

A draft constitution and bylaws for

COMMON VOICE NORTHWEST

NAME

The Organization shall be known as the "Common Voice Northwest" and hereinafter referred to as the Association.

OBJECTS

The objects of the Association shall be:

- (a) to consider matters of common interest to the citizens of Northwestern Ontario and to
- (b) to coordinate a common message regarding matters where the rights and resources of people in Northwestern Ontario are affected.
- (c) to take leadership on the common issues affecting all people in Northwester Ontario.

HEAD OFFICE

The Head Office of the Association shall be in Northwestern Ontario, located west of and including White River to the Ontario-Manitoba boundary and north of the Canada-United States border as the Directors may determine from time to time.

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of seven (7) Directors, each of whom at the time of his or her election shall be a duly appointed representative of a Member Organization of the Association. Directors shall be elected at the Annual General Meeting and serve a term of two years, with the possibility of a subsequent one year term if they remain qualified and so choose to continue serving..

Sixty (60) days prior to any annual meeting, the Board of Directors shall appoint a Nominating Committee comprised of the Chair, Secretary/Treasurer and one Ex-Officio member of the Board. The Nominating Committee shall seek candidates from among the Members for election to the Board as follows:

Three (3) candidates from within the boundaries of the Rainy River District, two (2) of whom shall be elected to the Board at the annual meeting.

Three (3) candidates from within the boundaries of the Kenora District, two (2) of whom shall be elected to the Board at the annual meeting.

Three (3) candidates from within the boundaries of the District of Thunder Bay, not including the City of Thunder Bay, two (2) of whom shall be elected to the Board at the annual meeting.

Two (2) candidates from the City of Thunder Bay, one (1) of whom shall be elected to the Board at the annual meeting.

In each instance, additional nominations shall be accepted from the floor. In all instances, no nominations will be considered to be in order unless the nominee has expressed a willingness to stand, either in writing or in person at the meeting.

The election may be by a show of hands unless a ballot is demanded by any member. The Board may from time to time appoint any number of ex officio Directors and Members to be renewed annually.

The Board shall have authority to remove any member thereof for conduct unbecoming of a Director.

The Board may appoint Directors to positions that become vacant between annual meetings. Such appointees must be selected from qualified Members and appointed by a majority vote of the Board. Such appointees are to serve out the remaining term of the Director they are replacing. The Membership must be notified of these appointments in writing.

BOARD OF DIRECTORS- QUORUM AND MEETING NOTICE

A majority of Directors (5) shall form a quorum for the transaction of business. The Directors may consider or transact any business either special or general at any meeting of the Board. Questions arising at any meeting of Directors shall be decided by a majority of votes and recorded as carried in the minutes. In case of an equality of votes, the Chair, in addition to his original vote, shall have a second or casting vote. Directors' meetings may be formally called by the Chair or Vice-Chair.

Notice of such meetings shall be sent by mail, emailed or fax to each director not less than three (3) days before the meeting is to take place. No error or omission in giving notice for a Directors meeting shall invalidate the meeting or any proceedings or decisions taken at such meeting.

A Directors' meeting may be held, without notice, immediately following the annual general meeting of the Association.

BOARD OF DIRECTORS- POWERS

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

Without in any way derogating from the foregoing, the Directors are expressly empowered by the Members, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

BOARD OF DIRECTORS- REMUNERATION

The Directors shall receive no remuneration for acting as such. 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 or her as the Members see fit in the performance of his or her duties.

OFFICERS OF ASSOCIATION

There shall be a Chair, a Vice-Chair, and a Secretary-Treasurer. The Chair, Vice-Chair and Secretary-Treasurer shall be elected by the Board of Directors by a majority of votes.

OFFICERS DUTIES

The Chair shall, when present, preside at all meetings of the Members of the Association and of the Board of Directors. The Chair shall also be charged with the general management and supervision of the affairs and operations of the Association. The Chair with the secretary or other officer appointed by the Board for the purpose shall sign all by-laws and Membership certificates. During the absence or inability of the Chair, his duties and powers may be exercised

by the Vice-Chair, and if the Vice-Chair, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair shall presumed with reference thereto.

DUTIES OF SECRETARY-Treasurer

The Secretary-Treasurer shall also be the Executive Director of the Board of Directors. He or his appointee shall attend all meetings of the Board of Directors and subcommittees and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to Members and to Directors. He shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

The Secretary-Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other. The Secretary-Treasurer shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

Regular Members of the Association shall be municipalities, treaty organizations, institutions, Membership organizations and other legal entities that are located within Northwestern Ontario and are admitted as Members by the Board of Directors.

There shall be two (2) categories of Membership: Voting and Ex-Officio. In each case, the organization, upon acceptance for Membership, must designate an individual or number of individuals to represent the organization. Such individuals will be designated a Voting Member. The number of Voting Members per organization is determined by the Board from time to time. All minutes, meeting notices, notices of motion and other communications from the Association shall be furnished only to the Regular Member through its designated Voting Member.

