powers set out in the Act, delegate to any such Committee any of its powers;
- (d) make by-laws and regulations for the conduct of its affairs; and
- (e) establish fees and charges for services of any kind offered by the Corporation.

SECTION 21 – RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

21.1 In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall comply with the responsibilities set out in Schedule "E".

SECTION 22 – REMUNERATION OF DIRECTORS

22.1 The Directors of the Corporation shall serve without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

SECTION 23 – CONFIDENTIALITY AND COMMUNICATIONS

23.1 Every Director, Officer, Member and every other employee of the Corporation shall respect the confidentiality of matters brought *in camera* before the Board or before any Board Committee, and such matters shall be held in confidence by the Voting Members. Despite the foregoing provisions of this paragraph 23.1, the confidentiality requirement contemplated by this Section 23.1 shall not apply to matters that the Chair, Vice-Chair or Chief Executive Officer believe are required and desirable to be disclosed to the Voting Members, nor does it apply to disclosures required by law or contractual commitments of the Corporation.

23.2 The Chair of the Board is responsible for Board communication and may delegate authority to appropriate persons of the Corporation to make statements to the news media on matters concerning the public properly brought before the Board.

SECTION 24 – CONFLICT OF INTEREST

24.1 Every Director who:

- (a) is in any way directly or indirectly interested in a proposed or existing contract or transaction or in a contract or transaction with the Corporation, including a proposed consulting contract with a Family Member of the Director;
- (b) whose Family Member is acting as a consultant to the Corporation;
- (c) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or
- (d) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation;

shall declare his or her interest at a meeting of the Directors, or request to have entered into the minutes of the meeting of the Directors, the nature and extent of his or her interest, and upon such declaration remove herself/himself from the meeting and abstain from any involvement in the discussion of the item.

24.2 In the case of a proposed contract or transaction, the declaration referred to in Subsection 24.1 shall be made at the meeting of the Directors at which the question of entering into the contract or transaction is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the Directors held after he or she becomes so interested, and, in a case where the Director becomes interested in a contract or transaction after it is made, the declaration shall be made at the first meeting of the Directors held after he or she becomes so interested.

24.3 A general notice given to the Directors by a Director to the effect that he or she is to be regarded as interested in any contract or transaction or proposed contract or transaction made with any other corporation, association, agency, institution, public authority or person, shall be deemed to be a sufficient declaration of interest in relation to a contract or transaction so made, but no such notice is effective until it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.

24.4 If a Director has made a declaration of his or her interest in a proposed or existing contract or transaction or a contract or transaction in compliance with the provisions of this Section 24 and has not voted in respect of the contract or transaction, the Director is not accountable to the Corporation or to any of its Members or creditors for any profit realized from the contract or transaction, and the contract is not voidable by reason only of the Director holding that office or the fiduciary relationship thereby established.

24.5 Despite anything to the contrary in this section, a Director is not accountable to the Corporation or to any of its Members or creditors for any profit realized from such contract or transaction and the contract is not by reason only of the Director's interest therein voidable if it is confirmed by the majority of the votes cast at a general meeting of the Members duly called for that purpose and if the Director's interest in the contract or transaction is declared in the notice calling the meeting.

24.6 Neither Directors nor their Family Members shall enter into any proposed contract or transaction or contract or transaction with the Corporation, unless:

- (a)) they enter a competitive bid in writing; and
- (b) the Director has, in accordance with the foregoing provisions, declared his or her interest in the contract or transaction and refrained from participating in discussions or voting on the matter.

SECTION 25 – INDEMNITIES TO DIRECTORS AND OFFICERS

25.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estates and effects, respectively, may, with the consent of the Corporation, given at any meeting of the Members in the case of a Director, or the Board in the case of an Officer or other person, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, or commenced or prosecuted against him, her or it for or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by him, her or it in or about the execution of the duties of his, her or its office; and
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except to the extent that such costs, charges or expenses are directly or indirectly occasioned by his, her or its own negligence or his or her own willful acts or omissions.

