

BY-LAW NO. 1

a by-law relating generally to the
conduct of the business and affairs of

Am Shalom Congregation

(hereinafter the “Corporation” or “Congregation”)

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BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Corporation as follows:

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"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;

"Articles" means the letters patent incorporating the Corporation dated March 12, 1979, as revived by the revival order dated June 26, 2001, and as from time to time amended or supplemented;

"Board" means the board of directors of the Corporation;

"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;

"Chair" means the chair of the Board who shall be appointed in accordance with section 8 of these by-laws;

"Clergy" means a Rabbi, Cantor or other Religious Leader;

"Corporation" or "Congregation" means the Am Shalom Congregation, a not-for-profit corporation incorporated in the Province of Ontario;

"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"Member" means a member of the Corporation and includes Regular Members and Honourary Members;

"Members" means the collective membership of the Corporation;

"Officer" means an officer of the Corporation;

"Rules and Regulations" means any and all rules, regulations and other written policies of the Congregation in place from time to time; and

"Special Resolution" means a resolution that,

- a) is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
- b) consented to by each Member entitled to vote at a meeting of the Member or the Member's attorney.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

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

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. 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 - Head Office

The head office of the Congregation shall be located in the City of Barrie, County of Simcoe, Province of Ontario or such other location as the Board may from time to time determined by resolution in accordance with its Articles and the Act.

Section 3 - Purpose

The purposes and objects of the Congregation shall be as set out in its Articles.

Section 4 - Affiliation

The Congregation shall ordinarily pay dues to be a member of the Union of Reform Judaism ("URJ") and the Reform Jewish Community of Canada ("RJCC") and it shall abide by their constitutions and bylaws and interpret Judaism in context of Reform Judaism.

The establishment of local units of the URJ affiliates, including Women of Reform Judaism, North American Federation of Temple Youth, National Federation of Temple Brotherhoods, etc. should be encouraged. In addition, the Congregation should encourage local units' affiliation with the respective counterparts.

Section 5 - Directors

5.01 Number

The activities and affairs of the Corporation shall be managed by a Board of five (5) Directors.

5.02 Election and Term

The Directors shall be elected by the Members to hold office for a term ending no later than the end of the second annual meeting of Members following the election, or until their successors are elected or appointed.

For each election, the procedure and method of holding the election will be determined by the current Board subject to the provisions of the Act. The use of appropriate technology will be determined by and in the sole discretion of the Board in accordance with section 13.03 of these by-laws with a view to enabling maximum congregational participation.

Any Member may serve as a Director of the Corporation if they meet the appropriate prerequisites. The prerequisite experience to qualify to be elected as a Director is 2 years serving on a committee as a member or 2 years previous experience on the Board. The prerequisites can be waived by resolution of the Board in its sole discretion if the Board feels it is in the best interest of the Corporation to do so, provided however that in any event, only a Member may serve as a Director.

5.03 Vacancies

The office of a Director shall be vacated immediately:

- a) if 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) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

5.04 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b) if there is not a quorum of Directors or there has been a failure to elect the number or 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 or if there are no Directors in office, the meeting may be called by any Member; and
- c) a quorum of Directors may fill a vacancy among the Directors.

5.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) 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

Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

Section 6 - Board Meetings

6.01 Calling of Meetings

Meetings of the Directors may be called by the Chair 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, if applicable, the place of the meeting.

6.02 Regular Meetings

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

6.03 Notice

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.04 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.

6.05 Voting and Quorum

Quorum for a Board meeting is three (3). Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. For a motion to pass it must have three (3) consenting votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

6.06 Participation by Telephonic or Electronic Means

Subject to the provisions of the Articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

Section 7 - Financial

7.01 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.

7.02 Financial Year

The financial year of the Corporation ends on April 30 in each year or on such other dates as the Board may from time to time by resolution determine.

Section 8 - Officers

8.01 Officers

The Members shall ordinarily elect from the Directors a Chair, a 1st Vice Chair, a 2nd Vice Chair, a Director of Finance, and a Director of Communication. 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.

8.02 Removal of Officers

The Chair, 1st Vice Chair, 2nd Vice Chair, Director of Finance, and Director of Communication shall cease to hold office by Special Resolution of the Members. All other Officers shall cease to hold 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) such Officer's death.

