

A by-law relating generally to the transaction of the business and affairs of the Social Planning Network of Ontario hereinafter refined to as the Network.

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

ARTICLE ONE

INTERPRETATION

1.01 Definitions - In this by-law and all other by-laws and special resolutions of the Network, unless the context otherwise requires:

“Act” means the Corporation Act of Ontario, and any Act that may be substituted for it, as from time to time amended;

“board” means the board of directors of the Network;

“by-laws” means this by-law and all other by-law of the Network from time to time in force and effect;

“Network” means the network incorporated as a corporation without share capital under the Act by letters patent dated the 7th day of August, 2007, and named Social Planning Network of Ontario;

“letters patent” means the letters patent incorporation the Network, as from time to time amended and supplemented by supplementary letters patent;

“meetings of member” includes an annual meeting of members and a special meeting of members;

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing

persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO

BUSINESS OF THE NETWORK

2.01 Head office - Until changed in accordance with the Act, the head office of the Network is in the City of Greater Sudbury, in the province of Ontario.

2.02 Corporate seal - Until changed in accordance with the Act, the corporate seal of the Network shall be in the form impressed on this page.

2.03 Financial year - Until otherwise ordered by the board, the financial year of the Network shall end on the last day of December in each year.

2.04 Execution of instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Network by the Chair or Vice-Chair and by the secretary or the treasurer or an assistant secretary or an assistant treasurer or another director. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instrument on behalf of the Network may affix the corporate seal to it.

2.05 Banking arrangements - The banking business of the Network shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.06 Voting rights in other companies - The proper signing officers to the Network may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Network. These instruments, certificated or other evidence shall be in favour of such person or persons as may be determined by the officers signing them or arranging for their signing. In addition, the board may from time to time direct the manner in which or the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

ARTICLE THREE

DIRECTORS

3.01 Number of directors and quorum - The affairs of the Network shall be managed by its board of directors. Until changed in accordance with the Act, the number of directors shall be 8 of whom 5 shall constitute a quorum for the transaction of business. Despite vacancies the remaining directors may act if constituting a quorum.

3.02 Qualifications – No person shall be qualified as a director unless he shall be eighteen or more years of age and shall at the time of his election and throughout his term of office be a member of the Network; provided that a person who is not a member of the Network may be a director if he is otherwise qualified and if he becomes a member of the Network within ten days after his election, subject to the provisions of the Act.

3.03 Election and term – Directors shall be elected for a term of three years by the members at an annual meeting of members. Directors shall be eligible for re-election for one (1) additional term. The election may be by a show of hands or by resolution of the members unless a ballot is demanded by any member.

3.04 Removal of directors – The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of members called for the purpose, remove any director before the expiration of his term of office and may, by majority vote at that meeting, elect any person in his stead for the remainder of his term.

3.05 Vacation of office – The office of a director shall be vacated upon the occurrence of any of the following events: (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act; (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs; (c) if he ceases to be qualified as provided in section 3.02; (d) if he shall be removed from office by resolution of the members as provided in section 3.04; or (e) if by notice in writing to the Foundation he resigns in his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.06 Vacancies - Vacancies on the board may be filled for the remainder of its term of office either by the members at a general meeting of members called for the purpose or by the board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

3.07 Calling of meetings – Meeting of the board shall be held from time to time at the call of the board or the Chair or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

3.08 First meeting of new board – Provided a quorum of directors be present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which board is elected.

3.09 Regular meetings – 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 meeting.

3.10 Place of meeting – Meetings of the board shall be held sat the head office of the Network or elsewhere in Ontario or, if the board so determines or any absent directors consent, at some place outside Ontario.

3.11 Chair - The Chair or, in his absence, the vice-chair who is a director shall act as chair of any meeting of directors. If no such officer be present, the directors present shall choose one of their number to preside as chair.

