



**NORTHERN ONTARIO
SERVICE DELIVERERS
ASSOCIATION**

April 25, 2016

TO The Chairs and Boards of NOSDA Member Organizations

First let me say how much I am looking forward to seeing as many of you as possible at our Annual General Meeting in Sudbury on June 8, 9 and 10th.

This letter is to highlight a number of areas where NOSDA needs guidance from its members to continue to meet and exceed expectations in representing the voice of social service delivery in Northern Ontario. As Chair, I ask that you review this prior to our meeting at 5:30 pm, Thursday, June 9 at the Holiday Inn, 1696 Regent Street, Sudbury.

Since its creation in 2005 NOSDA's mandate, according to our 2007 Letters Patent has been to

- *develop a co-operative and collaborative approach amongst municipal organizations to facilitate the effective and efficient delivery of services in Northern Ontario."*
- *Create a forum to review and develop policies and to address program delivery issues from a Northern Ontario perspective*
- *Organize and conduct training and collaborative approaches to improvement of service delivery.*
- *Conduct such other complementary purposes not inconsistent with these objects*

In the last 4-5 years NOSDA's credibility with the Ontario Government and others has grown significantly. NOSDA is regularly consulted on the development of new programs and procedures and its representatives meet regularly with Ministers and their senior officials. NOSDA is being heard and seeing results.

The 2016 Annual General Meeting provides NOSDA with an opportunity to look at what the organization has evolved into and to begin a process that ensures that the NOSDA constitution and procedures match what the organization has become.

I have taken a look at the By-Law adopted by NOSDA in 2007 and it is my view that it no longer matches what we do as an organization. In this letter I want to outline the areas of the By-Law that I have identified as inconsistent with current practice.

A. NOSDA's structure actually has three separate bodies but recently has acted as one.

a. The By-Law sees NOSDA having an Board of Directors, which consists of the elected Chair and two Vice Chairs. all of whom must be members of Boards that govern individual member organizations, and

b. The By-Law sees NOSDA having An Executive Committee (EC) which consists of

i. Board Chair and respective CAO (from the DSSAB, CMSM or ASB)

ii. Board Vice Chair and respective CAO (from the DSSAB, CMSM or

ASB) iii. Board Vice Chair and respective CAO (from the DSSAB, CMSM or

ASB) iv. And the CAO/Manager from the entity (DSSAB, CMSM or ASB) that hosts the NOSDA contract(s). By appointment from the General Membership, the CAO/Manager will act as the Secretary/Treasurer.

And

c. For at least the past 7 years the actual practice has been that the three elected representatives (the Board) and all of the CAO's of the Member Organizations have met as one, with the meeting chaired by one of the CAO's (selected by the entire group). Each individual present has voice and vote however decisions are made by consensus. By meeting together, both a political perspective and the administrative knowledge have resulted in the development of NOSDA's asks to Government – and it has worked very well.

Question 1: Going forward should NOSDA revise the By-Law to create a single Board that reflects current practice?

- B. NOSDA currently has two people with the title of Chair. Both lead the organization and both appear before Ministers of the Crown and other Provincial and Federal Officials. This may cause some confusion amongst the people that NOSDA deals with.

Question 2: Should NOSDA change the titles of the two lead positions (currently called Chairs) so that the roles of the positions are clearly delineated (and defined) and understood by people outside of the organization? If the answer is yes, what would you suggest?

- C. The By-Law provides certain rules regarding notice to be given to the Members.
 - a. There are no requirements as to the timing of informing the members as to the date and location of the Annual General meeting
 - b. However, resolutions to be considered at the AGM must be submitted to the Chair, 45 days prior to the AGM, and then distributed to the members as part of the AGM Agenda Package
 - c. The Chair must receive proposed amendments to the By-Law two months prior to the AGM and the By-Law also requires the Chair to send those amendments to every member with the notice of the meeting (but with no time line included)

Question 4: Should the time line for submitting resolutions and By-Law amendments be identical, and

Question 5: Should all resolutions and By-Law amendments be submitted by the same deadline, what should that deadline be, and should those resolutions and amendments be submitted to each member organizations in advance of the AGM and if so, how much in advance? How does the advent of email, Facebook etc impact on how we officially communicate with the member organizations.