25.2 The indemnity provided for in the preceding paragraph:

- (a) shall be applicable only if the Director or Officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, shall be applicable only if the Director or Officer of the Corporation had reasonable grounds for believing that his or her conduct was lawful.

25.3 No Directors or Officers of the Corporation shall be liable for:

- (a) the acts, negligence or default of any other Director or Officer or employee;
- (b) joining in any act for conformity;
- (c) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (d) the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be invested;
- (e) 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, effects shall be lodged or deposited; or
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust in relation thereto, unless the same shall happen by or through his or her own wrongful and willful act or omission or through his or her own negligence.

25.4 Subject to the Act and any other applicable legislative requirements, the Corporation may purchase and maintain in force such insurance for the benefit of any person referred to in Sections 25.1, 25.2 or 25.3 as the Board may from time to time determine.

SECTION 26 – GENERAL PROCEDURES FOR BOARD MEETINGS

26.1 Meetings of the Board may be held at any place within Ontario, as designated in the notice calling the meeting, and shall normally be held in Thunder Bay, the City of Greater Sudbury or other northern Ontario communities as chosen by the Board. Meetings of the Board may be called by the Chair, Vice-Chair or a majority of the Directors.

26.2 A certificate duly executed by the Secretary or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified in writing their consent to the meeting being held without notice and in their absence.

26.3 Subject to paragraph 27.1a, the Secretary shall give notice of the Board meetings to the Directors. If notice is to be given, it shall be delivered, faxed, e-mailed or telephoned to each Director at least forty-eight (48) hours in advance of the Board meeting or shall be mailed to each Director at least seven (7) days in advance of the meeting.

26.4 The Directors of the Corporation may hold meetings by such telephone, electronic or other communication facilities that permit each Director to communicate simultaneously and instantaneously with each other, provided that:

- (i) each Director has consented in advance either generally or in respect of a particular meeting to meetings being held by such means; and
- (ii) the Board has passed a resolution addressing the mechanics of holding such a

meeting and dealing specifically with the manner in which security issues should be handled, and in the case of meetings held by electronic or other communication facilities other than telephone, addressing the procedure for establishing the quorum and recording of votes.

Minutes shall be kept for all meetings of the Board and all meetings of all Board Committees. A record of the proceedings of each meeting of the Board shall be kept in a book provided for such purpose. The minutes of every meeting of the Board shall be submitted at the next meeting of the Board and after adoption by the Board, the minutes shall be signed by the Chair or Acting Chair. Such minutes shall be open to the inspection of any Voting Member or Director at any time during regular office hours in the office of the Chief Executive Officer. A draft of the minutes of each meeting of the Board as prepared by the Secretary shall be sent to each Director as soon as possible after such meeting.

26.5 Unless otherwise determined by resolution of the Directors at a Board meeting, all matters for inclusion in the agenda of such Board meeting must be in the hands of the Secretary at least ten (10) working days (exclusive of holidays) prior to the day of the meeting at which they are presented, and only matters which have been so placed in the hands of the Secretary shall be included in the agenda.

26.6 Any questions of procedure at or for any meetings of the Board which have not been provided for in these by-laws or by the Act shall be determined by the Chair, Vice-Chair, or Acting Chair as the case may be, in accordance with an acceptable procedural text.

26.8 A resolution in writing signed by all the Board members shall be as valid and effectual as if it had been passed at a meeting of the Board, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof. A resolution in writing may be signed in one or more counterparts, all of which together constitute the same resolution. A facsimile of a signed counterpart of a resolution in writing is as valid as an originally signed counterpart.

SECTION 27 – REGULAR MEETINGS OF THE BOARD

27.1 The Board shall hold regular meetings at least once every quarter at a place and time named.

27.1a 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 meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

27.2 A regular meeting of the Board may be held without notice, immediately following the annual meeting of the Members.

27.3 All regular meetings of the Board shall be open to the public, subject to this By-law and the Board Meetings Policy established by resolution of the Board from time to time.