3.12 Votes to govern – At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the issue will be deemed as if lost.

3.13 Interest of directors in contracts - Subject to the provisions of the Act, no director shall be disqualified by his office from contracting with the Network shall any contract or arrangement entered into by or on behalf of the Network with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Network or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

3.14 Declaration of interest – It shall be the duty of every director of the Network who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Network to declare such interest to the extent, in the manner and at the time required by the Act.

3.15 Remuneration – The directors shall serve as such without remuneration but shall be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings of the board or of the members. Nothing herein contained shall preclude any director from serving the Network in any other capacity and receiving compensation therefore.

3.16 Executive committee – Whenever the board consists of more than six directors, the board may elect from its number an executive committee consisting of not less than three, which committee shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board.

3.17 Other committees - The board of directors may by resolution create one or more other committees which may but need not include members of the board. Until otherwise

provided, the Chair shall be a member ex. officio of all committees. Other committees created by the board of directors shall be given written terms of reference by the board.

3.18 The board of directors – shall perform their duties and obligations as directors of the Network in accordance with the Governance policy of the Network.

ARTICLE FOUR

OFFICERS

4.01 Election of Chair – From time to time the board shall elect from among its members a Chair.

4.02 Appointment of other officers – From time to time the board shall appoint a secretary and may appoint one or more vice-chairs, a treasurer and such other officers as the board may determine. The officers so appointed may but need not be directors and one person may hold more than one office, save that the Chair may not hold the office of secretary.

4.03 Terms of office and remuneration – The terms of employment and remuneration of officers appointed by the board shall be settled by it from time to time. The board may remove at its pleasure any officer of the Network, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the board shall hold office until his successor is elected or appointed, except that the term of office of the Chair shall expire if and when he shall cease to be a director.

4.04 Chair – The chair shall perform the duties as delegated by the Board of Directors which include but are not limited to 1) chairing all meetings, 2) maintaining ex officio membership in all committees, 3) signing all documents that require the Chair's signature, 4) authorizing all minutes taken and approved as the official record of the meetings, 5) abiding by the decisions of the Directors.

4.05 Vice-Chair – During the absence or disability of the chair, the duties shall be performed and powers exercised by the vice- chair.

4.06 Secretary – The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. He shall give or cause to be given, as and when instructed, all notices to members and directors. He shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Network and of all books, papers, records, documents and other instruments belonging to the Network except when some other officer or agent has been appointed for that purpose.

4.07 Treasurer – The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Network and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the

disbursement of the funds of the Network. He shall render to the board whenever required an account of all his transactions as treasurer of the financial position of the Network.

4.08 Other officers - The duties of all other officers of the Network shall be such as the terms of their engagement call for or as the board or the Chair may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the Chair otherwise directs.

4.09 Variation of duties - From time to time the board may vary, add to or limit the powers and duties of any officer.

4.10 Agents and attorneys - The board shall have power from time to time to appoint agents or attorneys for the Network in or out of Canada with such powers of management or otherwise (including the power to sub delegate) as may be thought fit.

4.11 Fidelity bonds - The board may require such officers, employees and agents of the Network as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board from time to time prescribe.

ARTICLE FIVE

PROTECTION OF DIRECTORS AND OFFICERS

5.01 Limitation of liability - No director or officer of the Network shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Network through the insufficiency or deficiency of title to any property acquired by order to the board for or on behalf of the Network, or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of the Network shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default.

5.02 Indemnity - Every director and officer of the Network and his 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 Network from and against:

- (a) all costs, charges and expenses whatsoever that such director or officer 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 in or about the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or incurs in about or in relation to the affairs of the Network except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

5.03 Validity of actions – No act or proceeding of any director or board of directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

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

ARTICLE SIX

MEMBERS *

6.01 Members – The members shall consist of the applicants for incorporation of the Network and any community based social planning organization (spo) as defined in the terms of reference of the SPNO and with a mission and mandate not in contradiction to the terms of reference of the Social Planning Network of Ontario. The members of the corporation will be represented by the Executive Directors, Board Members or other staff of the spo's as appointed by motion by the individual spo's. Each member shall promptly be informed by the secretary of his admission as a member.