The Chair, 1st Vice Chair, 2nd Vice Chair, Director of Finance, and Director of Communication shall cease to hold office where such Officer is no longer a Director.

8.03 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.

8.04 Duties of the Chair

The Chair shall be a Director and shall perform the duties described in sections 6.04 and 13.06. The Chair shall also perform the duties described in Schedule A along with such other duties as may be required by law or as the Board may determine from time to time.

8.05 Duties of the 1st Vice Chair

The 1st Vice Chair shall be a Director and shall perform the duties of the Chair in the absence of the Chair, and shall perform such other duties as may be required by law or as the Board may determine from time to time.

8.06 Duties of the 2nd Vice Chair

The 2nd Vice Chair shall be a Director and shall perform the duties of the Chair in the absence of both the Chair and the 1st Vice Chair, and shall perform such other duties as may be required by law or as the Board may determine from time to time.

8.07 Duties of the Director of Finance

The director of finance shall be a Director and 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.

8.08 Duties of the Director of Communication

The director of communication shall be a Director and 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 9 – Committees

9.01 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.

9.02 Standing Committees

Subject to the limitations on delegation set out in the Act, the Board may appoint standing committees with such responsibilities as it may designate and as may be further described in the Rules and Regulations.

Section 10 - Protection of Directors and Others

10.01 Protection of Directors and Officers and Clergy

No Director, Officer, Clergy, or committee member of the Corporation is 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:

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

10.02 Insurance

The directors shall be covered by third party liability insurance in accordance with the best practices recommended by the Union of Reform Judaism ("URJ") and Reform Jewish Community of Canada ("RJCC").

Section 11 - Conflict of Interest

11.01 Conflict of Interest

A Director or Officer who is a party to a material contract or transaction, whether actual or proposed, with the Congregation shall make a verbal or written disclosure to the Board or request to have the nature and extent of his or her interest recorded in the minutes of the meeting.

A Director or Officer who is also a director, officer, or person with any material interest in any other person or entity who is a party to a material contract or transaction, whether actual or proposed, with the Congregation shall make a verbal or written disclosure to the Board or request to have the nature and extent of his or her interest recorded in the minutes of the meeting.

Such disclosure shall be made in accordance with the requirements of the Act.

Furthermore, such Director or Officer shall not attend any part of a meeting in which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

11.02 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 12 - Members

12.01 Members

Membership in the Corporation shall consist of two classes of Members, namely, Regular Members and Honourary Members.

12.02 Regular Membership

A Regular Member is defined as an individual, couple or family who has applied for and has been accepted by the Board as a Regular Member. On matters coming before meetings of the Members requiring a vote, each Regular Member shall have one vote, provided for clarity that in the case of a family unit that has been accepted as a Regular Member, the family unit shall have one combined vote.

In the case of a Regular Membership belonging to a family, divorce will not affect the Regular Membership of the family until all the children reach 25 years of age.

12.03 Honourary Membership

Honorary Membership may be awarded by the Board, in its sole discretion, for persons who support the principles of Am Shalom and the Jewish Community. Honourary Members may attend meetings of the Members but shall not be entitled to vote on matters brought properly before the Members at any meeting of the Members.

12.04 Transferability and Termination of Membership

Membership in the Corporation is not transferable and shall terminate automatically if:

- a) the Member resigns by providing written notice to the Board confirming such resignation; or
- b) the Member dies, provided that in the case of a family with Regular Membership, such death shall not terminate the membership for the surviving family members.

Members who have not met their financial obligations to the Corporation in accordance with section 15 of these by-laws may have their membership suspended upon a vote of a majority of the Board in accordance with section 12.06 of these by-laws.

12.05 Reinstatement of Membership

A person who had previously resigned as a Member may apply to re-enter the Membership subject to approval from a majority of the Board and the payment in full of any arrears of membership fees, dues or other financial obligations to the Corporation outstanding at the time of such application.

12.06 Disciplinary Act or Termination of Membership for Cause

Upon a minimum of 15 days' to a maximum of 30 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.

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

Section 13 - Members' Meetings

13.01 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 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.

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. Proceedings should be conducted under the direction of the latest edition of Robert's Rules of Order if deemed appropriate by the Board.

13.02 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 percent 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.

