

BY-LAW NO. 1

A by-law relating generally to the administration of the business and affairs of BRAMALEA COMMUNITY HEALTH CENTRE

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INTERPRETATION

1. **Definitions.** In this By-law and all other By-laws of the Corporation, unless the context otherwise specifies or requires:
 - (a) "Act" means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it, as amended from time to time, and every statute that may be substituted therefor;
 - (b) "Board" means the board of directors of the Corporation;
 - (c) "By-law" means any by-laws of the Corporation from time to time in force and effect;
 - (d) ["Executive Director" means the employee of the Corporation who has been appointed by the Board as the executive director of the Corporation;]
 - (e) "President" means the President of the Board;
 - (f) "Corporation" means Bramalea Community Health Centre;
 - (g) "Director" means a member of the Board;
 - (h) "Excluded Person" means any employee of the Corporation [other than the Executive Director];
 - (i) "Member" means a member of the Corporation.
2. **Interpretation.** All terms contained in the By-laws 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 gender include all genders. The headings used in the By-laws are inserted for reference purposes only and are not to be considered in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

3. **Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be in Brampton, Ontario and at such place therein as the Board may from time to time determine.

SEAL

4. **Seal.** The seal of the Corporation shall be in the form determined by the Board.

DIRECTORS

5. **Duties and Number.** The Corporation shall be governed by a Board composed of nine Directors or such other number of Directors as may be determined from time to time by special resolution. The Corporation will strive to ensure that the composition of the Board of Directors is reflective of communities and populations served. The Corporation will strive to ensure that two seats are dedicated to represent/reflect each satellite of the Corporation.

6. **Qualifications.** Every Director shall be 18 or more years of age, shall be a Member of the Corporation, shall not be an undischarged bankrupt and shall not be of unsound mind. Directors must be members of the Corporation and cannot be clients or service users of the Corporation.
7. **Election of Directors.** Nominations made for the election of Directors at an annual or special meeting must be made in accordance with the nominating procedure prescribed by the Board from time to time and must be received by the Secretary at least 30 days before the meeting. The nominating procedure prescribed by the Board shall include guidelines for the selection of Directors.
8. **Term of Office.** Following incorporation, three Directors shall serve a one-year term, three Directors shall serve a two-year term, and three Directors shall serve a three-year term. Thereafter, Directors shall be elected to serve a three-year term. Retiring Directors shall continue in office until their successors have been duly elected or appointed. No Director shall serve for more than a maximum of nine successive years.
9. **Vacancies.** The office of a Director shall automatically be vacated:
 - (a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
 - (b) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent;
 - (c) if the Director is found to be mentally incompetent or becomes of unsound mind;
 - (d) if the Director ceases to be a Member of the Corporation;
 - (e) if, at a special meeting of the Members, a resolution is passed by at least two-thirds of the votes cast by the Members removing the Director before the expiration of the Director's term of office; or
 - (f) if the Director dies.

The Board may vacate the office of a Director by majority vote if a Director misses three consecutive meetings without just cause.

10. **Filling Vacancies.** If a vacancy occurs at any time on the Board, it shall be filled as follows:
 - (a) if the vacancy occurs as a result of the Members removing a Director in accordance with Section 8(e), the Members may fill the vacancy by a majority vote and the Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
 - (b) 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. Thereafter, the newly elected or appointed Director shall be eligible to be elected a Director in accordance with Section 7.
11. **Committees.**
 - (a) Executive Committee. The Board may from time to time appoint from among its number an executive committee consisting of not fewer than three members, the exact number to be fixed by resolution of the Board and of which the President shall be a member. The Board may delegate to such committee any of the powers of the Board. Subject to the Act, the By-laws and any resolution of the Board, the committee may meet for the transaction of business and otherwise

regulate its meetings as it sees fit and may from time to time adapt, amend or repeal rules or procedures in this regard.