6.02 Term of membership – The interest of a member in the Network is not transferable and lapses and ceases to exist upon the member ceasing to be an agency or when it ceases to be a member by resignation or otherwise in accordance with the by-laws of the Network.

6.03 Resignation – Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the 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 Network prior to acceptance of its resignation.

6.04 Removal – Upon thirty days' notice in writing to a member of the Network, the board may pass a resolution authorizing the removal of such member from the register of members of the Network and thereupon such agency shall cease to be a member of the Network. Any such member may re-apply for membership in the Network.

ARTICLE SEVEN

MEETINGS OF MEMBERS*

7.01 Annual meetings - The annual meeting of the members shall be held at such time and on such day in each year as the board or the Chair may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

7.02 Special meetings - The board or the Chair shall have the power to call a special meeting of members at any time.

7.03 Place of meeting - Meetings of members shall be held at the head office of the Network or elsewhere in the municipality in which the head office is situate or, pursuant to section 7.05 or if the board shall so determine, at some other place in Ontario.

7.04 Notice of meeting - Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held to each member of record at the close business on the day on which the notice is given who is entered in the books of the Network. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Network are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive.

7.05 Meetings without notice - A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Network at a meeting of members may transact.

7.06 Chair, secretary and scrutineers - The Chair or, in his absence, a vice-chair who is a director of the Network shall be chairman of any meeting of members. If no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Network be absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

7.07 Persons entitled to be present - The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Network and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

7.08 Quorum - A quorum for the transaction of business at any meeting of members shall be SIX persons present in person and each entitled to vote thereat.

7.09 Right to vote - At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Network as a designate of a member.

7.10 Proxies - At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appoint him would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Network or of the meeting or as may be directed in the notice calling the meeting.

7.11 Votes to govern - At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Network or by law, be determined by the majority of the votes duly cast on the question.

7.12 Show of hands - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

7.13 Polls - After a show of hands has been taken on any question, the chairman may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

7.14 Casting vote - In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the issue will be deemed as lost.

7.15 Adjournment - The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE EIGHT

NOTICES

8.01 Methods of giving notices - Any notice (which term in this Article 8 includes any communication or document) to be given (which term in this Article 8 includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to its last address as recorded in the books of the Network or if mailed by prepaid ordinary or air mail addressed to him at his said address or if sent to it at its said address or if sent to it at its said address by any means of wire or wireless or any other form of transmitted or recorded communication. The secretary may change the address on the Network's books of any member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for despatch.

8.02 Computation of time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.03 Omissions and errors - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Waiver of notice - Any member (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE NINE

AUDITORS

9.01 The members shall at each annual meeting appoint an auditor to audit the accounts of the Network, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

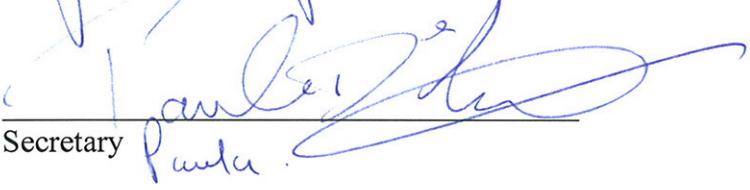
ARTICLE TEN

EFFECTIVE DATE

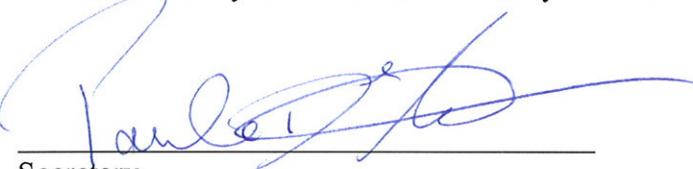
10.01 Effective date - This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the directors and sealed with the corporate seal the 8th day of November, 2007.


Janet Gasparini


Secretary

CONFIRMED by the members the 8th day of November, 2007.


Secretary