

BY-LAW NO. 5

A by-law relating generally to the
administration of the business and affairs of

LEASIDE HOCKEY ASSOCIATION (the “Corporation”)

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WHEREAS the Corporation is now subject to new legislation for corporations without share capital in the province of Ontario, and the directors deem it necessary and desirable to enact a new operating by-law.

AND WHEREAS the Corporation has an existing by-law, being By-Law No. 4 dated on or around May 24, 2023 (the “Existing By-Law”).

AND WHEREAS the Corporation repeals the Existing By-Law of the Corporation.

BE IT ENACTED that the following operating by-law is enacted on or around December 11, 2024 as By-Law No. 5 of the Corporation:

1. 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, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “articles” means the letters patent or articles of amendment and/or other constating documents of the Corporation as amended or restated from time to time;
- (c) “Board” means the board of directors of the Corporation;
- (d) “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “Chair” means the chair of the Board;
- (f) “Corporation” means Leaside Hockey Association, the entity deemed to have passed these by-laws under the Act;
- (g) “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- (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) “ordinary resolution” or “simply majority” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; and
- (l) “special resolution” or “special majority” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. OBJECTIVES

To promote, govern and improve organized hockey in the community at the house league and competitive levels, and to foster, among its Members, a general community spirit. The Corporation shall operate in association with the Parks and Recreation Department for the City of Toronto and in association with the Greater Toronto Hockey League as an affiliate of same.

3. DIRECTORS

3.01 Powers

The Board shall manage or supervise the management of the affairs and business of the Corporation and in doing so may exercise such powers and do such acts and things as the Corporation by its charter or otherwise is authorized to exercise and do.

3.02 Number of Directors

Until changed in accordance with the Act, the Board shall consist of that number of directors set out in the articles, as determined from time to time by a Members' special resolution or, if the special resolution empowers the directors to determine the number, by resolution of the Board.

3.03 Election, Term, Consent

The Directors shall be elected by Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be for three years from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. Incumbent directors are eligible for re-election for a subsequent term of three years. If a Director is not elected for a slated term, then his term will end at the following annual meeting. Within ten (10) days of their election or appointment, a Director must provide written consent to the Corporation to serve as a Director.

3.04 Removal of Directors

Notwithstanding Section 3.02, the Members of the Corporation may, by ordinary resolution passed by a majority of votes cast at a meeting of the Members of which notice specifying the intention to present such a motion has been given, remove any director before the expiration of his/her term and thereafter elect any person in his/her stead for the remainder of his/her term or extend the duration of an elected director's term.

3.05 Vacancies

Vacancies on the Board may, so long as a quorum of directors remains in office, be filled by the directors. Otherwise, such vacancy shall be filled at the next annual meeting of the Members. If the number of directors is less than the number required for a quorum the remaining directors shall forthwith call a meeting of the Members to fill the vacancies on the Board. Any director filling a vacancy shall hold office for the remaining term of the director creating such vacancy.

The office of a Director shall be vacated immediately if:

- (a) the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) the Director dies or becomes bankrupt;
- (c) the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (d) at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

3.06 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the Act, 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.

3.07 Remuneration

The Directors shall receive no remuneration for acting as such 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 they incur in the performance of their Directors' duties; and
- (b) Directors may be reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as a director, provided that the amount of any such remuneration or reimbursement is (i) considered reasonable by the Board; (ii) approved by the Board for payment before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

3.08 Nominating Committee

A committee elected by the Board may act as Nominating Committee for the purpose of proposing a slate of Directors for consideration by the Annual General Meeting. This committee shall meet at the call of the President.

4. MEETINGS OF THE BOARD

4.01 General

The Board shall hold its meetings at such places and times as it may from time to time decide.

4.02 Quorum

A quorum of the Directors then in office, provided that vacancies on the Board shall not be included when establishing the requisite quorum, but in no case shall the quorum be less than 2/5 of the Directors taking into account vacancies on the Board. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

4.03 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 by giving not less than five days' notice to each Director, stating the time and place of the meeting. Notice of meetings of the Directors shall be given by (i) personal delivery, (ii) mail or (iii) electronic mail (email) to each Director. No notice of a meeting shall be necessary if all Directors are present or if those absent waive the requirement of notice for such meeting. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice is required. A meeting of the Board may also be held without notice immediately following the annual meeting of the Members.

4.04 Participation by Telephone, etc.

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.

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.

4.06 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.

4.07 Adjournment

Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

5. OFFICERS

5.01 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.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

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

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of Chair

The Chair shall perform the duties described in sections 4.06 and 10.06 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of President

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

5.06 Duties of Past-President

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

5.07 Duties of Treasurer

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

5.08 Duties of 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.

6. FINANCIAL

6.01 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.

6.02 Financial Year

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

6.03 Borrowing

The Members may, by ordinary resolution, permit the Directors from time to time to:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Corporation.

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

7. PROTECTION OF DIRECTORS AND OTHERS

7.01 Protection of Directors and Officers

No Director, Officer or Committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer or committee member of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

7.02 Indemnity

Every Director, Officer and Committee Member of the Corporation and his/her heirs, executors, administrators, successors and assigns shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) All costs, damages, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her position; and
- (b) All other costs, damages, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

8. CONFLICT OF INTEREST

8.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

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.

9. MEMBERS

9.01 Class

Membership in the Corporation shall consist of one (1) class of Members.

9.02 Rights and Voting

Members are entitled to receive notice of, attend and vote at all meetings of the members of the

Corporation.

