

HANLAN BOAT CLUB

BY-LAW NO. 1

*as enacted by the Board on March 18, 2024
and confirmed by the Members at the March 27, 2024 Annual Meeting of Members*

HANLAN BOAT CLUB

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of HANLAN BOAT CLUB (the "Corporation").

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

Article I. General

Section 1.01 DEFINITIONS

In this by-law, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-law" means this by-law (including the schedules hereto) and "By-laws" means this By-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- f. "Member" means a member of the Corporation;
- g. "Members" means the collective membership of the Corporation;
- h. "Officer" means an Officer of the Corporation;
- i. "Regulations" means the regulations made under the Act, as from time to time amended, and every regulation that may be substituted therefor; and
- j. "Section" means a section of this By-law.

Section 1.02 INTERPRETATION

All terms contained in this By-law and not defined herein and which are defined in the Act or Regulations shall have the respective meanings given to such terms in the Act or such Regulations. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Section 1.03 SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Section 1.04 EXECUTION OF CONTRACTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by **any two** of its Officers or Directors. In addition, and notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. **Any one** Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Article II. Directors

Section 2.01 NOMINATIONS

Nominations made for the election of Directors at a Members' meeting may be made only:

- a. by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- b. in accordance with the process set out in the Act, by not less than five percent (5%) of the Members entitled to vote at the Members' meeting at which the election is to occur; any such proposal nominating Directors must be submitted to the Corporation at least 30 days in advance.

The Board shall alert Members of the nomination deadline pursuant to Section 2.01(a) not less than ninety (90) days before the annual meeting.

Section 2.02 ELECTION AND TERM

The Members shall elect the Directors of the Corporation. Directors will serve an initial term of three (3) years and then, subject to re-election, for a maximum of one additional consecutive three (3) year term. After serving two consecutive three (3) year terms, a Director will only be eligible to run for re-election to the Board after the Director has been off the Board for a minimum period of one year.

Terms commence from the date of the meeting at which each such Director is elected, or the date they are appointed, as applicable, until the close of the third annual meeting following their election or appointment, as applicable.

The articles of the Corporation provide for a minimum of 7 and a maximum of 13 Directors. The number of Directors of the Corporation and the number of Directors to be elected at an Annual Meeting shall be determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by Board resolution.

Section 2.03 VACANCIES

The office of a Director shall be vacated immediately:

- a. if the Director resigns from office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, or who has been found to be incapable by any court in Canada or elsewhere; or
- d. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

Section 2.04 FILLING VACANCIES

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the term of the vacating Director:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- c. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

Section 2.05 COMMITTEES

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Section 2.06 REMUNERATION OF DIRECTORS

The Directors shall serve as such without remuneration; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is determined and approved by the Board from time to time.

Article III. BOARD MEETINGS

Section 3.01 CALLING OF MEETINGS

Meetings of the Directors may be called by the Chair or any two (2) Directors at any time and any place on notice as required by this By-law.

Section 3.02 REGULAR MEETINGS

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

Section 3.03 NOTICE

Notice of the time and place for holding of a meeting the Board shall be given in the manner provided in Article X of this By-law to every Director not less than two (2) days before the date that the meeting is to be held.

Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting.

No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

Section 3.04 CHAIR

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

Section 3.05 VOTING

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

Section 3.06 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATIONS FACILITIES

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 3.07 UNANIMOUS WRITTEN RESOLUTION

In accordance with the Act, a resolution signed by all the Directors entitled to vote on that resolution at a meeting of directors or a committee of directors is as valid as if it had been passed at a meeting of directors or a committee of directors.

Article IV. FINANCIAL

Section 4.01 FINANCIAL YEAR

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 4.02 BANKING

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. Any and all money and securities so deposited may be withdrawn, from time to time, only upon the written order of

the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

The Board shall designate, by resolution, the Officers and other persons, if any, authorized to transact the banking business of the Corporation, or any part thereof, with the bank that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- a. operate the Corporation's accounts with the banker;
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c. issue receipts for and orders relating to any property of the Corporation;
- d. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e. authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

Article V. OFFICERS

Section 5.01 OFFICERS

At its first meeting following the annual meeting of the Corporation, the Board shall appoint from among the Directors a Chair. The Board shall also appoint a Secretary and a Treasurer, and such other Officers as the Board may determine, who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

A Director may be appointed to any office of the Corporation but, subject to the provisions of the Act, none of the said Officers except the Chair of the Board need be a director of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer.

Section 5.02 OFFICE HELD AT BOARD'S DISCRETION

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (a) that Officer ceasing to be a Director or Member if such is a necessary qualification of appointment;

- (b) the Officer's successor being appointed,
- (c) the Officer's resignation, or
- (d) the Officer's death.

Section 5.03 DUTIES

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective office and such other powers and duties respectively as may from time to time be assigned to them by the Board. In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

Section 5.04 DUTIES OF THE CHAIR

The Chair shall perform the duties described in Sections 3.01 and 3.04 and such other duties as may be required by law or as the Board may determine from time to time. The Chair shall perform the duties described in Schedule A, as may be amended or replaced from time to time, and such other duties as may be required by law or as the Board may determine from time to time.