SECTION 28 – SPECIAL MEETINGS OF THE BOARD

28.1 The Chair, or the Vice-Chair in the event of absence or inability of the Chair to act, may call special meetings of the Board. If a majority of Directors so request in writing, the Secretary shall call a meeting of the Board.

28.2 Notice of a special meeting of the Board shall be given either by delivery, telephone, facsimile transmission or e-mail at least forty-eight (48) hours in advance of the meeting.

SECTION 29 – MEETING CHAIR

29.1 The Chair shall be the chair of a meeting of the Board. If the Chair is absent or otherwise unavailable, the Vice-Chair shall be the chair of the meeting. If the Chair and Vice-Chair are both absent or otherwise unavailable, the Acting Chair shall be the chair of the meeting.

SECTION 30 – QUORUM FOR MEETINGS OF THE BOARD

30.1 A majority of Directors shall constitute a quorum for any meetings of the Directors. If vacancies on the Board are not filled within thirty (30) days, then the quorum for any meetings of the Directors becomes the majority of the number of Directors left on the Board until the vacancies are filled.

SECTION 31 – VOTING

31.1 Each Director is authorized to exercise one (1) vote unless otherwise specified in this Bylaw or the Act.

31.2 Unless otherwise specified in this By-law Number 1 or the Act, business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

- (a) subject to subparagraph (d), votes shall be taken in the usual way by show of hands, or such other method approved by the Board including without limitation such method determined pursuant to paragraph 26.4(ii), among all Directors present;
- (b) the Chair shall have one original vote but shall not have a second vote;
- (c)) in the event of a tie, the motion is lost;
- (d) votes shall be taken by written ballot if so demanded by the Chair or any Director present; and
- (e) a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

PART V– OFFICERS SECTION 32 –

OFFICERS

32.1 The Corporation shall have the following Officers:

- (a) Chair;
 - (b) Two (2) Vice-Chairs;
 - (c) Chief Executive Officer;
 - (d) President;
 - (e) Treasurer;
 - (f)) Secretary;
 - (d) Such other officers as the Directors may deem necessary.
- Section 32.1 amended October 9, 2014.*

32.2 The Chair and Vice-Chairs of the Corporation shall be determined by the Board.
Section 32.2 amended October 9, 2014.

32.3 The Chief Executive Officer shall be determined by the Board.

32.4 The President shall be determined in accordance with Section 36.2.

32.5 The Treasurer shall be determined in accordance with Section 38.1.

32.6 The Secretary shall be determined in accordance with Section 40.1.

32.7 Unless otherwise provided for in this By-law, each Officer shall be appointed to hold office for a term of one year or until his or her successor shall have been duly appointed. The Board may appoint the Chief Executive Officer for a term that is longer or shorter than one year, in the discretion of the Board. Officers may be removed by resolution of the Board. Except for the President, the Chair, and the Vice-Chairs, who shall be Directors of the Corporation, Officers need not be Directors or Members.
Section 32.7 amended October 9, 2014.

SECTION 33 – CHAIR AND VICE-CHAIR

33.1 The Chair and the Vice-Chairs of the Board shall be determined by the Board annually.
Section 33.1 amended October 9, 2014.

SECTION 34 – CHAIR – DUTIES

34.1 The Chair shall:

- (a) preside at all meetings of the Board and the Executive Committee;
- (b) provide general leadership to the Board;
- (c) report to each annual meeting of the Members concerning the management and operations of the Corporation; and
- (d) perform such other duties as may from time to time be determined by the Board.

SECTION 35 – VICE-CHAIR – DUTIES

35.1 Either of the Vice-Chairs shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, or there being a vacancy in the Office of the Chair, and shall perform any other duties as may be assigned by the Chair or the Board, from time to time. Which Vice Chair is to exercise this authority is to be determined by the Board.

Section 35.1 amended October 9, 2014.

SECTION 36 – CHIEF EXECUTIVE OFFICER

36.1 The Corporation shall have a Chief Executive Officer.

36.2 The Board shall elect the Chief Executive Officer as President of the Corporation and shall act as President for the purposes of the Act so long as that statute requires there to be a President of an entity governed by it.

