

**NOTICE OF ANNUAL AND SPECIAL MEETING OF MEMBERS OF
NATIONAL NEWSMEDIA COUNCIL OF CANADA**

To be Held on December 8, 2016 at 12 noon (Toronto time)

NOTICE is hereby given that the first annual and special meeting (the “**Meeting**”) of the Members of **National NewsMedia Council of Canada** (the “**Council**”) will be held at 37 Front Street East, Suite 200, Toronto, Ontario M5E 1B3 on December 8, 2016 at 12 noon EST for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended **December 31, 2015** together with the Notice to Reader thereon;
2. to confirm that the following directors shall continue as directors of the Council until the next annual meeting of the Members in 2017:

(a) the following Public Directors of the Council:

1. Miller Ayre – two (2) years
2. Shelley Chrest – two (2) years
3. John Cochrane – one (1) year
4. Ann Dillon – two (2) years
5. Joanne De Laurentiis – three (3) years
6. Ray Gerow – one (1) year
7. Ken Sims – one (1) year
- 8.

(b) the following Professional Directors of the Council:

1. Bob Cox – three (3) years
2. Rob Granatstein – two (2) years
3. Abbas Homayed – two (2) years
4. Jim Palmateer – three (3) years
5. Tim Shoults – three (3) years
6. Mary Vallis – three (3) years
7. Ken Whyte – one (1) years

3. to re-appoint Bill Kalanchy as the Auditor of the Council for the ensuing year;
4. to approve the following resolution to authorize Articles of Amendment of the Council to reflect the appropriate designation of members:

“The class of members that the Council is authorized to establish, as set out in Item 7 of the Articles of Incorporation, is amended by deleting the reference to the two (2) subclasses so that, after giving effect to the foregoing, the Council is authorized to establish one (1) class of members, each of whom is entitled to cast one (1) vote.”

5. to approve By-law Number 1, being a general operating by-law of the Council;
6. to confirm past corporate proceedings of the directors and members of the Council from the date of incorporation to the date hereof; and
7. to transact any other business which may properly come before the Meeting and at any adjournment or adjournments thereof.

The directors are entitled to receive notice of the Meeting. Every member of record of the Council is entitled to receive notice of and vote at the Meeting.

If you cannot attend the Meeting in person, you may vote by using the attached form of Proxy. If voting by Proxy, please complete, sign and return it by email to Patricia Perkel, Executive Director (pperkel@mediacouncil.ca) or by mail or courier to the registered office of the Council, 37 Front Street East, Suite 200, Toronto, Ontario M5E 1B3. The Proxy must be received by the Council by no later than **5:00** p.m. (Toronto time) on December 7, **2016** in order to be valid. A Proxy given by a member for use at the Meeting may be revoked at any time up to **10:00** a.m. (Toronto time) on December 7, 2016.

This Notice may be signed and delivered by electronic facsimile, email or by such other electronic means.

DATED at Toronto, Ontario this 10th day of November, 2016.

BY ORDER OF THE BOARD



John Fraser,
President and Chief Executive Officer