

# ONTARIO PODORTHO NURSING ASSOCIATION

## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of Ontario Podortho Nursing Association (the "Corporation")

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

### SECTION 1 - GENERAL

#### 1.01 Definitions

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

- a) "Act" means the *Corporations Act*, R.S.O. 1990, c. C.38 until such time as it no longer governs corporations without share capital and the *Not-for-Profit Corporations Act*, 2010 (Ontario) in in force at which point it shall mean 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) "Articles" means the original or restated articles of incorporation, letters patent or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "Board" means the board of directors of the Corporation;
- d) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e) "Chair" means the chair of the Board;
- f) "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- g) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h) "Meeting of Members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- i) "Member" means a member of the Corporation;
- j) "Members" means the collective membership of the Corporation; and
- k) "Officer" means an officer of the Corporation.
- l) "Ordinary Resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution or is consented to by each Member of the Corporation entitled to vote at a Meeting of the Members of the Corporation or the Member's attorney;
- m) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution or is consented to by each Member of the Corporation entitled to vote at a Meeting of the Members of the Corporation or the Member's attorney.

## **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## **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 the By-laws 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.

## **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President or Secretary. In addition, the Board may from time to time direct the manner in which and the person 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 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.

## **SECTION 2 - DIRECTORS**

### **2.01 Election and Term**

At the first meeting of the Members and at each succeeding annual meeting at which an election of Directors is required, the Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the end of the third annual meeting following the election. Upon their election and throughout their term of office each Director shall be a Member of the Corporation. Notwithstanding the above, should the Chair of the Corporation's term as Chair expire concurrently with, or within a year of the Chair's term as a Director, the Chair's term of office as a Director shall be deemed to be extended until such time that the Chair's subsequent term as Past-Chair shall expire, at which point the Past-Chair's term of office as Director shall expire.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b) if the Director's membership is terminated;
- c) if the Director dies or becomes bankrupt;
- d) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### **2.03 Filling Vacancies**

A vacancy on the Board of Directors shall be filled by a quorum of Directors. Notwithstanding the above:

- a) 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, the meeting may be called by any Member;
- b) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- c) 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.

## **2.04 Committees**

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated; and
- b) 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 ordinary resolution at any time. Any committee member may be removed by ordinary resolution of the Board.

## **2.05 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be reimbursed for any costs incurred in the attendance of any meetings of the Members;
- c) 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:
  - i. considered reasonable by the Board;
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict of interest provisions of the *Act*.

## **SECTION 3 – BOARD MEETINGS**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

### **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.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this by-law to every Director of the Corporation not less than fourteen 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. 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.

### **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.

### **3.05 Voting**

Unless otherwise set out in these by-laws, 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 have a second or casting vote.

### **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 permits 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.

### **3.07 Quorum**

A majority of the number of directors of the Corporation constitutes a quorum at any meeting of directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

## **SECTION 4 - FINANCIAL**

### **4.01 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.

### **4.02 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 5 - OFFICERS**

### **5.01 Officers**

The Members shall appoint from among the Directors a Chair, who shall be the President and the Board may appoint any other Directors to be vice-president, treasurer, and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and President are to be held by the same person. The office of Past-Chair shall be held by the immediately previous Chair of the Corporation until such time as the current Chair of the Corporation's term as Chair expires. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon special resolution of the Board.

### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

### **5.05 Duties of the President**

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

### **5.06 Duties of the Treasurer**

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

### **5.07 Duties of the Secretary**

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

### **5.08 Duties of the Vice-President**

The vice-president shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

### **5.09 Duties of the Past-Chair**

The past-chair shall perform such duties as the Board may determine from time to time.

## **SECTION 6 – PROTECTION OF DIRECTORS AND OFFICERS**

### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is be 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:

- a) complied with the *Act* and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the *Act*.

## **6.02 Indemnity of Directors and Officers**

Subject to the provisions of the *Act*, every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation 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 that 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 execution of the duties or 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 such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the *Act* or law permit or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the by-law to the extent permitted by the *Act* or law.

## **SECTION 7 – CONFLICT OF INTEREST**

### **7.01 Conflict of Interest**

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

## **SECTION 8 - MEMBERS**

### **8.01 Members**

Membership in the Corporation shall consist of the incorporators named in the Articles and such other persons who:

- (a) are nurses who are in good standing with the College of Nurses of Ontario;
- (b) are interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by the Board;
- (c) maintain compliance with the Corporation's Membership Policy (as defined below); and
- (d) have paid the membership fees of the Corporation in accordance with the Membership Policy.