SECTION 37 – CHIEF EXECUTIVE OFFICER – DUTIES

37.1 The Chief Executive Officer shall supervise the affairs and operations of the Corporation, including but not limited to those set out in Schedule "F".

SECTION 38 – TREASURER

38.1 The Treasurer shall be appointed by the Board.

SECTION 39 – TREASURER – DUTIES

39.1 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board, whenever required of the Treasurer, an account of all his or her transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or incidental to the Treasurer's office.

SECTION 40 – SECRETARY

40.1 The Secretary shall be appointed by the Board.

SECTION 41 – SECRETARY – DUTIES

41.1 The Secretary shall give all notices required to be given to the Members and to the Board. The Secretary shall be the custodian of the corporate seal of the Corporation

and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or incidental to the Secretary's office.

PART VI– COMMITTEES OF THE BOARD SECTION 42 –

BOARD COMMITTEES

42.1 The Board may appoint Board Committees to provide policy advice and make policy recommendations to the Board with regard to the overall functioning of the Corporation.

42.2 The Board may from time to time appoint advisory or special committees ("Ad Hoc Committees") with specified terms of reference for specific duties of a non-recurrent nature, whose powers will expire with the completion of the task assigned.

42.3 Board Committees are established primarily for making recommendations to the Board and to exercise those powers conferred on them by the Board. They shall not commit the Board to a matter unless the authority to do so has been specifically delegated by the Board.

42.4 The Board may from time to time establish the following standing committees of the Board:

- (a) the Executive Committee;
- (b) the Audit Committee;
- (c) the Governance Committee;
- (d) the Nominating Committee; and
- (e) such other standing Board Committees as the Board may from time to time deem necessary for the operation of the Corporation.

42.5 Unless otherwise determined by the Board, the Chair and/or the Vice-Chair or the Chair's designate shall be an *Ex-Officio* member of every Board Committee.

42.6 Unless otherwise determined by the Board, the Chief Executive Officer or its designate shall be an *Ex-Officio*, non-voting member of every Board Committee.

42.8 The Board shall prescribe terms of reference for any Board Committee.

42.9 The Board may by resolution dissolve any Board Committee, at any time.

42.11 Unless the Board determines otherwise by resolution, in addition to *Ex-Officio* members, each Board Committee shall consist of not less than three (3) other individuals. Despite the foregoing, the Executive Committee, if established, shall consist of no fewer than three (3) and no more than six (6) individuals who are also Directors.

SECTION 43 – PROCEDURES FOR COMMITTEE MEETINGS

43.1 Each Board Committee shall fix the time and place of its meetings, and such place shall be in Ontario as the Board may determine from time to time.

43.2 Board Committee meetings shall be held at the call of the Chair or Vice-Chair, the chair of the particular Committee, or at the request of a majority of the members of the particular Committee.

43.3 Minutes shall be kept for all Board Committee meetings, and each Board Committee shall report regularly to the Board.

43.4 If a Board Committee does not appoint its own secretary, the Secretary of the Board shall act as secretary of such Board Committee.

43.5 Unless the Board determines otherwise by resolution, or otherwise required by law, all Board Committee meetings shall be closed to the public, subject to this By-law and the Board Meetings Policy established by resolution of the Board from time to time .

43.6 Business arising at any Board Committee meeting shall be decided by the procedures set out in Section 26.

43.7 Any questions of procedure at or for any meetings of any Board Committee, which have not been provided for in these by-laws or by the Act shall be determined by the chair or acting chair of the Committee, as the case may be, in accordance with an acceptable procedural text and any policies of the Board.

SECTION 44 – QUORUM FOR COMMITTEE MEETINGS

44.1 A quorum for any Committee meeting, other than a meeting of the Executive Committee, shall be at least fifty (50) percent of the members of the Committee who are also Directors, provided that the Chair and Vice-Chair shall be counted as one (1) person for the purposes of determining the number of members of the Committee.