I have attached a copy of the current By-Law as adopted on April 4, 2007 (AGM Resolution #2007-02). After you review it you may have additional questions or suggestions for changes. Please bring those with you to the AGM.

D. In addition to the questions regarding the By-Law, it would be helpful if you consider how NOSDA should operate between Annual General Meetings and come to the AGM ready to discuss the following:

Question 6: Is it the mandate of NOSDA to only implement the decisions arrived at through the adoption of resolutions at each Annual General Meeting? or, is it the mandate of NOSDA to pursue any and all changes to the programs the Member organizations operate (OW, Social Housing, Child Care and EMS)? and

Question 7: What restrictions, if any, should be placed on NOSDA in terms of pursuing changes to the programs the Member organizations operate?

Question 8: What political and programmatic issues should or should not be addressed by NOSDA between AGMs?

Question 9: How can we better communicate with the NOSDA membership (Chairs, Board Members, and Staff) between AGMs? And what should the focus of those communiques be?

I am not proposing that the By-Law be amended at the 2016 Annual General Meeting.

What I want to do is start the discussion that hopefully will lead to a formal proposal for amendments to be considered at the 2017 AGM. That being said, there should be a consensus on how NOSDA should manage its affairs for the year following the 2017 AGM that will guide the work of the organization.

Once again, I look forward to seeing many of you in Sudbury on June 8, 9 and 10th. We have an exciting agenda that will be well worth your attendance. Yours truly,

Iain Angus
Chair



Ministry of
Consumer and
Business Services

Ministère des Services
aux consommateurs
et aux entreprises

LETTERS PATENT

This application constitutes the charter
of the corporation which is issued by
these Letters Patent dated this

LETTRES PATENTES

La présente requête forme la charte de la
compagnie constituée en personne morale
par lettres patentes datées du

FEBRUARY 26 FÉVRIER, 2007

Minister of Consumer
and Business Services

Le Ministre des Services
aux consommateurs et aux entreprises

per/par

Director(A) / Directrice intérimaire

Form 2
Corporations
Act

Formule 2
Loi sur les
personnes
morales

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL
REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL-ACTIONS**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT)

N	O	R	T	H	E	R	N	O	N	T	A	R	I	O	S	E	R	V	I	C	E	D	E	L	I	V
E	R	E	R	S	A	S	S	O	C	I	A	T	I	O	N											

2. The address of the head office of the corporation is:
Adresse du siège social:

180 BROCK STREET

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

SAULT STE. MARIE

Ontario P 6 A 3 B 7

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

3. The applicants who are to be the first directors of the corporation are:
Requérants appelés à devenir les premiers administrateurs de la personne morale :

First name, middle names and
surname
Prénom, autres Prénoms et nom de
famille

Address for service, giving Street & No. or R.R. No., Municipality,
Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou
le nom de la municipalité, la province, le pays et le code postal

GARY SCRIPNICK

675 SHIRLEY STREET NORTH
TIMMINS, ON P4N 7C3

JAMES WHIPPLE

142 FENNAH ROAD
KENOGAMI, ON P0K 1C0

WILLIAM BLOWER

LOT 3, LPAN M698
GULL ROCK LAKE, ON

4. The objects for which the corporation is incorporated are:

Objets pour lesquels la personne morale est constituée:

- a) To develop a co-operative and collaborative approach amongst municipal organizations to facilitate the effective and efficient delivery of services in Northern Ontario.
- b) To create a forum to review and develop policies and to address program delivery issues from a Northern Ontario perspective.
- c) To organize and conduct training and collaborative approaches to improvement of service delivery.
- d) Such other complementary purposes not inconsistent with these objects.

5. The special provisions are:
Dispositions particulières:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

NONE

6. The names and address for service of the applicants:

4.

Nom et prénoms et domicile élu des requérants :

First name, middle names and surname

Prénom, autres Prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code

Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité, la province, le pays et le code postal

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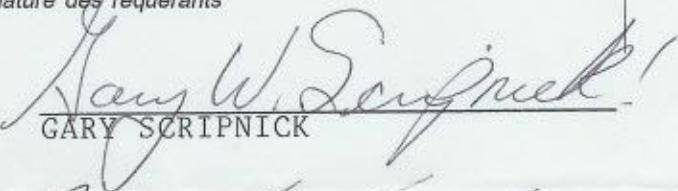
WILLIAM BLOWER

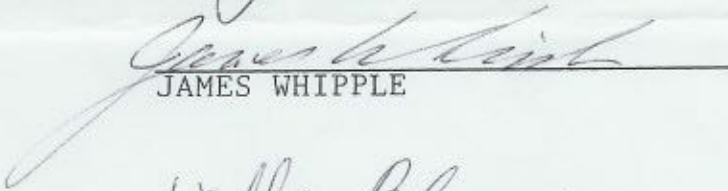
LOT 3, PLAN M698
GULL ROCK LAKE, ON


This application is executed in duplicate.