- (b) Nominating Committee. There shall be a nominating committee composed of not fewer than three Directors, one of whom shall be the President and the others shall be selected by the Board. The President shall serve as President of the Nominating Committee. The Nominating Committee shall exercise the powers and duties as determined from time to time by the Board.
 - (c) Other Committees. The Board may establish any other committee it determines is necessary for the execution of the Board's responsibilities. The Board shall prescribe the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
12. **Remuneration of Directors**. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:
- (a) Directors may be reimbursed for reasonable expenses incurred by them in the performance of their Directors' duties; and
 - (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services provided by them 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 prior to such payment being made; and (iii) in compliance with the conflict of interest provisions of the Act.

BOARD MEETINGS

13. **Regular Meetings**. The Board shall meet at least four (4) times per year. 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.
14. **Special Meetings**. The Secretary, when directed or authorized by any of the President or any two Directors shall convene a special Board meeting.
15. **Notice**. Notice of Board meetings shall be sufficiently given by the Secretary to Directors by telephone or other electronic means at least 48 hours in advance of the meeting or by prepaid post mailed at least seven days in advance of the meeting. Provided a quorum of Directors is present, each newly appointed Board member may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.
16. **Error or Omission in Giving Notice**. No error or accidental omission in giving notice of any Board meeting shall invalidate the meeting or make void any proceedings taken at the meeting.
17. **Quorum**. A quorum for the transaction of business at a Board meeting shall consist of a majority of the Directors.
18. **President**. The President shall chair the Board meetings. In the absence of the President, the Vice President shall assume the role of the Chair. In the event of the absence of both the President and the Vice President the Directors present shall choose one of their number chair the meeting.

19. **Voting.** Each Director is authorized to exercise one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall have a second or casting vote.
20. **Telephone Participation.** If all of the Directors present at or participating in the meeting consent, a Board meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.
21. **Written Resolutions.** A by-law or resolution in writing signed by all the Directors entitled to vote on that by-law or resolution at a Board meeting is as valid as if it had been passed at a Board meeting.

FINANCIAL

22. **Bonding-Fidelity Insurance.** The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.
23. **Authorized Signing Officers.** The individuals designated as signing officers by a Board policy shall sign on behalf of the Corporation all contracts, agreements, conveyances, mortgages or other documents as may be required and as authorized by the Board.
24. **Banking.** The Board shall by resolution from time to time designate the bank in which the monies, bonds or other securities of the Corporation shall be placed for safekeeping.
25. **Borrowing Power.** The Board may from time to time:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
 - (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation; and
 - (d) delegate the powers conferred on the Board under this section to such officer or officers of the Corporation and to such extent and in such manner as the Board shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of this By-law.

26. **Auditor.** During the Annual General Meeting the Members appoint an auditor for a five year period who shall not be a Director, officer or employee of the Corporation, or a partner or employee of any such person, and who shall be duly licensed under the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation. The auditor shall perform the audit function as prescribed by law, report at the annual meeting of the Corporation and from time to time report to the Board on audit work with any necessary recommendations. The Board shall fix the remuneration of the auditor.

27. **Financial Year.** The financial year of the Corporation shall terminate on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

OFFICERS

28. **Officers.** The Board may annually or more often as may be required to appoint from among the Directors a President, Vice-President, Treasurer and Secretary. Each such officer shall continue in office until the earliest of: (a) the officer's resignation, which resignation shall be effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later; (b) the appointment of a successor; (c) the officer ceasing to be a Director; (d) the officer's removal; and (f) the officer's death. The Board may also appoint such other officers and agents as it deems necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
29. **Office Held at Board's Discretion.** Any officer shall cease to hold office upon resolution of the Board.
30. **Duties.** Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. Officers may delegate to others the performance of any or all of such duties.
31. **Duties of the President.** The President shall perform the duties described in Schedule A and such other duties as may be required by statute or as may from time to time be determined by the Board.
32. **Duties of the Vice-President.** The Vice-President may exercise the President's duties and powers during the absence or inability of the President and shall perform such other duties as may be required by statute or as may from time to time be determined by the Board.
33. **Duties of the Treasurer.** The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by statute or as may from time to time be determined by the Board.
34. **Duties of the Secretary.** The Secretary shall perform the duties described in Schedule C and such other duties as may be required by statute or as may from time to time be determined by the Board. The Secretary may delegate such duties to other officers or employees of the Corporation to the extent and in such manner as the Secretary may determine.