44.2 A quorum for an Executive Committee meeting shall be at least a majority of the members of the Executive Committee, and the Chair and both Vice-Chairs shall each be counted as a separate person.

Section 44.2 amended October 9, 2014.

SECTION 45 – VOTING FOR COMMITTEES

45.1 Each member of a Committee, including those Committees which permit non-Board members as members by their terms of reference, shall be entitled to vote, unless otherwise determined by the Board and each such member is authorized to exercise one (1) vote, and, for clarity, the Chair and Vice-Chair shall each have one (1) vote.

45.2 Unless otherwise specified in these by-laws or the Act, business arising at any meeting of a Board Committee established pursuant to this By-law shall be decided by a majority of votes, provided that:

- (a) subject to subparagraph (d), votes shall be taken in the usual way by show of hands, or such other method approved by the Board including without limitation such method determined pursuant to paragraph 26.4(ii), among all committee members present;
- (b) the chair of the Committee shall have one original vote but shall not have a second vote;
- (c) in the event of a tie, the motion is lost;
- (d) votes shall be taken by written ballot if so demanded by the chair of the Committee or any Committee member present; and
- (e) a declaration by the chair of the Committee that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

SECTION 46 – EXECUTIVE COMMITTEE OF THE BOARD

46.1 The Board may elect from among its members an Executive Committee of the Board comprised of the Chair, both Vice-Chairs, Treasurer, Secretary, Chief Executive Officer, and up to one (1) other Director.

Section 46.1 amended October 9, 2014.

46.2 If established, the Executive Committee of the Board shall:

- (a) exercise such powers as may from time to time, be given to it by resolution of the Board;
- (b) exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and
- (c) study and advise or make recommendations to the Board on any matter as directed by the Board.

SECTION 47 – AUDIT COMMITTEE OF THE BOARD

47.1 If established, the Audit Committee of the Board shall:

- (a) consider on an annual basis the scope of the audit work performed, or to be performed, for the Corporation;
- (b) approve for presentation to the Board annual financial statements and the related Auditor's report;
- (c) discuss with the Auditor any matters arising out of the annual financial statements;
- (d) receive and review the Auditor's report on internal controls and related recommendations;
- (e) evaluate the Auditor's performance and recommend appointment, reappointment or replacement; and
- (f) perform such other duties as directed from time to time by the Board.

SECTION 48 – GOVERNANCE COMMITTEE OF THE BOARD

48.1 If established, the Governance Committee of the Board shall:

- (a) review the by-laws and governance structure of the Corporation annually, and at such other time as directed by the Board, and recommend to the Board such changes as are deemed necessary for the timely and efficient operation of the Board;
- (b) ensure that the Board is kept informed on issues relating to the Board's governance;
- (c) prepare annually a record of attendance of members at Board and Board Committee meetings;
- (d) establish procedures for the annual review of the overall performance of the Board in relation to the vision, mission and core values of the Corporation; and
- (e) perform such other duties as directed from time to time by the Board.

SECTION 49 – NOMINATING COMMITTEE OF THE BOARD

49.1 If established, the Nominating Committee of the Board shall:

- (a) nominate Directors in accordance with Subsection 14.1(c);
- (b) nominate Directors to serve as chair and members of the standing committees of the Board;
- (c) consult with the Chair and Vice-Chair in naming Directors and others to Board Committees not otherwise provided for in the by-laws of the Corporation; and
- (d) perform such other duties as directed from time to time by the Board.

PART VII- FINANCE SECTION 50 –

BANKING

50.1 The Corporation, with the approval of the Board, may from time to time:

- (a) borrow money on the credit of the Corporation, in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution by the Board;
- (b) make, draw and endorse promissory notes or bills of exchange;
- (c) subject to any provision in the Act, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
- (d) issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide, and mortgage, charge, hypothecate or pledge all or any part of the Corporation to secure any such bonds, debentures and obligations; and
- (e) authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefor, with power to vary or modify such arrangements, terms, and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and to generally manage, transact and settle the borrowing of money by the

Corporation.