La présente requête est faite en double exemplaire.

Signatures of applicants
Signature des requérants


GARY SCRIPNICK


JAMES WHIPPLE


WILLIAM BLOWER

A by-law relating generally to the transaction of the business and affairs of Northern Ontario Service Deliverers Association (NOSDA) (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Head Office

The head office of the Corporation shall be in the City of Sault Ste. Marie of the District of Algoma in the Province of Ontario, or at such place therein as the General Membership (as hereinafter defined) may from time to time by resolution determine.

2. Seal

The corporate seal of the Corporation shall be such as the General Membership may by resolution from time to time adopt, and shall be entrusted to the Secretary / Treasurer of the Corporation for its use and safe keeping.

3. Directors

3.01 Board of directors. The affairs of the Corporation shall be managed by a board of directors (herein referred to as the "Board") consisting of three directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members.

BOARD: *The Board shall consist of the Chair and the two Vice Chairs and that every effort should be made to ensure the Board reflects the regions NOSDA represents.*

3.02 Qualification of directors. Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Corporation.

3.03 Election of directors and term of office.

(1) The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected or appointed.

(2) The directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Corporation) shall be from the date of the meeting at which they are elected at the Annual General Meeting or appointed until their successors shall have been duly elected or appointed whichever comes first, as per section 3.07.

(3) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.

(4) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors [from among the members of the Corporation] if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

3.04 Vacation of office. A person ceases to be a director of the Corporation:

- (a) if he or she becomes a bankrupt or is declared insolvent;
- (b) if he or she is found by a court to be mentally incompetent or of unsound mind;
- (c) if by notice in writing to the Chair of the Corporation he or she resigns his office;

- (d) if he or she ceases to be a member of the Corporation; or
- (e) dies.

Reference from Section 9.06 to Section 3.05 of Form 2:02.4

3.05 Removal of directors. The members of the Corporation may, by resolution passed by at least a simple majority 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 his term of office and may, by majority of the votes cast at such meeting, elect any member in his stead for the remainder of his term.

3.06 Remuneration of directors. The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

3.07 TERMS OF OFFICE:

The Board shall be elected at the Annual General Meeting.

CHAIR: Will be selected from the District Social Service Administration Boards (DSSAB), Consolidated Municipal Service Managers (CMSM), and Area Services Boards (ASB); Staff cannot be elected. The position will be elected at large for a two-year term with the ability to be re-elected for consecutive terms. The Chair cannot serve simultaneously as a Vice Chair.

VICE CHAIRS: Two Vice Chair positions will be selected from the District Social Service Administration Boards, Consolidated Municipal Service Managers, and Area Services Boards; Staff cannot be elected. The positions will be elected at large for a two-year term with the ability to be re-elected for consecutive terms. For the first year one Vice Chair will be elected for one year and one for two years to allow for continuity.

4. Meetings of Directors

4.01 Place of meeting and notice.

(1) Meetings of the Board may be held either at the head office of the Corporation or at any place within Ontario. A meeting of the Board may be convened by the Chair of the Board at any time in the absence of the Chair either Vice Chair may call the meeting.

(2) Notice of any meeting of the Board shall be delivered or mailed, emailed or sent by fax or otherwise communicated to each director not less than fourteen days before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence.

4.02 Chair. From time to time the Board shall elect from among its members a Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the Chair of the Board at a meeting of the Board, the directors present shall choose one of their number to be Chair of the meeting.

4.03 Quorum. A quorum at any meeting of the Board shall be the presence in person or by teleconference / videoconference of simple majority of the directors.

4.04 Voting.

(1) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall have a casting vote.

(2) At any meeting unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5. Executive Committee

5.01 The Board shall annually or as often as may be required, appoint an Executive Committee. The Executive Committee may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may be from time to time be prescribed by the Board.

