

Proposed Amendments of The Articles and By-Laws:

Articles:

Article 1.01 Name of the Provincial Sports Organization

The name of this Provincial Sports Organization shall be Canoe Kayak Ontario, hereinafter referred to as the “Association”.

Article 1.02 History and Organization of the Association

Canoe Kayak Ontario was established in 1974 and incorporated in January of 1977. It is the collective voice for canoeing in Ontario and promotes, supports and coordinates the interests and activities of its three major affiliates. The Association is comprised of the following three affiliations, being the Ontario Canoe Sprint Racing Affiliation, the Ontario Marathon Canoe Racing Association, and Whitewater Ontario. In these Articles and the By-Laws these three affiliations shall hereinafter be referred to as “the Affiliates”.

Article 1.03 Objectives of the Provincial Sports Organization

1. To encourage and promote the development of canoeing, kayaking and other paddle sports in Ontario.
2. To contribute to the establishment, protection and preservation of our natural and developed waterways in Ontario.
3. To provide an educational resource for canoeing and kayaking in Ontario and to foster the development of instructional programs for the sport in Ontario as both a competitive and recreational activity.
4. To function as an advocate and accessibility resource for the development of paddle sports including canoeing and kayaking in Ontario.
5. To contribute to the preservation and public awareness of the historical perspective of canoeing and kayaking in Ontario.
6. To provide the necessary administrative support and appropriate oversight for the accomplishment of Canoe Kayak Ontario programs.
7. To generate the required financial support necessary to the realization of Canoe Kayak Ontario objectives.

8. To co-operate and co-ordinate with other Provincial, National and International Organizations and bodies in matters, deemed by the Directors, to be in the best interests of Canoe Kayak Ontario.

Article 2.01 Membership of the Provincial Sports Organization

The Association shall be composed of those individuals resident in Ontario interested in promoting and supporting canoeing, kayaking and paddle sports in Ontario who meet the requirements for membership hereunder stated:

All individuals who are: either registered athletes with their Affiliate; and or are qualified instructors, educators or coaches in their respective Affiliate; and or are individuals who support the objectives of the Association and who are active volunteers to the extent that the Board of Directors determines that they are qualified to be members of the Association; and, whose Association fees have been paid and who are covered by the Association's insurance program in accordance with the requirements of their individual Affiliate.

Article 2.02 Association Duties and Privileges

1. All Members shall have the privilege of attending all open General and Special Meetings of the Association and shall have the right to vote, subject to Article 2.03, at any such meeting. All members will have access to all Association services.
2. All Members shall pay an annual fee to the Association. The Board of Directors shall set the amount for Annual Fees at the time of the Annual General Meeting and the manner and time for payment of such fees. Unless otherwise stated in notice given such fees shall be due and payable on or before April 1st in any calendar year.

Article 2.03 Voting Rights

All Members who are sixteen years of age or older shall have the right to exercise a vote at any General or Special Meeting of the Association upon the basis of one vote per individual.

Article 2.04 Proxy Voting Rights

There shall be no vote by proxy practiced in the Association.

Article 2.05 Association Membership Meetings

1. The Annual General Meeting of the Association shall be held yearly at a time and place to be determined by the Board of Directors. Notice of the Annual Meeting in proper form, setting forth the place, date and time of such meeting and the affairs to be discussed, shall be sent to all members at least thirty (30) days before the date set for the meeting.

2. Each Member, in good standing, shall be entitled to one vote at Annual General Meetings and Special Meetings of the Association upon any ballot or called vote.
3. Each member of the Board of Directors shall be entitled to one vote at an Annual General Meeting or Special Meeting of the Association.
4. In the event of any tie vote, at any such meeting, the motion in question shall be considered defeated.

Article 2.06 Association Special Meetings

A Special Meeting of the Association may be called by the President at any time; and, must be called upon the request of a two thirds majority vote of the Board of Directors.

