By-Law No. 1

A by-law relating generally to
the transaction of the business and
affairs of
THE ORILLIA MUSEUM OF ART AND
HISTORY
(the "Corporation")

Index

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Section 1 - General

1.01 Background

The Corporation was created on August 9, 1999 by Letters Patent of Amalgamation under the *Corporations Act* (Ontario). The amalgamating corporations were the Orillia Historical Society (incorporated June 16, 1953) and the Sir Sam Steele Art Gallery Foundation (incorporated March 11, 1991). This by-law is enacted in order to modernize the governance processes of the Corporation.

1.02 Repeal of Existing By-laws

All existing by-laws of the Corporation are hereby repealed.

1.03 Definitions

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

a. "Act" means the *Not-for- Profit Corporations Act*, 2010 (Ontario) and , where the context requires, shall include amendments to and regulations made under the relevant statute;
b. "AGM" means an Annual General Meeting of Members as described in Section 9;
c. “Articles” means the letters patent, supplementary letters patent, articles of incorporation, articles of amendment and articles of amalgamation of the Corporation, as amended from time to time;
d. "Board" means the board of directors of the Corporation;
e. "By-law(s)" 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;
f. "Chair" means the chair of the Board;
g. "Director" means a director of the Corporation elected or appointed according to section 2 of this By-Law;
h. "Member" means a member of the Corporation;
i. "Members" means the collective membership of the Corporation;
j. "Officer" means an officer of the Corporation;

k. “Past Chair” means the individual who had been Chair of the Board immediately before the current Chair;
l. "Special Resolution" means a resolution submitted to members of the Corporation and passed by at least two-thirds of the votes cast at a general meeting of the members of the corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting (see 2.02 Number of Directors, 11.01 Amendments to By-law and 11.02 Amendments to the Letters Patent); and
m. Vice-Chair means the vice-chair of the Board.

1.04 Interpretation

Other than as specified in Section 1.03, 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.

1.05 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 Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

1.06 Seal

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

1.07 Execution of Contracts

Contracts and Other Legal 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.

Documents Generally

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.

1.08 Rules of Order

At all meetings of the Corporation and any committee thereof, any dispute in procedure shall be resolved by reference to Robert's Rules of Order (Revised), provided that in the event of conflict between the Robert’s Rules of Order and the Act, the Act shall prevail.

Section 2 - Directors

2.01 Number of Directors

The number of Directors as stated in the Articles shall be between seven (7) and eleven (11). Notwithstanding the range of Directors provided in the Articles, the intention will be to maintain a Board consisting of ten (10) Directors elected with a term pursuant to subsection 2.04 and the Past Chair. The Past Chair will remain as an ex-officio Director with full voting rights until replaced at the time the current Chair becomes the Past Chair. The Corporation may by Special Resolution, or resolution of the Board as empowered by the Members, increase or decrease the number of its Directors.

2.02 City of Orillia Appointee

One appointee shall be named by the Orillia City Council annually and be confirmed by the Board. The City of Orillia Appointee shall be entitled to attend meetings of the Board and Members but shall not have a vote at such Meetings. For clarity, the appointee of the City of Orillia shall not be a member of the Board of Directors.

2.03 Election and Term

The Directors shall be elected by the Members except for those Directors who hold such position by virtue of their office.

The term of office of the Directors shall be three years. The term shall commence from the date of the meeting at which they are elected or appointed until the third AGM thereafter, or until their successors are elected or appointed. A Director may be re-elected for a second three-year term. Having served two consecutive terms of office, a Director is eligible for re-election after at least one year’s absence from the Board.

2.04 Vacancies

The office of a Director shall be vacated immediately:

1. 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;
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.

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. at a meeting where a quorum of Directors is present, the Board may fill any 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. 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; and
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.

2.06 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a committee of Directors and may delegate to the 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.
3. Committees may include Members of the Corporation who are not Directors.

2.07 Remuneration of Directors

The Directors shall serve 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:
    1. considered reasonable by the Board;
    2. approved by the Board for payment by resolution passed before such payment is made; and
    3. 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*.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, Vice-Chair 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 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 AGM of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair at a Board Meeting, the Directors present shall choose one of their number to act as the Chair of the meeting.

3.05 Quorum

A majority of Directors shall constitute a quorum at all meetings of the Board. Where the number of directors set by Special Resolution is an even number, one half of the Directors present shall constitute a quorum.

No business of the Board shall be transacted except when a quorum is present.

For clarity, where there is a vacancy or vacancies on the Board of Directors, the remaining directors may exercise all the powers of the Board, so long as the minimum number of directors as required by the Articles remain in office. Vacancies on the Board must nonetheless be filled without delay in accordance with Section 2.05.

