



### **Article 3**

### **Head Office**

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

### **Article 4**

### **Seal**

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

### **Article 5**

### **Membership and Fees**

5.0 Membership in the NCCP is open to individuals who support the purpose and objectives of the NCCP and meet the requirements of Article 5.3 and any other requirements that may be established by the Board of Directors from time to time.

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

5.2 Each member shall promptly be informed by the staff of their admission as a member.

5.3 All members shall pay an annual membership fee as determined from time to time and passed at a meeting of the Board of Directors. Failure to pay the annual membership fee in advance of the Annual General Meeting will constitute termination of membership.

5.4 Any member may be removed by majority vote of the directors if the member has acted in a way that the board of directors deems is counter to the purpose and objectives of NCCP. In such situations, the member being removed shall be given at least 15 days' notice of their membership termination and reasons for the termination. The member shall be given an opportunity to be heard by the board of directors, orally or in writing, not less than five days before the termination of membership becomes effective.

### **Article 6**

### **Board of Directors**

6.0 The affairs of the NCCP shall be managed and administered by a Board of Directors consisting of no less than seven (7) and no more than twelve (12) voting members. One of these twelve (12) voting members will be appointed annually by the Peterborough Immigration Partnership as their representative on the Board of Directors. All other Directors shall be elected for a term of two years at the Annual General Meeting of members. Each director, including the PIP representative, will serve no more than three two-year consecutive terms on the Board of Directors before leaving the board for a period of no less than one year.

6.1 All directors must be members in good standing and be at least 18 years old. The Director who is appointed by the Peterborough Immigration Partnership as their representative does not have to be a member of NCCP. One (1) vote shall be reserved for the current PIP representative at the current year's annual general meeting or other meetings. The PIP representative may only exercise one (1) voting right, either as a NCCP member or as a PIP representative. All Board members shall abide by the NCCP conflict of interest policy and

all other policies that may be adapted from time to time by the Board.

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

6.3 Notice of all meetings of the Board of Directors shall be mailed, delivered, telephoned or e-mailed to each member not less than 48 hours before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual general meeting of the NCCP. The directors may consider or transact any business either special or general at any meeting of the Board.

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

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

#### Vacancies

6.6 Any vacancy on the Board of Directors may be filled by the Directors from among qualified members of the NCCP, if they see fit to do so, provided that at least seven directors remain in office and provided that not more than 1/3 of the total number of Directors may be appointed at any time. A Director so appointed shall serve until the next general or annual meeting of the members, at which time they must be confirmed by the members. Time served as an appointed Director shall not count towards the term limit. If there are not at least seven directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

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

6.8 Any Board member missing three (3) consecutive meetings of the Board without prior **written** notice should provide an indication of their intent to continue on the board; failure to do so may result in their being requested to resign from the Board.

6.9 The members of the NCCP may, by resolution passed by a 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 their term of office, and may by a majority of votes cast at that meeting, elect any person in their stead for the remainder of their term.

#### Quorum and Meetings

6.10 The majority of Directors of the Corporation (50% plus 1) will form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings, electronically or in person, at such place or places as it may from time to time determine. No formal notice of any such meeting

shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence.

6.11 A meeting of Directors or of a Committee of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons to communicate with each other simultaneously and instantaneously. A Director participating by such means is deemed to be present at that meeting.

#### Voting

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

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

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

### **Article 8** **Powers**

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

8.1 The Board may authorize lease of property to any party upon the authorization of a simple majority vote at a meeting of the Board upon terms and conditions determined by the Board for up to a period of 5 (five) years with a term of automatic renewal for an additional and no longer than 5 (five) years with 3 (three) months notice to vacate by either the landlord or the tenant. If the tenant wishes to continue to lease the premises after 10 years the landlord and tenant will sign a new lease for a period of 10 (ten) years or 5 (five) years with 3 (three) months notice to vacate by either the landlord or tenant and any other terms as agreed upon by the landlord and tenant. The Board may set policies regarding the use of its offices.