The Executive Committee shall consist of:

- ◆ Board Chair and respective CAO (from the DSSAB, CMSM or ASB)
- ◆ Board Vice Chair and respective CAO (from the DSSAB, CMSM or ASB)
- ◆ Board Vice Chair and respective CAO (from the DSSAB, CMSM or ASB)
- ◆ And the CAO/Manager from the entity (DSSAB, CMSM or ASB) that hosts the NOSDA contract(s). By appointment from the General Membership, the CAO/Manager will act as the Secretary/Treasurer.

5.02 **Delegation of duties of the Executive Committee.** In the case of absence or inability to act the, Executive Committee may re-delegate duties amongst its members.

5.03 Executive Committee

(1) The Executive Committee shall be responsible to the Board for the co-ordination of all affairs of the Corporation. In all matters affecting the Corporation, the Executive Committee shall be deemed to be an agent of the Corporation acting under the authority and express direction of the Board or any committee thereof, as the case may be. The Board Chair shall sign such contracts, documents or instruments in writing as require his or her signature.

(2) In addition to any other authority or duties conferred by direction of the Board, the Executive Committee shall exercise general and active supervision over:

- (a) the selection, employment, supervision and discharge of all employees, contractor(s)/consultant(s), subject to ratification of same by the Board;
- (b) the formation of a special *ad hoc* committee, from year to year, comprised of himself and two other officers of the Corporation, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Corporation and the personnel employed therein;
- (c) the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to the Executive Committee, to any director or officer of the Corporation or to any meeting of the members of the Corporation;
- (d) the preparation of the annual budget for the Corporation, showing expected revenues and expenditures; and
- (e) the safe keeping and good state of repair of all physical properties of the Corporation.

5.04 Secretary / Treasurer. The General Membership at the Annual General Meeting shall appoint a Secretary / Treasurer. The Secretary / Treasurer shall, when present, act as secretary of all meetings of directors and members, shall have charge of the minute books of the Corporation and the documents and registers referred to in [s. 109 of the *Canada Corporations Act*, R.S.C. 1970, c. C-32 or s. 300 of the *Corporations Act*, R.S.O. 1990, c. C.38]. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. Subject to the provisions of any resolution of the Board, the Secretary / Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depositary or depositaries as the Board may direct. The Secretary / Treasurer shall sign such contracts, documents or instruments in writing

as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Secretary / Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

6. Committees

The Board and/or Executive Committee may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

7. Indemnities to Directors, Executive Committee Members and Others

Every Director or Executive Committee member or any 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 estate and effects, respectively, shall 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 which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

8. For the Protection of Directors and Executive Committee Members

(1) No Director or Executive Committee member for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Executive Committee Member or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order 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 moneys 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 company 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 such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

(2) The Board or Executive Committee for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a member of Board or Executive Committee of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

9. Membership

9.01 Qualification. To be eligible, members of the Corporation must be a District Social Services Administration Board (DSSAB), a

Consolidated Municipal Service Manager (CMSM) and/or an Area Service Board (ASB) (if established) located in Northern Ontario. There shall be maintained at the head office of the Corporation a list of members in good standing enrolled at such office. Save as otherwise expressly herein provided, the fee for membership in the Corporation, for each class of member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the General Membership. [It shall be the obligation of each of Executive Committee to keep the Board of the Corporation informed as to members in good standing enrolled at the office of such Chapter.]

9.02 Classes of membership. There shall be classes of membership as may be determined from time to time by the General Membership.

9.03 Termination of membership. The membership of any member shall be automatically terminated if such member fails to pay any fee within ninety days after it is due. Such termination of membership shall not prejudice the member's right to apply for re-admission. The General Membership may, by a resolution passed by a two-thirds majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to Section 3.05 of this By-law.

9.04 Resignation. Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Secretary / Treasurer of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign.

10. Meetings of Members

10.01 Annual meetings. The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such

other place within Ontario, on such day in each year and at such time as the General Membership may by resolution determine.

An Annual General Meeting shall be held at a time to be determined by the majority of NOSDA member organizations.

10.02 Annual meeting agenda. The Agenda for the Annual General Meeting shall be set jointly by the Board and the Executive Committee.