Notice of such Special Meeting of the Association shall be sent, in accordance with the By-Laws, to all members at least ten (10) days in advance of the date of the meeting. Such notice shall state the purpose for which the meeting has been called but shall not preclude the inclusion of other matters on the agenda at the discretion of the meeting.

Article 2.07 Quorum

Those in attendance after due notification of any meeting of the Association shall constitute a quorum for the conduct of any business at that meeting.

Article 3.01 The Board of Directors

The Association shall be governed by an elected Board of Directors, hereinafter referred to as “the Board” whose membership shall consist of no fewer than nine members and no more than twelve members as hereunder set forth:

1. Each Affiliate shall nominate at least three and not more than four Members to stand for election to the Board at the Annual General Meeting of the Association.
2. No salaried employee of the Association may stand for election to the Board.
3. No one shall stand for election to the Board for more than four consecutive terms.
4. The elected Board members shall choose one from among their number to serve as the Chair for the Board meeting to immediately follow upon the conclusion of the Annual General Meeting of the Association.
5. The Board of Directors shall appoint or re-appoint all Association staff as required at the first meeting of the Board following upon the conclusion of the Annual General Meeting of the Association. The Board of Directors may further remove staff at any time upon due cause.

Article 3.02 The Officers of the Association

1. The Officers of the Association shall be elected in the first meeting of the Board of Directors immediately following upon the Annual General Meeting of the Association which has elected the Board.
2. The Officers of the Association shall be the President, the Past President, the Vice President of Finance and Administration, the Vice President of Communications and Advocacy, the Vice President of Development, the Vice President of High Performance Sport, the Vice President for the Sprint Affiliate, the Vice President for the Marathon Affiliate and the Vice President for the Whitewater Affiliate.
3. In electing the Officers of the Association, the Board shall follow the principle of rotation of the offices of the President and of the Vice Presidencies of Finance and Administration and of Communications and Advocacy between the three Affiliates in order that no elected Board member from the same Affiliate shall hold the same Office for more than three consecutive years.

3.03 Auditor

The membership shall at each Annual General Meeting appoint an Auditor to audit and report upon the accounts of the Association. The Auditor shall hold office until the next Annual General Meeting. The remuneration of the Auditor shall be fixed by the Board of Directors

Article 4.0 Head Office

The Head Office of the Association shall be located in the Province of Ontario; and, at such location therein as the Board of Directors may from time to time determine.

Article 5.0 Fiscal Year

The Fiscal Year of the Association shall be from April 1st to March 31st in any given year.

Article 6.0 Assets

The Association may assume and own assets, real or personal property, privileges, licenses or leases and other rights by purchase, donation, or legacy for the purposes of the Association and may sell, charge, alienate and or exchange same in accordance with its purposes.

Article 7.0 Gifts

The Association may take up and receive gifts, bequests, donations or legacies for use in the furthering of its objectives.

Article 8.0 Amendments

To amend the Articles of the Association, notice of any such motion to amend must be provided to the membership at least sixty (60) days prior to any Annual General Meeting of the Association or of a Special Meeting of the Association called for that purpose. Approval of an Amendment of the Articles shall require a two- thirds majority of the members present at a meeting called for that purpose.

Article 9.0 Exclusive Spheres of Interest

Each Affiliate has a sphere of interest respecting its sport Discipline and shall have jurisdiction over all matters pertaining to its sphere of interest.

Article 10.0 Procedural Guidelines

Unless stated otherwise in these Articles Roberts Rules of Order shall be observed in all meetings and proceedings of the Association.