50.2 Any Officer of the Corporation or any employee, as may from time to time be designated by the Board, may be authorized on behalf of the Corporation:

- (a) to negotiate with, deposit, endorse, or transfer to a chartered bank or trust company, but only for the credit of the Corporation, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper;
- (b) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank or trust company;
- (c) to receive all paid cheques and vouchers; and
- (d) to sign the bank's or trust company's form of settlement of balances and release.

SECTION 51 – INVESTMENTS

51.1 The Board may invest and re-invest funds of the Corporation in such manner as determined by the Board, provided such investments are reasonable, prudent and sagacious in the circumstances and do not constitute, either directly or indirectly, a conflict of interest.

SECTION 52 – DEPOSIT OF SECURITIES FOR SAFEKEEPING

52.1 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such

manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

SECTION 53 – SIGNING OFFICERS

53.1 Documents requiring execution by the Corporation must be signed by the Chair and one of the Vice-Chairs and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may, from time to time, appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

Section 53.1 amended October 9, 2014.

SECTION 54 – BOOKS AND RECORDS

54.1 The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

SECTION 55 – ENDOWMENT BENEFITS

55.1 No benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds, except as allowed by Section 51.

SECTION 56 – AUDITOR

56.1 The Voting Members shall, at the annual meeting of the Members, appoint an Auditor who is duly licensed under the provisions of the *Public Accountancy Act*, but who shall not be a Director or an Officer or employee of the Corporation, or a partner or employee or Family Member of any Member, to hold office until the next annual meeting of the Members.

56.2 The Auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

SECTION 57 – NOTICE

57.1 In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

57.2 The accidental omission to give notice of any meeting of the Board or the Members or the non-receipt of any notice by any Director or Member (other than the Voting Members, Chair, Vice-Chair or Chief Executive Officer), or by the Auditor or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meetings. For the purpose of sending notice to any Director or Member for any meeting or otherwise, the address of the Director or Member shall be his or her last address, e-mail address or fax number recorded on the books of the Corporation. Any Director, Member (other than the Voting Members, Chair, Vice-Chair or Chief Executive Officer) or the Auditor, may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

PART VIII – AMENDMENTS TO BY-LAWS SECTION 58 –

AMENDMENTS TO BY-LAWS

58.1 The Board may pass, repeal, amend or re-enact the by-laws of the Corporation from time to time.

58.2 Subject to Section 58.5, any such enactment, amendment or repeal of the by-laws of the Corporation is not effective unless approved at a meeting of the Board at which at least two-thirds of the Board members are present, by a two-thirds majority of the Board members present.

58.3 The enactment, repeal or re-enactment of a by-law or any amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting of

the Members or to a general meeting of the Members called for that purpose. The notice of such annual meeting or general meeting of the Members shall refer to the by-law or amendment to be presented.

58.4 Subject to Section 58.5, all by-laws and amendments to the by-laws is not confirmed unless it receives the affirmative vote of all of the Voting Members at a duly constituted meeting of the Members.

58.5 Any change or amendment to the categories of Directors as outlined in Section 14 of this By-law is not effective unless it is:

- (a) approved at a meeting of the Board at which at least two-thirds of the Directors are present, by a two-thirds majority of the Directors present;
- (b) prior to being changed or amended, posted on the Corporation's web site and circulated to various community stakeholder groups as determined by the Board acting reasonably; and
- (c) receives the affirmative vote of all of the Voting Members at a duly constituted meeting of the Members.

58.6 Notwithstanding any other provision of this By-law, notice of motion to pass a new by-law or to amend the by-laws of the Corporation shall be given in a notice calling the general meeting of the Board at which it is intended to present the by-law or the amendment.

58.7 A by-law or an amendment passed by the Board, unless in the meantime it is confirmed at a general meeting of the Members duly called for that purpose, is effective only until the next annual meeting of the Members, unless confirmed by the Voting Members thereat, and if not so confirmed by the Voting Members, the by-law or the amendment ceases to have effect at and from the date of the annual meeting of the Members and in that case no new by-law of the same or like substance has any effect until it is first confirmed at a general meeting of the Members.

