

<p>DALHOUSIE LAKE ASSOCIATION INCORPORATED GENERAL OPERATING BY-LAWS As ratified by Association members at the Annual General Meeting of August 23, 2025</p>
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General Operating By-law

Dalhousie Lake Association Incorporated (DLAI) (the “Corporation”)

A By-law relating to the transaction of the activities and affairs of the Corporation

Section - General

(i) Definitions

In this by-law and all other by-laws of the Corporation, 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. "Board" means the board of directors of the Dalhousie Lake Association Incorporated (DLAI) Corporation;
- c. "By-law" 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;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the Dalhousie Lake Association Incorporated that has passed these by-laws under the *Act*.
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation. Subject to the terms and conditions as approved by the Corporation, all persons owning property on Dalhousie Lake, or directly connected to Dalhousie Lake are eligible to become members subject to the terms and conditions prescribed by the members through an approved resolution (see article 8.01). On an exception basis, the Board may approve other persons or classes of persons eligible for membership;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means any of the individuals appointed pursuant to Section 6 of this By-law as an officer including the President, Vice-President, Treasurer and Secretary to fulfill the duties set forth in this by-law and related appendices.

(ii) 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.

(iii) 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.

(iv) Seal

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

(v) 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.

(vi) Reference

The Dalhousie Lake Association Incorporated is a not-for-profit organization incorporated under the laws of the Province of Ontario (registration #392597) based upon a constitution and by-laws dated October 26, 1978. Upon passage, the by-laws dated October 26, 1978 shall be deemed to have been set aside. The by-law contained herein shall supersede all previous by-laws and amendments thereto.

Section 1 – Mission and Composition of the Corporation.

The mission of the Dalhousie Lake Association is to contribute to the safety and sustainability of Dalhousie Lake and support property owners and users of Dalhousie Lake through;

- a) collaboration with the responsible authorities and agencies, to support the stewardship of the Lake by testing, monitoring and reporting on water quality, water levels, environmental conditions and related matters of concern.
- b) support the community of Dalhousie Lake owners and users through information sessions, social activities, liaison with other lake associations and agencies to share best practices and emerging issues.
- c) represent the interests of Dalhousie Lake Association members to take forward collective issues and coordinate interactions with responsible agencies and peer groups.

The Dalhousie Lake Association is a not-for-profit organization entirely managed by volunteers including a group of Directors appointed by Members to oversee the Corporation. All persons interested in the stewardship and sustainability of Dalhousie Lake are eligible to become members and encouraged to join.

Section 2 – Location

The Head Office of the Corporation shall be in the Province of Ontario at such place there-in as the directors may from time to time determine. Unless otherwise specified, the Head Office of the Corporation shall be at the residence of the President of the Corporation.

Section 3 - Directors

3.01 Composition and Term of the Board

The affairs of the Corporation shall be managed by a Board of not less than four (4) directors, each of whom at the time of their election or within 10 days thereafter and throughout their term of office shall be a member of the Corporation. The whole board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified.

3.02 Election and Term

The Directors shall be elected by the 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 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. The election may be by a show of hands unless a ballot is demanded by any member.

3.03 Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall formally consent to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

3.04 Vacancies

The office of a Director shall be vacated immediately:

1. 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;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by resolution of at least 65% of Members present removes the Director before the expiration of the Director's term of office.

3.05 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:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. a quorum of Directors may fill a vacancy among the Directors.

3.06 Committees

Committees may be established by the Board as follows:

1. 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
2. Subject to the limitations on delegation set out in the *Act*, the Board may delegate to a Director or a committee, responsibilities for the conduct of affairs in a specified geographical area of Dalhousie Lake or any other matter pertaining to the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such delegated responsibilities and may revise these delegated responsibilities by resolution at any time.

3.07 Remuneration of Directors

The Directors shall serve as volunteers and as such will fulfill their duties without remuneration. No Director shall directly or indirectly receive any profit from occupying the position of Director with the exception of reimbursement for direct and reasonable expenses they incur in the performance of their Directors' duties and in compliance with the Conflict-of-Interest provisions of the *Act*.

3.08 Authority of Directors to Encumber the Corporation

Without in any way derogating the foregoing, the directors are expressly empowered, from time to time, to act on behalf of the Corporation and encumber the Corporation including but not limited to the purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as Board, upon resolution of Members, may prescribe.