INDEMNITIES TO DIRECTORS AND OTHERS

35. **Indemnities.** Every Director, officer and committee member, and such individual's heirs, executors, administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever that such individual sustains or incurs in or about any action, suit or proceeding that is commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done, permitted or omitted to be done by him or her in or about the execution of his or her duties as Director, officer or committee member, and all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default or by his or her dishonest, fraudulent or criminal act.
36. **Insurance.** The Board will cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, officers and committee members will be indemnified and saved harmless in accordance with this By-Law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

CONFLICT OF INTEREST

37. **Conflict of Interest.** A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon Directors by the Act and specifically subject to the Act, it is declared that no Director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the Director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in any way directly or indirectly interested shall be voided or avoidable and no Director shall be liable to account to the Corporation or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

MEMBERS

38. **Members.** There shall be one category of membership, being general membership. The Members shall be the Directors from time to time of the Corporation in addition to those individuals who are admitted to the membership upon resolution of the Board. Every application for membership shall be made on a form authorized from time to time by the Board and shall be accompanied by the prescribed membership fee.
39. **Qualifications.** Membership in the Corporation shall be limited to residents of the Region of Peel who are committed to furthering the Corporation's objects, mission, vision and core values. Staff of the Corporation shall be excluded from membership. No Excluded Person may be nominated for membership in the Corporation.
40. **Term of Membership.** All membership applications must be recognized by the Board of Directors before memberships becomes valid and active. Membership shall be for a period of one year with memberships expiring one week after the AGM.
41. **Voting Rights.** Each Member shall be entitled to one vote at any meeting of the Corporation provided the Member has paid all membership fees payable to the Corporation at least 30 days in advance of the meeting.
42. **Membership Fees.** The Board shall set the membership fees from time to time. The membership fee may be waived in special circumstances as determined by the Board. Notification of any increase in fees together with renewal of membership shall be mailed to each Member at least 30 days prior to the next annual meeting of the Corporation following such increase. If such fees are not paid or renewal completed and submitted within 30 days from the date of such notice the Members in default shall thereupon automatically cease to be Members of the Corporation; provided any such Members may, on payment of all unpaid fees and submission of any renewal of membership be reinstated by the Board.
43. **Resignation.** A member may resign membership in the Corporation in writing addressed to the Secretary of the Corporation, which resignation shall be effective as of the date specified in the resignation. A Member who has resigned is not entitled to any refund of all or any portion of the membership fee.

44. **Termination of Membership.** A membership in the Corporation is not transferable and automatically terminates if the Member dies, resigns, ceases to be a Director (if the Member is a Director) or if the Member is removed from the membership by a resolution passed by at least two-thirds of the votes cast by the Directors at a Board meeting.