58.8 The notice calling the general meeting of the Members shall make clear reference to the by-law or the amendment, as the case may be, that will be placed before the Voting Members for confirmation at the meeting.

58.9 The Voting Members at the general meeting of the Members may confirm, reject, amend or otherwise deal with any by-law or amendment passed by the Directors and submitted to the Voting Members at the meeting for confirmation, but no act done or right acquired under such by-law that has been approved pursuant to the Act is prejudicially affected by any such rejection, amendment or other dealing.

SECTION 59 – INTERPRETATION

59.1 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, wherever the singular or masculine is used herein, the same shall be construed as meaning the plural or feminine (neuter in the case of a corporation), as the case may be, and vice versa, and references to persons shall include firms and corporations.

PASSED as of the 15th day of February, 2013.

President

Secretary

(c.s)

The foregoing By-law is hereby passed by all the directors of the Corporation pursuant to the *Corporations Act* as evidenced by the respective signatures hereto of all the directors.

DATED as of the 15th day of February, 2013.

Brian Stevenson

Dominic Giroux

Cameron Clark

Floyd Laughren

The foregoing By-law is hereby confirmed by the Members of the Corporation pursuant to the *Corporations Act* as evidenced by the respective signatures hereto of all the Members.

DATED as of the 15th day of February, 2013.

Brian Stevenson

Dominic Giroux

Cameron Clark

Floyd Laughren

Schedule “A” – Guidelines For Selection Of Directors Of The Corporation

To ensure the Directors of the Corporation reflect the breadth, depth and diversity of northern Ontario, and that the Principles of Governance of the Corporation as referenced in Schedule “C” are met, the following principles, qualities and skills will be considered:

- (1) Directors should be committed to the purpose of the Corporation which is to develop and promote proactive, evidence-based and purpose driven policy options that deepen understanding about the unique challenges of Northern Ontario and ensure the sustainable development and long-term economic prosperity of Northern Ontario.
- (2) The Board of Directors shall reflect a wide range of interests and perspectives by representing the demographic, geographic and social characteristics of the communities served.
- (3) Directors must be committed to the regional role of the Corporation.
- (4) Directors should be capable of giving leadership to the work of the Corporation.
- (5) Directors should have respect for the views of others.
- (6) Directors should indicate a willingness to devote the time and energy to assist the establishment, development, operation and maintenance of the Corporation.
- (7) Directors should undertake, as a condition of being a director, to act only in the best interests of the Corporation and not on behalf of any single issue or cause.

Schedule “B” – Director’s Undertaking

TO: Northern Policy Institute/Institut des politiques du Nord (the “Corporation”)

AND TO: The Members and Directors of the

Corporation I, [name of director],

- I have read the vision, mission and core values of the Corporation, or they have been explained to me.
- I agree that, during my term as a Director of the Corporation, I will support and promote the vision, mission and core values of the Corporation.
- I undertake, as a condition of being a Director, to act only in the best interests of the Corporation and not on behalf of any single issue or cause.
- I have read, understood and will adhere to the requirements of the common law, Section 24 of By-law No. 1 and the Corporation's Conflict of Interest Policy.

DATED:

Signature

Schedule “C” – Principles Of Governance

The Board shall be governed by the following Principles of Governance:

- (a) to provide strategic leadership to the Corporation in the establishment of and commitment to the Corporation's vision, mission, and core values;
- (b) to act in the best interests of the Corporation in carrying out its responsibilities;
- (c) to establish a culture of open debate, forthright examination of all issues, due process and to act honestly, in good faith and in the best interests of the Corporation;
- (d) to strive to establish consensus on all issues but a majority vote will govern, unless otherwise specified in the Act or these by-laws;
- (e) to hold open meetings, allowing for *in camera* discussions as required, and establish clear processes for community input and for informing the community of its activities; and
- (f) to provide policy leadership but not engage in day-to-day operational matters, except as required by law or fiduciary obligations, maintaining at all times a clear distinction between Board and management roles.