Section 4 - Board Meetings

4.01 Calling and Holding 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. A quorum defined as the majority of duly elected and active Directors must be present for the conduct of Board meetings and business affairs.

4.02 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.

4.03 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.

4.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

4.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

4.06 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 5 - Financial

5.01 Banking

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

5.02 Signing Authority

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation. These instruments shall be in such manner as determined by resolution of the Board of directors. The Board may delegate to specified officers or agents the authority to endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. These delegated officers or agents may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

5.03 Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

5.04 Notice

Whenever under the provision of the by-law of the Corporation, notices required to be given, such notice may be given in a manner and form as deemed reasonable including electronic transmittal, public postings or by mail addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be deemed to be sent at the time when the same was deposited in a post office.

For the purpose of sending any notice the address of any member, director or officers shall be his last address as recorded on the books of the Corporation.

5.05 Borrowing

The directors may from time to time;

- (a) borrow money on the credit of the Corporation; or
- (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 directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

5.06 Financial Year

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

Section 6 – Officers

6.01 Officers

The Board shall appoint from among the Directors a person to act as President/Chair, Vice-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 Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 Office Held at Board's Discretion

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

6.03 Duties

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

6.04 Duties of the Chair

The Chair shall perform the duties described in sections 4.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

6.05 Duties of the President and Vice-President

Using Schedule A as a guideline, the President shall ensure that the duties and functions as described in Schedule A are performed in a reasonable and responsible manner. The President may also undertake other duties as may be required by law or as the Board may determine from time to time. The Vice-President shall assume the duties and functions of the President in their absence or when the President is otherwise unable to act. The Vice-President may also undertake such other duties as the Board may determine from time to time.

6.06 Duties of the Treasurer

Using Schedule B as a guideline, the Treasurer shall be responsible to ensure that the duties described in Schedule B are performed in reasonable and responsible manner. The Treasurer may also undertake such other duties as may be required by law or as the Board may determine from time to time.

6.07 Duties of the Secretary

Using Schedule C as a guideline, the Secretary shall be responsible to ensure that the duties described in Schedule C are performed in a reasonable and responsible manner. The Secretary may assume such other duties as may be required by law or as the Board may determine from time to time.

6.08 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, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 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.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of any persons holding property on Dalhousie Lake (or waterways attached thereto) interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation subject to the terms and conditions as may be established by resolution of the Members or the Board. For the purposes of voting on Corporation resolutions, membership shall be restricted to one person per property that has fulfilled the requirements for membership in accordance with the requisites established by the Corporation. Subject to an approved resolution of the Corporation, other persons or classes of persons interested in furthering the Corporation's purposes may be considered for membership in the Corporation or may be entitled to receive material from the Corporation on an information-only basis.

8.02 Membership

The Corporation may upon a resolution passed by Members at an Annual Meeting prescribe a fee including terms and conditions of membership in the Corporation. 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 these By-laws.

8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual 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 or 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. election of Directors; and
- e. 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.

Subject to the provisions of the articles, if any, a meeting of the Members 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, and it 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.

9.02 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 per cent of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than ten (10) and not more than fifty (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.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting shall be defined as ten (10) percent (rounded upwards) of Members as of thirty (30) days prior to the meeting of the Members entitled to vote at the meeting plus a majority of duly appointed Directors at the time of 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.

9.05 Chair of the Meeting

The President/Chair of the Board of Directors 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.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- 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;
- 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 not have a second or casting vote. If there is a tie vote upon written ballot, 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.

9.07 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.

9.08 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 10 - Notices

10.01 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.

10.02 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 11 - Adoption and Amendment of the By-law

11.01 Amendments to the By-law

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

Schedule A Guidance - Position Description of the President (and Vice-President when acting as 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 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 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

In collaboration with the Board, 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.

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 including risks and mitigation strategies.

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.

Schedule B Guidance - Position Description of the Treasurer

Role Statement

If appointed, the treasurer works collaboratively with the president 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-law 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 Guidance - Position Description of the Secretary

Role Statement

The Corporation shall ensure that a Director has been appointed or designated to fulfill the function and duties of a Corporate secretary and that all necessary books and records of the Corporation required by the by-law of the Corporation or by any applicable statute or law are regularly and properly kept.

If appointed, the secretary works collaboratively with the President and the Board to support the Corporation 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-law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Maintain 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. ***The directors shall see that all necessary books and records of the Corporation required by the by-law of the Corporation or by any applicable statute or law are regularly and properly kept.***

Meetings

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