MEMBERS' MEETINGS

45. **Annual Meeting.** The annual meeting shall be held on a day and at a place fixed by the Board. The business transacted at the annual meeting shall include:
- (a) receipt of the agenda;
 - (b) receipt of the minutes of the previous annual and subsequent special meetings;
 - (c) receipt of the financial statements and report of the auditor;
 - (d) appointment of the auditor for the coming year; and
 - (e) election of Directors.
- No other item of business shall be considered at the annual meeting unless notice in writing of such other item of business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting.
46. **Special Meetings.** The President or any two Directors may convene a special meeting of the Corporation. 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 is properly within the purview of the Member's role in the Corporation and that is not inconsistent with the Act, within 30 days from the date of the deposit of the requisition.
47. **Notice.** Subject to the Act, 10 days' written notice shall be given in the manner specified in Section 50 to each Member of any annual or special Members' meeting. Notice of any meeting where special business will be transacted should 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.
48. **Error or Omission in Giving Notice.** No error or omission in giving notice of any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.
49. **Quorum.** A quorum for the transaction of business at a Members' meeting shall consist of not less than ten Members present in person.
50. **President of the Meeting.** The President shall be the President of the meeting. In the President's absence, the Vice President shall assume the role of the President during the meeting. If both the President and Vice President are absent, the Members present at any Members' meeting shall choose another Director as President and if no Director is present or if all the Directors present decline to act as President the Members present shall choose one of their number to preside over the meeting.
51. **Voting of Members.** Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or this By-law provided that:
- (a) each Member shall be entitled to one vote at any meeting;

- (b) votes shall be taken by a show of hands among all Members present and the President of the meeting shall have an initial vote;
- (c) an abstention shall not be considered a vote cast;
- (d) in the event of a tie vote, the President of the meeting shall require a written ballot thereon, and shall be entitled to a second or casting vote. In the event of a tie vote upon written ballot, the motion is lost;
- (e) after a show of hands has been taken on any question, the President of the meeting may require, or any Member may demand, a written ballot thereon. A written ballot so required or demanded shall be taken in such manner as the President of the meeting shall direct;
- (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 President 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.

52. **Proxies.** Votes at Members' meetings may be given either personally or by proxy. A person appointed by proxy must be a Member.

A proxy may be in the following form:

The undersigned Member of Bramalea Community Health Centre hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the Members' meeting to be held on the ____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20____.

Signature of Member

53. **Written Resolutions.** A By-law or resolution in writing signed by all the Members is as valid as if it had been passed at a Members' meeting.

RULES OF PROCEDURE

54. **Rules of Procedure.** Any questions of procedure at or for any meetings of the Members, of the Board or of any committee, which have not been provided for in this By-law or by the Act, shall be determined by the President of the meeting in accordance with such rules of procedure adopted by Board resolution.

For the purposes of consistency the Board should decided on what rules of order should be adopted. Parliamentary procedures such as Roberts Rules of Order is most common.

NOTICES

55. **Service.** Any notice required to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or by email or facsimile to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein 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.

ADOPTION AND AMENDMENT OF BY-LAWS

56. **Amendments to By-laws.** The Board may pass or amend the By-laws of the Corporation from time to time in accordance with the Act.
57. **Amendments to Schedules.** The Board may amend any Schedule to the By-Laws from time to time, and such amendment shall not be subject to the Members' approval.

ENACTED this day of , 2007.

WITNESS the seal of the Corporation.

President – Print Name

Secretary – Print Name

President - Signature

Secretary – Signature

Date

Date

Schedule A

POSITION DESCRIPTION OF THE PRESIDENT

Role Statement

The President works collaboratively with the Executive Director and 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 Executive Director. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

- **President Meetings.** When present, shall preside at all meetings of the Board and of the members of the Corporation.
- **Agendas.** Establish agendas with the Executive Director aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- **Direction.** Serve as the Board's central point of communication with the Executive Director; guide the Executive Director regarding the Board's expectations and concerns. In collaboration with the Executive Director, 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 Executive Director's performance 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 Director 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 the Executive Director and Board.
- **Committee Membership.** Serve as *ex-officio* member on other Board committees.

Schedule B

POSITION DESCRIPTION OF THE TREASURER

Role Statement

The Treasurer works collaboratively with the President and Executive Director to support the Board in achieving its fiduciary responsibilities.

Responsibilities

- **Board Conduct.** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Director conduct, with particular emphasis on fiduciary responsibilities.
- **Mentorship.** Serve as a mentor to other Directors.
- **Audited Financial Statement.**

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 by-laws regarding Director 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 the same 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 or by law of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.