### **8.02 Membership Policy**

The Corporation shall set and maintain a policy with respect to the requirements for a member to be accepted into membership in the Corporation and to maintain said membership as well as the benefits of Membership (hereinafter referred to as the "Membership Policy"). The contents of the Membership Policy shall be set by the Board, and shall be amended from time to time.

### **8.03 Membership**

A Member's membership automatically terminates if

- (a) the Member resigns;
- (b) the Member dies;
- (c) the Member has his or her Certificate of Registration, as defined in the *Health Professions Procedural Code*, revoked or suspended; or
- (d) the Member's membership is otherwise terminated in accordance with the *Act*.

Notice of the Member's deletion from the Roll of Members of the Corporation shall be given to the Member by e-mail or by other such method of notice as may be determined by the Board of Directors.

### **8.04 Disciplinary Act or Termination of Membership for Cause**

- a) Upon 5 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, or any policies of the Corporation including the Membership Policy.
- b) The notice shall set out 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 not less than 2 days before the end of the 5-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### **8.05 Failure to Pay Fees**

No Member who is in default with respect to the payment of fees, as required under the Membership Policy, is entitled to:

- a) vote at any meeting of Members; and
- b) be elected to or remain on the Board of Directors.

## **SECTION 9 – MEMBERS’ MEETINGS**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of Directors; and
- g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member’s proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board 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.

### **9.03 Notice**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and 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. Notice of each meeting must remind the Member of the right to vote by proxy.

### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is 50% of the Members entitled to vote at the meeting, whether present 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.

### **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.

### **9.06 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-law provided that:

- a) each Member shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall

be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **9.07 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.

### **9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, 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.

## **SECTION 10 - DISPUTE RESOLUTION**

### **10.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 10.02 of this by-law.

### **10.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the *Act*, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet

- with the parties in question in an attempt to mediate a resolution between the parties.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
  3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
  4. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **SECTION 11 - NOTICES**

### **11.01 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, facsimile, email or other electronic means 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.

### **11.02 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.

### **11.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**SECTION 12 – ADOPTION AND AMENDMENT OF BY-LAWS**

**12.01 Amendments to By-laws**

The Members may from time to time amend this by-law by a special resolution of the Members. The Board may from time to time in accordance with the *Act* pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

PASSED by the Board of Directors this 14<sup>th</sup> day of November, 2016

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President

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Secretary

The undersigned being all of the Directors of the Corporation, hereby sign, pursuant to the provisions of the *Corporations Act* R.S.O. 1990, the foregoing By-Law Number One of the by-laws of the said Corporation.

DATED this 14<sup>th</sup> day of November, 2016

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Erin King

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Tammy McClellan

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Laurel Murray

The undersigned being all of the members of the Corporation, hereby confirm pursuant to the provisions of the *Corporations Act* R.S.O. 1990, the foregoing By-Law Number One of the by-laws of the said Corporation signed by all the Directors of the said Corporation as a by-law thereof pursuant to the provisions of the said act.

DATED this 14<sup>th</sup> day of November, 2016

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Erin King

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Tammy McClellan

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Laurel Murray

## **Schedule A**

### **Position Description of the President**

The President shall be charged with the general management and supervision of the affairs and operations of the Corporation. The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The president ensures the Board discusses all matters relating to the Board's mandate.

### **Responsibilities**

- 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.
- Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
- Serve as the Board's primary contact with the public.
- Report regularly to the Board on issues relevant to its governance responsibilities.
- Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- Serve as member on all Board committees.

## **Schedule B**

### **Position Description of the Treasurer**

The treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

### **Responsibilities**

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

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

### **Responsibilities**

- Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- Keep a roll 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.
- 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, the Board and Board committees.
- Conduct all correspondence of the Corporation.

## **Schedule D**

### **Position Description of the Vice-President**

The Vice-President shall work collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

### **Responsibilities**

- In the event of the absence or the inability the President, the Vice-President shall be vested with all the powers and perform all the duties of the President.
- Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- The Vice-President shall perform all other such duties from time to time prescribed by the Board or incidental to the office of Vice-President that are required for the operation of the Corporation.