

## **BY-LAW NO. 1**

A by-law relating generally to the affairs of GAN YELADIM DAYCARE CENTRE

BE IT ENACTED as a by-law of GAN YELADIM DAYCARE CENTRE as follows:

### **Section 1 - General**

#### **1.01 Definitions**

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

1. "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;
2. "Board" means the board of directors of the Corporation;
3. "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;
4. "Chair" means the chair of the Board;
5. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
6. "Director" means an individual occupying the position of director of the Corporation qualified in accordance with this By-Law No. 1 known by whatever name he or she is called;
7. "Member" means a member of the Corporation as defined in Section 9.01;
8. "Members" means the collective membership of the Corporation; and
9. "Officer" means an officer of the Corporation.

#### **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 Head Office**

The Head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, or at such place therein as the Directors may from time to time determine.

#### **1.05 Mission Statement**

Gan Yeladim Daycare Centre is a non-profit community based centre providing (a) affordable and quality care for children in our community; (b) an environment that promotes and fosters Zionism and Jewish values and traditions.

#### **1.06 Seal**

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

#### **1.07 Execution of Contracts**

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

### **Section 2 - Directors**

#### **2.01 Directors Code of Ethics**

All persons who become a Director of the Corporation shall at all times abide the following Code of Ethics along with any other code of conduct or similar policy that may adopted from time to time by the Board:

Each Director shall:

1. Represent the interests of all children and families served by the Corporation.
2. Not use the office of Director for a Director's own personal advantage nor for the advantage of any of the Director's friends or family.
3. Focus their efforts on the mission of the Corporation.
4. Strictly comply with the provisions of the confidentiality agreement entered into between the Corporation and each Director.
5. Perform duties as a Director conscientiously, honestly and in the best

- interests of the Corporation.
6. Do nothing to intentionally or recklessly violate the trust of the Members and those the Corporation and/or the Directors serve.
  7. Accept the decisions made at a duly constituted meeting of the Board.
  8. Only exercise authority as a Director when carrying out responsibilities of a Director.
  9. Reveal and declare any potential conflicts of interest and volunteer to **be** removed from decision making where a conflict may be involved or reasonably perceived.

## 2.02 Eligibility to Become a Director

In addition to any requirements of applicable law, in order for a person to be eligible for election as a Director, such person must (a) be an individual; (b) be at least the age of majority; (c) a resident of Canada; (d) not be an undischarged bankrupt; (e) pass a criminal background check and (f) not to have been found in breach of the Corporation's code of conduct by the Board. (g) **not be legally married to another sitting Director at the time of election**. If two current Directors enter into a marriage during their term, one must resign within **90 days**, unless the Board determines, by majority vote, that their continued service is essential for business continuity.

## 2.03 Election and Term of Directors

The affairs of the Corporation shall be managed by a minimum Board of 4 Directors and a maximum of 10 Directors. Each Director at the time of his/her election, or within 10 days thereafter and through his/her term of office, shall be a Member of the Corporation. 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 2 years from the date of the meeting at which they are elected or appointed. A full two-year term shall be considered to have been served upon the passage of two (2) annual meetings (including the one at which the Director was elected). Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than (3) consecutive two-year terms unless the Board of Directors votes to re-elect a particular Director for additional terms. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms to balance continuity with new perspective.

At least twenty five percent (25%) of Directors must be parents who have children registered and enrolled in a childcare program offered by the Corporation. Any Director that ceases to have a child enrolled or registered in a program run by the Corporation shall be deemed to continue to be a parent of a child enrolled in the Centre until the next annual meeting of Members.

Each Director whose term expires shall be retired at the next annual general meeting, but shall be eligible for re-election if otherwise qualified, subject to the above. The election may be a show of hands unless a ballot is demanded by any Member or the chair of the meeting otherwise requires.

#### **2.04 Removal of Directors**

The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a meeting of the Members, which notice specifying the intention to pass such resolution has been given at least 21 days before such meeting, remove any Director before the expiration of his/her term of office, and may by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

#### **2.05 Required Attendance of Directors**

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without satisfying the President (acting reasonably) of the necessity of missing said meeting, in advance of each meeting, shall be deemed to have resigned his/her position as a member of the Board of Directors, unless a majority of the remaining Directors decides otherwise. A Director who is deemed to have resigned in this way shall be notified in writing by the Board.

#### **2.06 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.

#### **2.07 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

a quorum of Directors may fill a vacancy among the Directors;

1. 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;
2. 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

3. 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.