Schedule “D” – Responsibilities Of The Board

Subject to Section 20.2, the Board shall:

- (a) adhere to the Principles of Governance in conducting the business of the Board;
- (b) adhere to the Corporation's vision, mission, and core values;
- (c)) promote effective collaboration between the Board and the communities served in the achievement of the Corporation's vision, mission and core values and/or other policy and planning initiatives;
- (d) work with the Board Committees;
- (e)) review the performance of the Chief Executive Officer;
- (f) ensure the financial viability of the Corporation by reviewing and approving the Corporation's operating and capital budgets;
- (g) satisfy itself that the policies of the Corporation are reflected in the organization's practices and that there are governance and operational processes in place to monitor, evaluate and facilitate policy development;
- (h) be committed to an effective Board orientation and continuing Board education program;
- (i) evaluate its own performance as a whole and the individual performance of Directors in relation to its responsibilities as herein defined and periodically review and revise governance policies, processes and structures as appropriate;
- (j) represent and promote the interests of the Corporation in all of its activities; and
- (k) comply with all of its responsibilities under the by-laws of the Corporation, the Act and the regulations thereunder and other applicable legislation.

Schedule “E” – Responsibilities Of Individual Directors

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) adhere to the Principles of Governance and the vision, mission and core values of the Corporation;
- (b) act only in the best interests of the Corporation and not on behalf of any single interest cause;
- (c)) declare any conflict of interest;
- (c.1) respect the confidentiality of matters brought *in camera* before the Board or before any Board Committee;
- (d) respect and abide by Board decisions and processes established by the Board for external communication;
- (e) maintain a strong attendance record as reflected in By-law No. 1 Section 18.1(b) and be available to serve on Board Committees;
- (f) complete the necessary background preparation in order to participate effectively in meetings of the Board and Board Committees;
- (g) keep informed about matters relating to the Corporation;
- (h) participate in initial Director orientation and on-going Board education;
- (i) participate in an annual evaluation of overall Board effectiveness; and
- (j) represent the Board, when requested, in activities within the Corporation and in external activities with other organizations.

Schedule “F” – Duties Of The Chief Executive Officer

Without limiting the generality of the foregoing, the Chief Executive Officer of the Corporation shall perform such duties as may be set out in a position description approved and/or amended from time to time by the Board. Without limiting the generality of the foregoing, the Chief Executive Officer shall:

- (a) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board, ensure compliance with the Act and the regulations thereunder and with the by-laws of the Corporation;
- (b) establish an organizational structure to ensure accountability of all departments, divisions, services, programs and staff for fulfilling the vision, mission, core values and strategic plan of the Corporation;
- (c) develop, recommend and foster the values, culture and philosophy of the Corporation;
- (d) provide leadership in support of the Board's responsibility to periodically evaluate the vision, mission, core values and strategic plan of the Corporation;
- (e) ensure appropriate systems and structures are in place for effective management and control of the Corporation and its resources, including the employment, development, control, direction and discharge of all employees of the Corporation;
- (f) ensure effective human resources and strategic planning and identify resource implications;
- (g) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (h) ensure that an annual operating plan is presented to the Board for approval, that resource use accountability mechanisms are in place to monitor performance and adjust operations to meet plan objectives;
- (i) recommend and maintain affiliations with key corporations and government agencies, and communicate with them to promote co-ordination and planning and regularly assess each of them to ensure they continue to meet their intended objectives;
- (j) be responsible to the Board for taking such action as considered necessary to ensure compliance with the Act and the regulations thereunder, the by-laws and all other relevant statutory and regulatory requirements;
- (k) ensure that optimum use is made of the available space, secretarial and other support;
- (l) manage the Corporation's physical, financial and human resources, ensuring that they are utilized as effectively as possible to meet both short-term and long-term objectives of the Corporation;
- (m) act as the public spokesperson for the Corporation;
- (n) sign all reasonable documents requiring the Chief Executive Officer's signature, unless as otherwise provided for; and perform such other duties as directed from time to time by the Board.