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

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

### **Article 9** **Remuneration of Directors**

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

## **Article 10**

### **Officers of the NCCP and Executive Committee**

10.0 The officers of the Corporation shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer and together they shall form the Executive Committee of the Board. The Chair, Vice Chair, Treasurer, and Secretary shall be elected for a one-year term from among the Directors at the first Board of Directors meeting held after the Annual General Meeting. No person shall be eligible to serve at any time in the future as an NCCP officer if after election he/she has been disqualified as a member of the Board. If an executive office becomes vacant, the Board of Directors shall elect another Board member to serve the remainder of the term.

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

#### **Duties of Officers**

10.2 The **Chairperson** of the Board shall: preside at all meetings of the Board; be responsible for the appointment of the Board members to such committees as provided for in the by-laws; report to each annual meeting of the NCCP concerning the management of operations of the NCCP and at such other times as he/she deems necessary; and fulfill any other duties that may be specified from time to time by the Board of Directors.

10.3 The **Vice-Chairperson** of the Board shall, during the absence or inability of the Chairperson, exercise any duty or power of the Chairperson.

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

10.5 The **Secretary** shall be responsible for: the minutes of all meetings of the Board and of the executive committee. The Secretary should ensure that all correspondence to and from the Board, a copy of all minutes (including an attendance record of those attending meetings of the Board and Executive Committee), documents and records of the Board are kept safe, that notices are given as required by the by-laws; and such other duties as ordinarily pertain to that office or directed from time to time by the Board.

## **Article 11**

### **Annual and General Meetings of the Members**

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

11.1. NCCP may conduct meetings of the members by telephonic or electronic means in whole or in part. A member who, through those means, votes or establishes a communications link to the meeting is deemed to be present.

11.2 A general meeting shall be held a minimum of once a year. The Board may call additional meetings of the members at any time in accordance with the Act and these By-laws. Members meetings may also be requisitioned by members holding at least 10% of the membership votes. Such requisition shall be signed and state the business to be transacted at the meeting. Such meeting to be called and held by the Board. In

the event the Board fails to call the meeting within 21 days of receiving the requisition, then any member who signed the requisition may call the meeting in accordance with the Act.

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

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

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

11.6 No public notice or advertisement of the annual general meeting or any other general meeting shall be required, but notice of the time and place of every such meeting shall be given to each member by posting the notice on the organization's website, or by sending it by mail, telephone or e-mail, no less than ten (10) days and no more than 50 days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all members of the NCCP are present thereat, and at such meeting any business may be transacted which the NCCP at election or general meetings may transact.

#### Quorum of Members

11.7 A quorum for a general meeting and for transaction of any business at such meeting shall be 5 people or 10% of members, whichever is greater.

#### **Article 12**

#### **Errors of Omission in Notice**

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

#### **Article 13**

#### **Adjournments**

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

#### **Article 14**

#### **Voting of Members**

14.0 Each member of the NCCP shall be entitled to one vote at on each question arising at any special or general meeting of the membership.

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

withdrawn, the question shall be decided by a majority of votes given by the members present. Such poll shall be taken in such a manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the NCCP in a general meeting whether a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

#### **Article 15**

#### **Financial Year**

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

#### **Article 16**

#### **Signing Authority**

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

16.1 For the purposes of signing cheques and authorizing expenditures, the Board shall designate signing authorities, at least two of whom will be members of the Board of Directors. Any two signing authorities can sign cheques or authorize expenditures for the NCCP.

#### **Article 17**

#### **Books and Records**

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

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

#### **Article 18**

#### **Bylaws, Resolutions and Amendments**

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

#### **Article 19**

#### **Liability**

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

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

19.1 No Director or officer of the NCCP shall be liable for the acts, receipts, neglects or defaults by any other director or officer or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the NCCP through the insufficiency or deficiency of title to any property acquired by order of the

board for or on behalf of the NCCP or for the insufficiency or deficiency of any security in or upon which any of the monies of the NCCP shall be invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or NCCP with whom an monies, securities or effects shall be lodged or deposited or do any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trusts or in relation thereto unless the same shall happen by or through their own willful act or default.

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

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

PASSED by the Board of Directors:  
Date: November 30, 2023

PASSED at the General Meeting held on May 30, 2024

CHAIRPERSON

*Ghada Hussein*

SECRETARY/TREASURER:  
Elizabeth Rahman

*Elizabeth F. Rahman*