

## BYLAW NO. 1

### A bylaw relating generally to the transaction and affairs of

#### ART GALLERY OF HAMILTON (the "Corporation")

##### Statement of Purpose

The purposes of the Art Gallery of Hamilton (the "**Gallery**") is to develop, maintain, and fund a centre of national stature for the study and enjoyment of the visual arts by:

- A. providing an environment that will maximize the enjoyment and use of the Gallery;
- B. implementing systematic acquisitions as per the acquisitions policy for the enrichment of the Gallery's permanent collection;
- C. ensuring the protection, conservation, preservation and documentation of the works of art in the permanent collection, on loan or otherwise in the custody of the Gallery;
- D. researching, organizing and promoting a variety of exhibitions of art of consistently high standard, both from the permanent collection and from other sources, to interest a wide cross-section of the public;
- E. providing a resource centre, programmes, services and learning opportunities to attract and inform the public, and to develop appreciation and critical judgement of art;
- F. building and deepening community relationships;

##### Section 1 – General

###### 1.01 Definitions

In this by-law and all other by-laws of the Corporation, 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-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 and effect;
- d. "**Chair**" means the chair of the Board;
- e. "**Corporation**" means the Art Gallery of Hamilton which is the corporation that has passed these by-laws under the *Act*;
- f. "**Director**" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "**Member**" means a member of the Corporation;
- h. "**Members**" means the collective membership of the Corporation; and
- i. "**Officer**" means an officer of the Corporation.

## **1.02 Interpretation**

This By-law replaces the by-law that was in effect prior to the Articles of Amendment filed to bring the Corporation under the Ontario *Not-for-Profit Corporations Act, 2010* a copy of which is attached hereto as Schedule A. 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 Documents**

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, 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.

## **1.06 Head Office**

The head office of the Corporation shall be in the City of Hamilton, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

## **Section 2 – Directors**

### **2.01 Number and Quorum of Directors**

In accordance with the Articles of Amendment the minimum number of Directors shall be three (3) and the maximum number shall be fifteen (15). A majority of Directors then appointed shall constitute a quorum at any meeting of Directors.

### **2.02 Election and Term**

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. 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, for a term of 4 years or until their successors are elected or appointed, confirmed on an annual basis at the Annual General Meeting; provided that those two Directors whose election is approved by

the Corporation of the City of Hamilton shall be appointed for that period of time specified by the Corporation of the City of Hamilton in its approval of each such appointment and further provided that the term of such persons appointed as Directors shall not exceed the term of the office remaining for the elected councillors as at the date of such appointment.

### **2.03 Qualifications**

Each Director shall:

1. be at the date of his/her election, and thereafter remain throughout his/her term, a member of the Art Gallery;
2. be at least eighteen (18) years of age; and
3. not be an undischarged bankrupt or mentally incompetent person.

### **2.04 Vacancies**

The office of a Director shall be vacated immediately:

1. if the Director resigns 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;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
5. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

### **2.05 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 unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or 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
3. a quorum of Directors may fill a vacancy among the Directors.

### **2.06 Committees**

Committees may be established by the Board as follows:

1. The Board shall establish an Executive Committee, a Finance Committee, a Governance Committee, a Long-Term Sustainability Committee, a Volunteer Committee and an Acquisitions Committee.

2. The Executive Committee shall be chaired by the Chair or if the Chair is not available the Chair of the Finance Committee. The Executive Committee shall be comprised of the Chair, the Vice-Chair, the Chair of the Finance Committee, the Chair of the Governance Committee, the president and CEO and two Members appointed by the Board of Directors.
3. The Finance Committee shall be chaired by the person appointed by the Board of Directors to serve in such capacity by the Board of Directors. The Board on the recommendation of the Chair shall appoint the Directors who are to serve on the Finance Committee.
4. The Governance Committee shall be chaired by the person appointed by the Board of Directors to serve in such capacity by the Board of Directors. The board on the recommendation of the Chair shall appoint the Directors who are to serve on the Governance Committee.
5. The Long-Term Sustainability Committee shall be chaired by the person appointed by the Board of Directors to serve in such capacity by the Board of Directors. The Board on the recommendation of the Chair shall appoint the Directors who are to serve on the Long-Term Sustainability Committee.
6. The Acquisitions Committee shall be chaired by the person appointed by the Board of Directors to serve in such capacity by the Board of Directors. The Board on the recommendation of the Chair shall appoint the Directors who are to serve on the Acquisitions Committee.
7. The Volunteer Committee shall be chaired by the person approved for such role by the Members of the Volunteer Committee and by the Board of Directors. The Chair of the Volunteer Committee in consultation with the president and CEO shall determine the composition of the Volunteer Committee.
8. Other 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 except 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*,<sup>1</sup> 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.
6. The Board shall set the roles and responsibilities of each committee. In so doing it may delegate the task of setting further roles and responsibilities to each Committee, provided that the Committee does not have the power to vary the roles and responsibilities as set by the Board, which shall be paramount.