9.03 Admission

Membership in the Corporation shall consist of persons interested in furthering the Corporation's purposes and may consist of the following persons:

- (a) all past presidents of the Corporation;
- (b) directors, Officers, or executives, both elected and appointed for the current hockey season;
- (c) adults who are 18 years of age or over including but not limited to the Corporation's registered coaches, managers, trainers, convenors, players, and/or contractors or other volunteers who are duly appointed and/or approved by a Director, in any Corporation program, including but not limited to, Learn To Play (LTP), House League (HL), CDS, Select, GTHL A, GTHL AA, and/or Seniors of GTHL hockey program for the current hockey season;
- (d) a parent or guardian for a registered player under the age of 18 with the Corporation and/or affiliated associations or leagues. For greater certainty, only one parent or guardian per household may be selected to represent a player, regardless of the number of parents or players in the household; and
- (e) such other persons as the Board may by ordinary resolution admit to membership.

9.04 Membership Term

Each term of membership shall be for a term of one (1) year, subject to renewal in accordance with the policies of the Corporation.

9.05 Corporate Membership

In addition to individual Members, the Corporation may permit the admission of corporations or associations, as Members. In such case, the admitted corporation or association must designate an individual to act their representative.

9.07 Membership Fees

The Directors may, by ordinary resolution, establish membership dues and the terms of their collection from time to time.

9.08 Non-Transferable and Termination

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

9.09 Termination of Membership

Upon 15 days' written notice to a Member, the Directors may pass an ordinary resolution authorizing disciplinary action or the termination of Membership for:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Directors in their sole discretion; or
- (c) for any other reason that the Directors in their sole and absolute discretion consider to be reasonable, having regard to the purpose of the Corporation.

The notice shall set out the reasons for the termination of Membership. The Member receiving the notice shall be entitled to give the Directors a written submission opposing the termination not less than 5 days before the end of the 15-day period. The Directors shall consider the written submission of the Member before making a final decision regarding termination of Membership.

10. MEETINGS OF MEMBERS

10.01 Annual Meeting

The annual meeting of Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles

10.02 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) 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.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the

meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

10.03 Power to Call

The Directors shall each have the power to call a general meeting of Members at any time.

10.04 Special Meetings

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

10.05 Quorum

A quorum for the transaction of business at a Members' meeting is 10 of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

10.06 Chair

The Chair shall be the Chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

10.07 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 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 require a written ballot and shall have, at his or her discretion, a second or casting vote. If there is a tie vote upon

written ballot and the Chair does not exercise his or her option for a second or casting vote, the motion is lost; 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.

10.08 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.

10.09 Quorum

Each person who is a Member shall be entitled to one vote at all meetings of Members and every question shall be decided by a majority of the votes cast on the question unless otherwise required by the by-laws of the Corporation or by law and every vote shall, in the first instance, be decided by a show of hands unless a poll is requested by any Member. Upon a show of hands, a declaration by the Chairman of the meeting that a motion has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be conclusive evidence of the fact. If a poll is requested by a Member and not withdrawn the poll shall be taken in such manner as the Chairman of the meeting shall direct and the results of such poll shall be deemed to be the decision of the Members. In the case of an equality of votes at any Members meeting, whether upon a show of hands or at a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

10.10 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting. Notice shall be given to each Member by (i) personal delivery, (ii) by mail or (iii) by electronic mail (email).

10.11 Participation by Telephone, etc.

If all the Members present at or participating in the meeting consent, a meeting of the Members may be held by such telephone, electronic or other communications facilities as permit all persons

participating in the meeting to communicate with each other simultaneously and instantaneously and a Member participating in the meeting by those means is deemed to be present at the meeting.

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

11.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12. GENERAL

12.01 Interpretation - All terms contained in the 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.

12.02 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.

12.03 Registered Office - Until changed in accordance with the Act, the registered office of the Corporation shall be in the location specified in its articles which shall be in the Province of Ontario.

12.04 Seal - The Board may determine that the Corporation shall have a corporate seal in the form as determined by the Board from time to time.

12.05 *Execution of Contracts* - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the association by two directors provided that one of the directors so signing must hold the office of President, Secretary or Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal to it.

12.06 *Computation of Time* – In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.07 *Omissions and Errors* – The accidental omission to give any notice to any Member, director or Officer or the non-receipt of any notice by any Member, Director or Officer or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.08 *Waiver of Notice* – Any Member, Director or Officer may waive any notice required to be given to him/her under any provision of the Act or the by-laws of the Corporation and such waiver whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.

12.09 Words importing the singular number only shall include the plural and *vice versa* and words importing the masculine gender shall include the feminine and neuter genders and *vice versa*.

13. REPEAL OF BYLAWS

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

13.02 Consolidated By-law No. 1, By-law No. 2, By-law No. 3, and any other former bylaws of the Corporation are repealed without affecting their operation to date or the validity of any act done, contract made, right or privilege acquired or liability or obligation incurred thereunder and without prejudice to any authority exercisable by the Directors or Officers hereafter.

13.03 This by-law shall come into force when enacted by the Directors and confirmed by the Members in accordance with the Act.

[SIGNATURE PAGE FOLLOWS]

ENACTED ON THIS 11TH DAY OF DECEMBER 2024 AT THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO.

Carlo A. Giuliani, President

Ali Ghiassi, Secretary

Schedule A

Position Description of the President

Role Statement

If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members, save and except when the Board is discussing the position, salary or benefits of the President.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal

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

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.

Position Description of the Past-President

Role Statement

The President stepping down may be appointed as Past-President to assist with the transition of responsibilities, offer support to the newly elected President and perform such other related duties as may be required.

Schedule B

Position Description of the Treasurer

Role Statement

If appointed, the Treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

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

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the 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

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

Responsibilities

Board Conduct

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.