13.03 Holding of In-Person and Electronic Meetings

A meeting of the Members may be held entirely in-person, by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, all as the Board may determine in its sole discretion. A meeting of the Members held by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting. The board shall always consider as many means or combination of means to ensure maximum participation of Members.

13.04 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.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

13.05 Quorum

A quorum for the transaction of business at a Members' meeting is twenty five percent (25%) 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.

13.06 Chair of the Meeting

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

13.07 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) proxy voting shall not be permitted;
- c) 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; members attending through electronic means can vote through telephonic or electronic means;
- d) an abstention shall not be considered a vote cast;
- e) 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;
- f) 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
- g) 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.

13.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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.

13.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation 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 14 - Notices

14.01 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.

14.02 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.

Section 15 – Fees and Dues

15.01 Fees and Dues

Dues or fees payable by Members, if any, shall from time to time be fixed by majority vote of the Board. The director of communication shall notify the Members of the dues or fees at any time payable by them and, except as the Board may otherwise determine, if any such dues or fees are not paid within 30 days of the specified payment due date then, subject to Section 8.06, the Members in default shall thereupon automatically cease to be Members of the Corporation.

15.02 Waiver of Financial Obligations

The Board may waive, extend or modify any financial obligation due from a Member. The Board shall establish procedures with the intent of preserving the privacy of member(s) who may request waiver or modification of financial obligations.

Section 16: Clergy

The Board shall abide, in its selection of the rabbi or religious leader, by the rules and regulations of the Joint Rabbinic Placement Commission of the Union of Reform Judaism (URJ), the Central Conference of American Rabbis (CCAR), and the Hebrew Union College - Jewish Institute of Religion (HUC -JIR).

The rabbi or religious leader shall be elected by the Board after a selection by a special committee in accordance with the Clergy selection procedures set out in the Rules and Regulations.

Upon completion of the Clergy's initial period of service the following will happen: (1) A special review committee appointed by the Chair shall make a recommendation as to the Clergy's reappointment. The review committee shall be guided by the guidelines recommended by the Central Conference of American Rabbis (CCAR) and the Union of Reform Judaism (URJ). (2) This recommendation shall be submitted to a regular or special meeting of the Board. (3) A majority vote of the Board shall be required to act upon the recommendation of the review committee.

The Clergy shall have the right to attend all meetings of the Officers, the Board and the Members, without voting rights, except when requested to absent himself or herself. The religious leader shall be a non-voting member of all committees and shall supervise all the other clergy and religious professional staff and educators.

The Clergy shall be enrolled in the pension and disability insurance plans of the Rabbinic Pension Board of the Central Conference of American Rabbis (CCAR) and the Union of Reform Judaism (URJ).

Section 17: Staff

Subject to the approval of the Board, the Board may hire staff as the Board considers necessary for the religious and non-religious needs of the Congregation.

Section 18: Cemetery

The Congregation shall lease or own land for use as a cemetery, or make such arrangements as it deems proper with any existing private cemetery for use of its Members. The policies and procedures of the cemetery will be established by the Board in consultation with the Clergy and the ritual committee, as applicable.

Section 19 - Adoption and Amendment of By-laws

19.01 Amendments to By-laws

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

Enacted by the Board and effective as of the ____ day of _____, 2025.

Chair (President)

Vice Chair (Vice-President)

Ratified by the Membership as of the ____ day of _____, 2025.

Chair (President)

Vice Chair (Vice-President)

Schedule A

Position Description of the Chair

Role Statement

If appointed, the Chair shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chair shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Chair shall be entitled to receive notice of and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the Chair.

Responsibilities

Agendas

Establish agendas 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 management and staff, if any, of the Corporation; provide guidance to management and staff, if any, regarding the Board's expectations and concerns. In collaboration with management and staff, 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 management and staff, 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 a member on all Board committees.

Schedule B

Position Description of the Director of Finance

Role Statement

If appointed, the director of finance works collaboratively with the Chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The director of finance 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 director of finance 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 director of finance 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 Director of Communication

Role Statement

If appointed, the director of communication works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the Chair in maintaining a high standard for Board conduct and 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 in correspondence with the Corporation's Rules and Bylaws . 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.

Notice

Provide all required notices to members as required in the By-laws, including but not limited to notice concerning the payment of fees and dues.