## **2.08 Committees**

1. The Board of Directors shall appoint such committees as it may deem necessary for the proper governance of the Corporation and shall set their terms of reference and appoint chairs of such committees and the members, including Directors and non-directors.
2. Committees shall have the authority to make recommendations to the Board of Directors for decision by the Board of Directors and shall have the authority to make independent decisions only if such authority is expressly delegated to the committee by the Board in the committee's terms of reference or otherwise by resolution of the Board of Directors.
3. The Board of Directors may dissolve any committee by resolution at any time.

## **2.09 Committee Chairpersons**

Each committee shall have a chairperson elected by a majority of the Directors. The chairperson of each committee of the Corporation (members of the Board of Directors) shall preside at all committee meetings and shall report regularly to the Board of Directors of the Corporation summarizing the activities of the committee. The committee Chairperson may appoint subcommittees from time to time as required to carry out the duties of the committee, and in general will be responsible for staffing the committee to execute its business.

## **2.09 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 Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board;
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict of interest provisions of the *Act*; 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.

## **Section 3 – Powers**

### **3.01 Affairs of the Corporation**

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into. The Directors may alter these by-laws and, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. All such actions shall be decided upon in advance by a majority vote.

### **3.02 Dealing with Property**

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings, and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

### **3.03 Major Decisions**

Fees for child care services, salaries and benefits of the staff (other than annual increases in the ordinary course), hiring and dismissal of staff, capital expenditures, hours of operation and such other matters that may be determined by the Board from time to time will be established by the Board of Directors with a majority vote of the Board.

### **3.04 Execution of Documents**

Deeds, transfers, negotiable instruments licenses, contracts and engagements on behalf of the Corporation shall be signed by either the-President or Vice-President and any other officer of the Corporation.

## **Section 4 - Board Meetings**

### **4.01 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 place of the meeting.

Minutes of each meeting shall be distributed to all Directors no less than one week prior to the next meeting of the Directors. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction in writing of two (2) Directors.

#### **4.02 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.

A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

#### **4.03 Notice**

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

#### **4.04 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.

#### **4.05 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 have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### **4.06 Participation by Telephone or Other Communications Facilities**

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

## **Section 5 - Financial**

### **5.01 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.

### **5.02 Cheques**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the, name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any such Officers or agents collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporations bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose . Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

### **5.03 Deposit of Securities for Safekeeping**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and insuch manner, as shall from time to time be determined by resolution of the Board of Directors andsuch authority may be general or confirmed to specific instances.

### **5.04 Borrowing**

There shall be no borrowing of any funds in the account of the Corporation by anyone whatsoever.

### **5.05 Financial Year**

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



## **Section 6 - Officers**

### **6.01 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president 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.

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

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

### **6.03 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.

### **6.04 Duties of the Chair**

The Chair shall perform the duties described in sections 4.04 and 10.05 and such other duties as may be required by law or as the Board may determine from time to time.

### **6.05 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.

### **6.06 Duties of the Treasurer**

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

### **6.07 Duties of the Secretary**

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

## **Section 7 - Protection of Directors and Others**

### **7.01 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 articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

### **7.02 Indemnity of Directors and Officers**

Each Director and Officer of the Corporation shall be at all times covered by the Corporation's liability insurance.

Costs incurred by any legal action brought against an Officer(s) or a Director(s) in the execution of the affairs of the Corporation shall be the responsibility of the Corporation, provided that in the event that a court of competent jurisdiction determines that the Officer(s) or the Director(s) willfully neglected his/her responsibilities, such costs shall be the responsibility of such Officer(s)/Director(s).

## **Section 8 - Conflict of Interest**

### **8.01 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.

### **8.02 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 9 - Members**

### **9.01 Membership**

The following persons shall be Members of the Corporation:

- 1) Each parent of a child registered in a program offered by the Corporation;
- 2) Any individual that is duly elected to the Board; and each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Members.

A membership in the Corporation is not transferable and automatically terminates if the Member resigns, the member no longer has a child at Gan Yeladim, the Board resolves to terminate the membership of an appointed Member or such membership is otherwise terminated in accordance with the *Act*.

### **9.02 Dues**

There shall be no dues or fees payable by Members except as shall from time to time be fixed by majority vote of the Board of Directors.

The Secretary shall notify the Members of the dues or fees at any time payable by them and, if such fees or dues are not paid within 30 days of the date of such notice a Member in default shall thereupon automatically cease to be a Member of the Corporation, but any such Member may, upon payment of all unpaid dues or fees, be reinstated by a majority vote of the Board of Directors.