Section 5.05 DUTIES OF THE SECRETARY

The Secretary shall perform the duties described in Schedule B, as may be amended or replaced from time to time, and such other duties as may be required by law or as the Board may determine from time to time.

Section 5.06 DUTIES OF THE TREASURER

The Treasurer shall perform the duties described in Schedule C, as may be amended or replaced from time to time, and such other duties as may be required by law or as the Board may determine from time to time.

Article VI. PROTECTION OF DIRECTORS AND OTHERS

Section 6.01 LIMITATION OF LIABILITY

No Director, Officer or committee member of the Corporation is to be held liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution 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 money 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 Corporation 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 his or her respective office or trust provided that they have exercised their powers and discharged their duties in accordance with the Act.

Section 6.02 INDEMNITIES TO DIRECTORS

Subject to the provisions hereof and the Act, every Director and Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their 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 which is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own wilful neglect or default.

Section 6.03 INSURANCE

To the extent permitted by law, the Corporation shall purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine.

Article VII. CONFLICT OF INTEREST

Section 7.01 CONFLICT OF INTEREST

A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall vote on any resolution to approve any such contract.

Article VIII. MEMBERS

Section 8.01 MEMBERSHIP

Membership in the Corporation shall consist of such persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by the Board. Any individual who has attained the age of majority (18 years) and who has been active in a rowing program or programs with a duration of at least ninety (90) days during the fiscal year will be considered eligible to be considered by the Board as a Member of the Corporation. If a rowing participant is less than 18 years old, the parent/guardian who pays the participant's program fees to the Corporation shall be eligible to be considered by the Board as a Member of the Corporation.

Section 8.02 TERMINATION OF MEMBERSHIP

Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with this By-Law or the Act.

Section 8.03 IN GOOD STANDING

A Member will be in good standing provided they have completed and submitted all required documentation, have complied with the By-laws, has not been suspended or expelled and has paid all required membership dues. If the Member ceases to be in good standing, they will not be entitled to vote at meetings of the membership.

Section 8.04 DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE

Upon 15 days' prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership of such Member for violating any provision of the Articles, By-laws, or of any club policies, procedures, membership terms, rules or regulations then in effect.

The notice shall set out in reasonable detail the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Article IX. MEMBERS MEETINGS

Section 9.01 ANNUAL MEETING

Subject to compliance with the provisions of the Act, the annual meeting of the Members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- (a) hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;
- (b) electing such Directors as are to be elected at such annual meeting;
- (c) appointing the auditor or person authorized to conduct a review engagement and fixing or authorizing the Board to fix his or her remuneration; and
- (d) the transaction of any other business properly brought before the meeting.

Section 9.02 SPECIAL MEETINGS

The Directors may call a special meeting of the Members. The Directors shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition in accordance with the Act.

Section 9.03 NOTICE

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and, in the case of an annual meeting only, to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting of the Members of the shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

Section 9.04 QUORUM

A quorum for the transaction of business at a Members' meeting is 20% of the Members entitled to vote at the meeting, in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Section 9.05 CHAIR OF THE MEETING

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

Section 9.06 ELECTRONIC MEANS

If the Corporation makes such means available, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that those means must enable all persons entitled to attend the meeting to reasonably participate and a person participating in the meeting by those means is deemed to be present at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

Section 9.07 VOTING OF MEMBERS

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provided that

- (a) each Member shall be entitled to one vote at any meeting;
- (b) an abstention shall not be considered a vote cast; and
- (c) in the case of an equality of votes, the Chair presiding at the meeting shall be entitled to have a casting vote.

Section 9.08 PROXIES

Every Member entitled to vote at meetings of Members may by means of a proxy appoint a person who need not be a Member as its nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his or her attorney authorized in writing,

and ceases to be valid one year from its date. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

Section 9.09 ADJOURNMENTS

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 9.10 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a Members' meeting are the Members and their proxyholders, if any, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Article X. NOTICES

Section 10.01 SERVICE

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered personally or sent by prepaid mail or fax, electronic mail or other electronic means capable of producing a written copy to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

If the Corporation sends a notice or document to a Member and the notice or document is returned on three consecutive occasions because the Member cannot be found, the Corporation is not required to send any further notices or documents to the Member until such Member informs the Corporation in writing of the Member's new address.

Section 10.02 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Section 10.03 ERROR OR OMISSION IN GIVING NOTICE

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article XI. ADOPTION AND AMENDMENT OF BY-LAW

Section 11.01 AMENDMENTS

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of the Act.

Section 11.02 EFFECTIVE DATE

This By-law shall come into force without further formality upon its enactment.

ENACTED on March 18, 2024.

CONFIRMED by the Members of the Corporation on March 27, 2024.

Schedule A

Position Description of the Chair

Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board standing committees.

Schedule B

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the Chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the Chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Oversee registrations and keep records of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, and the Board and where applicable, Board committees.