Voting Members shall have the right to represent the Regular Members at all general and special Membership meetings. Each voting member shall be entitled to one vote on each question arising at any special, committee or general meeting of the Members. The representatives of Associations, partnerships and other legal entities may vote through a duly authorized proxy. They shall be the only Members that have the right to vote.

Ex-Officio Members may be appointed by the Board of Directors from time to time. Ex-Officio Members shall not have the right to vote and shall not be required to pay annual Membership fees or dues.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. Members may be terminated at the discretion of the Board of Directors for non contribution and non participation, subject to ratification of a majority of Members in attendance at the next general meeting of the Association. Termination shall be effective as of the time of ratification by the general meeting. Notification of intention of termination shall be sent registered mail to the member at least ten (10) days prior to the general meeting.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Association prior to acceptance of his

resignation.

Each member shall promptly be informed by the Secretary of his admission as a member.

FOUNDING MEMBERSHIP LIST

Membership in the Association is open to all organizations municipalities, treaty organizations, institutions, membership organizations and other legal entities that are located within Northwestern Ontario. It is anticipated that new organizations will admitted into Regular Membership from time to time. The list of Regular Members to be invited to the first meeting of the Association shall be:

The Northwestern Ontario Municipal Association: This organization shall be represented by four (4) Voting Members drawn from Kenora District, Rainy River District, Thunder Bay District and City of Thunder Bay

Treaty 3: This organization shall be represented by one (1) Voting Member to be selected from within the organization.

Nishnawbe Aski Nation: This organization shall be represented by one (1) Voting Member to be selected from within the organization.

Robinson Superior Chiefs: This organization shall be represented by one (1) Voting Member to be selected from within the Union of Ontario Indians.

Townships Without Municipal Organization: These organizations shall be represented by one (1) Voting Member to be selected by the organizations.

Northwestern Associated Chambers of Commerce: This organization shall be represented by two (2) Voting Members to be selected from within the organization. One Voting Member shall represent Major Industry and the other shall represent Small Business.

Northwestern Ontario development Network: This organization shall be represented by one (1) Voting Member to be selected from within the organization.

Labour: Labour organizations shall be represented by two (2) Voting Members to be selected by the community of Labour organizations. One Voting Member shall represent Industrial Labour and the other shall represent Public Sector Labour.

Métis Nation of Ontario: This organization shall be represented by one (1) Voting Member to be selected from within the organization.

Training and Adjustment Boards: This organization shall be represented by one (1) Voting Member to be selected from within the organization.

Multicultural Associations: These organizations shall be represented by one (1) Voting Member to be selected from within the organizations.

Healthcare: The healthcare industry shall be represented by one (1) Voting Member to be selected from within the industry.

Education: The education industry shall be represented by three (3) Voting Members. One Voting Member shall represent each of the prominent education providers in Northwestern Ontario: Confederation College, Lakehead University and the Northern Ontario Education Leaders.

MEMBERSHIP- DUES

There shall be no fees or dues payable by Members except such, as shall from time to time be fixed by unanimous vote of the Board of Directors. See Appendix A for the fee structure which has been approved.

The Secretary-Treasurer shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within 90 days of the date of such notice the Members in default shall thereupon automatically cease to be Members of the Association, but any such Members may

on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an annual or other general meeting.

MEMBERSHIP- ANNUAL MEETING

The annual or any other general meeting of the Members' shall be held at the head office of the Association or elsewhere as the Board of Directors may determine.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board of Directors or the Chair or Vice-Chair shall have the Power to call at any time a general meeting of the Members of the Association. No public notice nor advertisement of Members' meetings, annual or general, shall be required.

Notice of such meetings shall be sent by mail, emailed or fax to each Voting Member not less than three (10) days before the meeting is to take place. No error or omission in giving notice for a Directors meeting shall invalidate the meeting or any proceedings or decisions taken at such meeting.

MEMBERSHIP- QUORUM

A quorum for the transaction of business at any meeting of Members shall consist of not less than three voting Members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two voting Members present in person.

MEMBERSHIP- VOTING

Each Voting Member of the Association shall at all meetings of Members be entitled to one vote and he or she may vote by proxy. Such proxy need not himself or herself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless he has paid all dues or fees, if any then payable by him or her.

At all meetings of Members every question shall be decided by a majority of the votes of the voting Members present in person or represented by proxy unless otherwise required by the by-laws of the Association, or 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 Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the voting Members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association

shall terminate on the thirty-first (31st) day of December in each year.

DRAFT GUIDING STATEMENTS

MISSION: The people of Northwestern Ontario will become more advantaged than they are today as Common Voice Northwest identifies, promotes and develops sustainable economic opportunities in and for the Northwest.

VISION STATEMENT: Vibrant communities with growing economic opportunities and excellent services for all ages at all phases of life in Northwestern Ontario.

CORE VALUES: We value the unique communities, cultures and lifestyles that have grown within Northwestern Ontario. We value our distinct geographic, economic and social space within Ontario and Canada. We value consensus among all the people of Northwestern Ontario. We believe our future success will be built on strong unity, thoughtful initiatives and a determined resolve to uphold the uniqueness and value of Northwestern Ontario's people, land and resources.