By-Law #1

- **Section 1 - General**
- **Section 2 - Directors**
- **Section 3 - Board Meetings**
- **Section 4 - Financial**
- **Section 5 - Officers**
- **Section 6 - Protection of Directors and Others**
- **Section 7 - Conflict of Interest**
- **Section 8 - Members**
- **Section 9 - Members Meetings**
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- **Section 11 - Adoption and Amendment of By-Laws**

Section 1 - General

1.01 Definitions

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

1. "Act" means the Corporations Act, R.S.O. 1990 (as amended) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Association;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board;
5. "Association" means the association that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
6. "Director" means an individual occupying the position of director of the Association by whatever name he or she is called;
7. "Member" means a member of the Association;
8. "Members" means the collective membership of the Association; and
9. "Officer" means an officer of the Association.
10. "Quorum" means the minimum number of directors or members present required to have a valid vote of either the directors or of the membership in a meeting; as respectively set out in by-laws 3.06 and 9.04.

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 Association, 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 Association may be signed by any two of its designated signing officers as appointed by resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or a 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 Association to be a true copy thereof.

Section 2 - Directors

2.01 Election and Term

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 next annual meeting or until their successors are elected or appointed.

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the vice president of communications and advocacy, which resignation shall be effective at the time it is received by the vice president of communications and advocacy 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 of managing property by a court or under Ontario law; or
4. 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 shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. 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;
3. 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
4. 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:

1. 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
2. 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.

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:

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 Association 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; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Association is a charitable association, unless the provisions of the Act and the law applicable to charitable associations are complied with.

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.

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 10 of this by-law to every Director of the Association 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 Association.

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 Quorum

A quorum of Directors sufficient to conduct the business of the Board shall require the presence of a simple majority of the elected Directors of the Association.

3.07 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Association 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.

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 Association shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Association ends on March 31st 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 the Officers of the Association, who shall be the Past President, the President, the Vice President of Finance and Administration, the Vice President of Communications and Advocacy, the Vice President of Development, the Vice President of High Performance Sport, the Vice President for the Sprint Affiliate, the Vice President for the Marathon Affiliate and the Vice President for the Whitewater Affiliate. None of these offices shall be filled by any more than one person and each of the offices of President, the Vice President of Finance and Administration and the Vice President of Communication and Advocacy should be filled by members from one of the three separate Affiliates in any given year.

5.02 Office Held at Board's Discretion

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

5.03 Duties

1. The President shall also act as the Chair of the Board. The Vice President of Finance and Administration shall also act as the Treasurer of the Association; and, the Vice President of Communication and Advocacy shall act as the Secretary of the Association. The Vice Presidents of the various Affiliations shall also act as the liaison officers between the Board and their respective Affiliates.
2. The Office of the Past President shall always be filled by the retiring President from the previous year unless that individual is not returned to the Board in the election during the Annual General Meeting and in which event any previous past president may be elected to that office by the Board.

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 Vice President of Finance and Administration (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 Vice President of Communications and Advocacy (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.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Association is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association 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:

1. complied with the Act and the Association's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association 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 Association shall consist of those persons specified as members by the Articles of the Association and such other persons interested in furthering the Association's purposes and who have been accepted into membership in the Association by resolution of the Board.

8.02 Membership

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

8.03 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 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:

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's proposal has been given to the Vice President of Communications and Advocacy 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 Association 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.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting and present in person. 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:

1. each Member shall be entitled to one vote at any meeting;
2. 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;
3. an abstention shall not be considered a vote cast;

4. 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;
5. 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
6. 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 Association (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 - Notices

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 provided by telephone, 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 Association 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.

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.

10.03 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 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. 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.

Enacted this _____ day of November, 2017.

[except where Association is deemed to have passed this by-law under Section 18(1) of the Act.].

[Insert Name] President of the Association

[Insert Name] Vice President of Communications and Advocacy

Schedule A

Position Description of the President

Role Statement

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 and between the Board and senior management, if any, of the Association. The president 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 if also holding the office of Chair. 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 Association; 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 committees.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president 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 Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association 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 Association 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 Association. 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 Association 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 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 Association, 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 Association 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 Association, the Board and Board committees. Attend all meetings of the Association, the Board and Board committees.