3.06 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 have a second or casting vote provided that each Director present at the meeting has voted or abstained.

3.07 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.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the banks or trust companies in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

Banking business or any part thereof shall be transacted under such agreements, instructions and arrangements as the Board may from time to time prescribe and authorize, and all cheques, bank drafts, and money orders of the Museum shall be drawn in the name of the Museum, and signed on its behalf by such persons as the Board may, from time to time, designate.

4.02 Cheque Signing Authority

Any two of the Chair, Vice-Chair, Treasurer, Secretary, Executive Director are hereby designated signing officers of the Museum and are hereby authorized and empowered on behalf of the Museum, from time to time, to sign and deliver cheques, drafts, acceptances, agreements to give security and all agreements, documents, and instruments obligating the Museum to a bank or trust company or as required by a bank or trust company.

The Board may pass a resolution appointing a Director as an additional signing officer.
All cheques over $5,000 will require the signature of the Chair or the Treasurer.

4.03 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

At its first meeting following the AGM of the Corporation, the Board shall appoint from among the Directors

(a) a Chair and a Vice-Chair of the Board, and

(b) treasurer and secretary.

In addition to the foregoing, the Board shall appoint an Executive Director who is not a member of the Board but shall serve at the Board's discretion, subject to the terms and conditions set forth in the employment agreement and applicable employment laws.

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 Officers' Term of Office

With the exception of the Executive Director, the Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are appointed or elected. The Board may, by resolution, remove any Officer before the expiration of the Officer's term.

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 section 3.04 (presiding at Board meetings), 9.08 (presiding at Members' meetings) and Schedule A together with such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Vice-Chair

The Vice-Chair 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 Treasurer

The treasurer 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.

5.08 Duties of the Executive Director

The Executive Director shall perform the duties and meet the requirements described in Schedule E along with such other duties and requirements 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 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:

1. complied with the Act and the Corporation's Letters Patent 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 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.

7.02 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 8 - Members

8.01 Members

The Board, in consultation with the Executive Director, shall fix and determine from time to time the fees and qualifications for membership for the classes of Membership contained in the Corporation’s Articles and further described in these By-laws.

8.02 Membership Class – Ordinary Members

Members of this class shall include individuals who have purchased the requisite membership and have been accepted into membership by the Board. The term of membership in this class shall be for a period of one year. Membership in this class is not transferable and automatically terminates if the Member resigns, the term of membership expires, or such membership is otherwise terminated in accordance with the Act or these By-laws. Members in this class shall be entitled to receive notice of, attend and vote at meetings for which Members are entitled, which shall mean the AGM and special meetings of Members.

8.03 Membership Class – Lifetime Members

Members of this class shall include individuals who have made significant contributions to the Corporation and have been accepted into membership by the Board, following an offer from the Board. Membership in this class is not transferable and automatically terminates if the Member resigns, or such membership is otherwise terminated in accordance with the Act or these By-laws. Members in this class shall be entitled to receive notice of, attend and vote at meetings for which Members are entitled, which shall mean the AGM and special meetings of Members.

8.04 Membership Class - Honorary Members

Members of this class shall include individuals who have been accepted into membership by the Board, following an offer from the Board. Membership in this class is not transferable and automatically terminates if the Member resigns, or such membership is otherwise terminated in accordance with the Act or these By-laws. Members in this class shall be entitled to receive notice of, attend and vote at meetings for which Members are entitled, which shall mean the AGM and special meetings of Members.

8.05 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 if, in the opinion of the Directors, the Member’s actions are reasonably considered detrimental to the Corporation or 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 General Meeting

The annual general meeting ("AGM") shall be held on a day and at a place fixed by the Board. The meeting shall be held not more than fifteen months after the last AGM provided that the AGM is also held within six months of the Corporation's fiscal year end.

9.02 Business Transacted at AGM

The business transacted at the annual general 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.
h. add agenda and meeting items should be available and circulate 30 days prior to AGM date

No other item of business shall be included on the agenda for AGM unless a Member's proposal has been given to the secretary prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the notice of AGM. To ensure that Members are given an opportunity to propose AGM agenda items, the secretary shall solicit Member proposals for AGM agenda items at least 10 days prior to the notice of the AGM.

9.03 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.

9.04 Notice

Written notice of the AGM shall be provided to each Member and to the auditor not less than thirty (30) days before the date of the annual general meeting AGM.

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.

9.05 Member Request for Financial Information

Any Member, upon request, shall be provided with a copy of the approved financial statements, auditor’s report and other financial information required by the By-laws or Articles, not less than 21 days before the AGM.

9.06 Quorum

A quorum for the transaction of business at a Members’ meeting is fifteen Members. 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.

9.07 Telephonic or Electronic Means

A meeting of the members may be held by telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person. A member who, through electronic or telephonic means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.