## **Section 10 - Members' Meetings**

### **10.01 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 secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

#### **10.02 Special Meetings**

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

#### **10.03 Notice**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

In the event of urgent circumstances requiring immediate action by the Members, an emergency meeting may be called by the Chair, President, or any two Directors, provided that:

1. At least 48 hours' notice is given by email, phone, or other electronic means.
2. The notice specifies the nature of the emergency and the matters to be decided.
3. Quorum requirements remain consistent with regular meetings.
4. Only matters deemed urgent by the Board may be discussed, and any decisions made must be ratified at the next scheduled Members' meeting

#### **10.04 Quorum**

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

#### **10.05 Chair of the Meeting**

The President 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.

## **10.06 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.

## **10.07 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.

## **10.08 Persons Entitled to be Present**

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

# **Section 11 - Notices**

## **11.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be 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 Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

#### **11.02 Computation of Time**

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

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

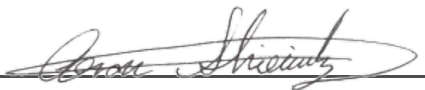
No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

### **Section 12 - Adoption and Amendment of By-laws**

#### **12.01 Amendments to By-laws**

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

Amendments Approved December 22, 2022

By: 

Aron Shiewitz, President

By: 

Francine Persico, Member at Large

## Schedule A

### Position Description of the President

#### Role Statement

The **President** shall provide leadership to the Board, ensuring the integrity of its governance process and representing the Corporation to external parties. The President shall coordinate Board activities, oversee compliance with governance responsibilities, and foster cooperative relationships among **Directors** and the **Supervisor of Gan Yeladim Daycare Centre**. The President shall also be responsible for the **general management and supervision** of the Corporation's affairs and operations.

In the event of the **President's absence or inability** to perform duties, the **Vice-President** or another **Director** appointed by the Board shall assume the President's responsibilities. The appointment of another Director shall be determined by a Board resolution.

#### Responsibilities of the President

##### 1. Governance & Board Leadership

- Ensure the Board addresses all matters relevant to its mandate.
- Maintain oversight of Board processes, ensuring compliance with bylaws and governance best practices.
- Preside over Board meetings when serving as **Chair** and ensure meetings are conducted efficiently.
- Establish and maintain an **annual schedule of Board meetings** and strategic planning sessions.

##### 2. Oversight & Strategic Direction

- Act as the primary liaison between the Board and the **Supervisor**, ensuring alignment with organizational objectives.
- Develop standards for **Board decision-making**, ensuring reporting structures and planning frameworks provide sufficient detail for informed governance.
- Lead the Board in conducting an **annual review** of the Supervisor's performance.
- Ensure succession planning processes are in place for both the Supervisor and Board leadership.

##### 3. External Representation & Public Engagement

- Serve as the official representative of the Corporation in public and external affairs.
- Communicate with external stakeholders, ensuring transparency and alignment with the Corporation's mission.

##### 4. Reporting & Compliance

- Provide regular updates to the Board on matters affecting governance and operations.
- Ensure the Board receives timely **financial and operational reports** to fulfill its oversight responsibilities.

## 5. Ethical Conduct & Board Culture

- Uphold high standards for **Board conduct**, ensuring compliance with the Corporation's policies and bylaws.
- Mentor Directors, ensuring **full participation** and addressing performance-related concerns.

### Schedule B

#### Position Description of the Treasurer

##### Role Statement

The treasurer works collaboratively with the president and the Supervisor to support the Board in achieving its fiduciary responsibilities.

##### Responsibilities

##### Custody of Funds

The Treasurer shall provide general financial oversight to the Corporation, and manage the Board's review of, and action related to, the Board's financial responsibilities. Responsibilities include, but are not limited to:

- 1) Ensuring that appropriate financial controls are in place;
- 2) Leading the preparation of the annual financial budget for Board approval;
- 3) Advising on the financial implications of strategic operational plans;
- 4) In cooperation with the Supervisor, accounting staff, and/or book keeper ensure that appropriate financial reports are made available to the Board in a timely manner;
- 5) Presenting regular reports to the Board on the Corporation's financial position;
- 6) Present the accounts and financial position of the Corporation at each Annual General Meeting (the "AGM");
- 7) Chairing financial sub-committees when deemed necessary by the Board; and
- 8) Perform such other duties as may from time to time be directed by the Board.

##### Board Conduct

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

##### Mentorship

Serve as a mentor to other Directors.

##### Financial Statement

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



## **Schedule C**

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

#### **Role Statement**

The secretary works collaboratively with the 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.