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<sup>1</sup> Those limitations on the power of the board to delegate include the following: the submission to the members of any question or matter requiring member approval, the filling of a vacancy among the directors or the position of auditor to conduct a review engagement, the appointment of additional directors, the approval of financial statements, the adoption, repeal or amendment of the by-laws and the establishment of contributions to be made or dues to be paid by the members.

## 2.07 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; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties;
2. 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:
  - a) considered reasonable by the Board;
  - b) approved by the Board for payment by resolution passed before such payment is made; and
  - c) in compliance with the conflict-of-interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

## 2.08 Indemnification of Directors

1. The Corporation may indemnify a director or officer of the Corporation, a former director or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation.
2. The Corporation may advance money to a director, officer or other individual referred to above for the costs, charges and expenses of an action or proceeding referred to above, but the individual shall repay the money if the individual did not act honestly and in good faith with a view to the best interest of the corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable ground for believing his/her conduct was lawful.
3. The Art Gallery may purchase and maintain Directors and Officers liability insurance for the benefit of it and any individual might be limited to any individual director, officer or member of a standing committee as the Board may from time to time determine.
4. No Director, Officer or committee member of the Corporation is 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.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, 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, if applicable, the place of the meeting.

### **3.02 Regular Meetings**

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, 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, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven 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.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more 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, including, if applicable, instructions for voting by such means at the meeting.

### **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**

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.

### **3.06 Participation by Telephonic or Electronic Means**

Subject to the provisions of the, if any, a meeting of Directors 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 all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

## **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 Board shall appoint from among the Directors a Chair and may appoint any other person to be president, Finance Committee Chair and secretary at its first meeting following the annual meeting of the Corporation. The office of Finance Committee Chair and secretary may be held by the same person and may be known as the secretary-Finance Committee Chair. The office of Chair and president may also be held by the same person. 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 resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

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

### **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 8.05 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 B 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 Finance Committee Chair**

The Finance Committee Chair 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.

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

The secretary 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.

### **Section 6 - Conflict of Interest**

#### **6.01 Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

#### **6.02 Charitable Corporations**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

### **Section 7 - Members**

#### **7.01 Members**

The Membership of the Corporation shall consist of all Members who are enrolled on the records of the Corporation as Members on the date of enactment of this by-law, together with such other individuals, corporations, partnerships and other entities admitted to membership from time to time pursuant to procedure hereinafter set forth by the Board.



## **7.02 Classes**

There shall be three (3) classes of membership in the Corporation:

1. Honorary Members - From time to time, the Board may admit for life or lesser term an Honorary Member. Such members are appointed for life, or a set term as decided by the Board, and are exempt from paying annual fees. Honorary members do not have voting rights.
2. Individual/Family Members – A person, may apply for admission as a Regular Individual/Family membership subject to the payment of an annual fee. Individual/Family Members shall be entitled to one (1) vote at any annual or special meeting of Members.
3. Corporate Members – A Business or Institution is eligible for membership subject to the payment of an annual fee. Corporate Members do not have voting rights.

## **7.02 Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

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

1. Upon 15 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 By-laws.
2. 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 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.

## **Section 8 - Members' Meetings**

### **8.01 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 five business days or other number of days that may be further prescribed in regulations 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:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;

5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. 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 has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, if any, 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, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

## **8.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

## **8.03 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, each Director 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, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members 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, including, if applicable, instructions for voting by such means at the meeting.

## **8.04 Quorum**

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. 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.

### **8.05 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.

### **8.06 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:

1. 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;
2. an abstention shall not be considered a vote cast;
3. 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;
4. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
5. 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.

### **8.07 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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.

## **8.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation 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 9 - Notices**

### **9.01 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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **9.02 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 the By-laws 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.

## **Section 10 - Adoption and Amendment of By-laws**

### **10.01 Amendments to By-laws**

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

These By-laws replace any and all previous versions.

Enacted \_\_\_\_\_, 2025.

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Shelley Falconer – President and CEO

## **Schedule A**

**[insert a copy of the Articles of Amendment at later date]**

## **Schedule B**

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

#### **Role Statement**

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the president.

#### **Responsibilities**

##### **Agendas**

In consultation with the Chair, establish agendas aligned with annual Board goals. 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, 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.

Is responsible for the implementation of the Board approved Strategic Plan within the Executive Limitations defined by the Board. Specific measurements of the President & CEO's performance will be identified and monitored on annual basis by the Board.

##### **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 committees.

## **Schedule C**

### **Position Description of the Finance Committee Chair**

#### **Role Statement**

If appointed, the Finance Committee Chair works collaboratively with the president and the Chair of the Board of Directors and senior management to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

##### **Custody of Funds**

The Finance Committee Chair shall oversee the custody of the funds and securities of the Corporation and shall ensure that staff keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall ensure staff 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 Finance Committee Chair shall authorize the disbursement of the funds of the Corporation as may be directed by the Board or another 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 Finance Committee Chair 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 D**

### **Position Description of the Secretary**

#### **Role Statement**

If appointed, the secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

#### **Responsibilities**

##### **Board Conduct**

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.

##### **Document Management**

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.

##### **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, the Board and Board committees.