9.08 Chair of the Meeting

The Chair shall be the chair of the Members’ meeting; in the Chair’s absence, the Vice-Chair shall be the chair of the Members' meeting. In the absence of both the Chair and the Vice-Chair, 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. The Chair of the Board of Directors shall chair the AGM.

9.09 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 and any combination of electronic or telephonic means 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 have a second or casting vote; 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.

9.10 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 Letters Patent 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 shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means. The notice shall be sent to the latest or last known address for the Member or Director as shown in the records of the Corporation and to the auditor at its business address. 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 and Letters Patent

11.01 Amendments to By-laws

The Members may from time to time amend this by-law by Special Resolution.

11.02 Amendments to Letters Patent

The Articles may only be amended by a Special Resolution of the Members.

PASSED AND ENACTED by the directors of the Corporation on the ____ day of ______________, 20___.

____
Chair

____
Secretary

CONFIRMED by the Members of the Corporation on the ____ day of ________________, 20___.

____
Secretary

Schedule A

Role of the Chair

Role Statement

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

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings 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 Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

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

Work Plan

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

Representation

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

Reporting

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

Board Conduct.

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

Mentorship

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

Succession Planning

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

Committee Membership

Serve as member on all Board committees.

Schedule B

Role of the Vice-Chair

Role Statement

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

Responsibilities

Service in Chair's Absence

Perform all duties of the Chair in the event of absence, inability or refusal of the Chair to act.

Board Conduct

Maintain a high standard for Board conduct and ensuring that the Board operates in a manner consistent with its By-law and policies, with particular emphasis on fiduciary responsibilities.

Work collaboratively with the Chair to provide leadership to the Board and ensure the integrity of the Board's process.

Facilitate co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation.

Mentorship

Serve as a mentor to other Directors.

Schedule C

Role of the Treasurer

Role Statement

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

Responsibilities

Custody of Funds

The Treasurer shall provide oversight of the custody of the funds and securities of the Corporation. While the day-to-day maintenance of full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation shall be delegated to staff or designated agents, the Treasurer shall ensure appropriate processes and controls are in place for financial stewardship. The Treasurer shall review and monitor the financial practices of the Corporation, ensuring that all monies, securities, and other valuable effects are deposited 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 oversee the disbursement of funds by appropriate authority, ensuring proper records and documentation are maintained. The Treasurer shall present to the Chair and directors, at regular Board meetings or upon request, a summary review of the Corporation's financial position based on statements prepared by the designated financial agent(s). The Treasurer shall also perform such other oversight 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 AGM, as part of the annual report, the financial statements of the Corporation as 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. The Treasurer shall review such statements and reports in advance of their presentation, ensuring alignment with Board-approved financial oversight practices.

Schedule D

Role of the Secretary

Role Statement

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

Responsibilities

Board Conduct

Support the Chair in maintaining a high standard for Board conduct and ensuring that the Board operates in a manner consistent with its By-Law and policies, with particular emphasis on fiduciary responsibilities.

Document Management

Has access to 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 access to 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.

Schedule E

Role of the Executive Director

Appointment and Authority

The Executive Director is an Officer of the Corporation and is granted signing authority on behalf of the Corporation, including but not limited to financial transactions at the Corporation's banking institutions, subject to the policies and oversight of the Board of Directors.

The Executive Director shall be appointed by the Board of Directors and shall serve at the discretion of the Board, subject to the terms and conditions set forth in the employment agreement and applicable employment laws.

Duties and Responsibilities

The Executive Director is responsible for the overall management, administration, and strategic implementation of the Corporation's operations, in alignment with the Board's directives. This includes overseeing financial and human resources, ensuring compliance with applicable laws and policies, and acting as the primary liaison between the Board and staff.

The Executive Director is accountable to the Board of Directors and shall not have voting rights on the Board.

Delegated Authority

The Executive Director has the authority to manage the day-to-day operations of the Corporation and may establish operational and administrative policies, subject to Board-approved governance policies and strategic direction.

All authority delegated to the Corporation's staff shall be delegated through the Executive Director, who shall be responsible for managing such delegation.

The Executive Director shall have discretion to refuse individual Board Member or committee requests that require significant staff resources or are not aligned with established policies.

Conflict of Interest and Compliance

The Executive Director shall comply with the Corporation's conflict of interest policy and disclose any potential or actual conflicts to the Board Chair.

The Executive Director shall ensure that the Corporation operates in compliance with all applicable laws, regulations, and contractual obligations.

Reference to Board Policy

For further details regarding the Executive Director's responsibilities and authority, refer to

BOARD POLICY V - EXECUTIVE DIRECTOR RESPONSIBILITIES & AUTHORITY