10.03 Annual meeting committees. Each Annual General Meeting shall have a Nominating Committee; a Resolution Committee; and a Ways and Means Committee in place. The Board shall appoint a nomination committee three months prior to the Annual General Meeting, and that such committee shall canvass all member organizations for expressions of interest in running for any vacancy on the Board, and that the committee should endeavour to ensure that regional balance is maintained in the Board.

10.04 Voting. Two delegates appointed in writing by each member shall be entitled to attend and vote on any matters requiring a vote at any annual or general meeting of members. A senior staff person from each member shall also be entitled to attend but shall have no voting privileges. At least 30 days before any meeting of members, each member shall provide the Secretary of the Corporation with the names and contact information for each delegate and staff member attending to such meeting on behalf of the member. Where any delegate so appointed is unable to attend in person, he or she shall be entitled to appoint in writing a proxy to attend and vote on his or her behalf at such meeting.

10.05 Quorum. A quorum for the transaction of business at any meeting of members shall consist of delegates representing not less than a simple majority of members present in person.

10.06 Motion. Any motion on which there is an equality of votes shall be declared lost.

10.07 **Resolutions.** The Board shall also be responsible to ensure that all resolutions passed at the Annual General Meeting of NOSDA are carried out as directed by the resolutions.

10.08 **General meetings.** Other meetings of the members (to be known as "general meetings") may be convened by order of the Chair or the Executive Committee, at any date and time and at any place within Ontario. Meetings of the Board, the Executive Committee, management sub-group, or specific task groups may take place more regularly to accomplish joint activities or planning.

10.09 **Notice.** A printed, written or typewritten notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served by sending such notice to each member of such meeting by email or fax.

10.10 **Omission of notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

10.11 **Contents of notice.** The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

10.12 **Chair.** In the absence of the Chair of the Board, the members present at any meeting of members shall choose another member to act as Chair of the meeting.

10.13 **Voting.**

(1) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall have a casting vote. Each member shall be entitled to one vote if present at a meeting in person.

(2) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.14 RESOLUTION PROCESS.

A NOSDA member may submit a Resolution duly passed by its respective organization to the NOSDA Chair at least forty-five (45) days in advance of the Annual General Meeting and such resolution shall be included in the Annual General Meeting Agenda package for consideration by member delegates attending the Annual General Meeting provided the resolution deals with matters specific to NOSDA members.

An Emergency Resolution may be considered at the Annual General Meeting if:

- The majority of delegates agree;
- Sufficient copies of the resolution are available for distribution to all accredited delegates; and

The resolution does not commit the member organizations to expend funds or take part in any undertaking that otherwise would normally require member organizations to approve such matters or undertakings by resolution.

10.15 Polls. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11. Enactment, Repeal and Amendment of By-laws

(1) By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law enacted by a majority of the Members at the Annual General Meeting and sanctioned by an

affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.

(2) A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting. Amendments to the by-law(s) of the Association may be introduced at any General meeting and may be adopted by a majority vote PROVIDED that a "Notice of Intention" to introduce such amendment is given in writing to the Chair at least two months prior to the date of the meeting at which such amendment will be introduced.

12. Auditors

The members shall at each annual meeting appoint an auditor.

13. Board rules and regulations

The Board may from time to time enact rules and regulations (hereinafter called "Board Rules and Regulations") governing the organization and operation of Committees.

14. Notices

Any notice to be given to any member shall be served by email or fax.

15. Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Secretary / Treasurer.

16. Execution of Contracts, etc.

(1) Contracts requiring the signature of the Corporation may be signed by the Chair or such other person(s) authorized by resolution of the Board.

(2) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

(3) The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

17. Financial Year

The Board may by resolution fix the financial year end of the Corporation and the Board may from time to time by resolution change the financial year end of the Corporation.

18. Cost Recovery

(1) Membership Fee:
Refer to section 9.01.

(2) Executive and/or Board Meeting:
NOSDA, as a cost effective co-operative model, will operate on a cost recovery basis. All costs associated with approved NOSDA meetings and /or events will be cost shared equally by each NOSDA member.

(3) Annual General Meetings and/or Other Meetings:

NOSDA will charge a registration fee for each annual, general or other meeting to, at minimum, cover the costs of the meeting. A fee structure may be established at a later date.

19. Interpretation

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

ENACTED the fourth (4th) day of April 2007.

WITNESS the corporate seal of the Corporation.

[Board Chair]

Secretary/Treasurer]