

# IEEE Canadian Foundation By-laws

## Section 1 - General

### 1.01 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 Corporation;
- c. "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;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- 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;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation
- j. "Foundation" means the IEEE Canadian Foundation.

### 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. 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.

### **1.06 Purpose**

The purpose of the Foundation is to support the scientific and educational objectives of The Institute of Electrical and Electronics Engineers, Incorporated, a New York not-for profit corporation (the "IEEE") within Canada by: (a) promoting the advancement of the theory and creative practice of electrical and electronics engineering in all its related branches; and (b) promoting the IEEE in Canada through activities including, but not limited to, the funding of IEEE McNaughton Learning Resource Centres, the awarding of IEEE Canadian Foundation Scholarships, and the awarding of IEEE Canadian Foundation Grants; all in consonance with the Constitution of the IEEE. This purpose is achieved in alignment with the Articles of incorporation.

### **1.07 Territory**

Activities of the Foundation shall normally be confined to Canada. Activities may, however, go beyond these boundaries when necessary or desirable to provide the

maximum benefit to recipients of grants or to optimize return on investment of Foundation funds.

### **1.08 Registered Charity**

The predecessor corporation, I.E.E.C. Inc., was incorporated in the Province of Ontario by Letters Patent dated June 10, 1971. The name of the corporation was changed to IEEE Canadian Foundation, by Supplementary Letters Patent dated June 29, 1992. By Supplementary Letters Patent dated September 22, 1993, the objects, provisions and powers of the corporation were amended so the Foundation qualified for tax-exempt status as a Registered Charity and as a Public Foundation. On October 6, 1993, Revenue Canada notified the Foundation of this registration.

The Foundation shall be carried on without gain for its Members, and any surplus or other accretions to the Foundation shall be used in achieving its purpose.

### **1.09 Compliance**

To maintain its tax-exempt status, the Foundation shall operate in compliance with applicable laws, regulations and requirements governing Registered Charities and Public Foundations. This includes compliance to the applicable provisions of: (a) the Objects, Special Provisions and Power Clauses of the Supplementary Letters Patent granted to the IEEE Canadian Foundation dated September 22, 1993, (b) the Income Tax Act, (c) the requirements of the Canada Revenue Agency (CRA), (d) the Charities Accounting Act and (e) the requirements of the Public Trustee for Ontario.

## **Section 2 - Directors**

### **2.01 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 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.

The immediate past President of the Board shall be a member of the Board for the duration of tenure in that office (normally three years). The immediate Past

President of IEEE Canada shall be a member of the Board for the duration of tenure in that office (normally two years). More than one term of directorship is permitted, subject to mutual agreement of the individual and the Board of Directors, and the limitation on the maximum number of Directors.

## **2.02 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 ordinary resolution removes the Director before the expiration of the Director's term of office.
5. If the Director is absent without excuse for three consecutive Board meetings or is verified by the Board to be no longer a member of IEEE
6. If the Director is deemed an ineligible individual by the Canada Revenue Agency.

## **2.03 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. 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
3. a quorum of Directors may fill a vacancy among the Directors.

## **2.04 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 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.

## **2.05 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:

1. No reimbursement of travel or other expenses will be paid for or reimbursed out of Foundation funds, unless approved in advance by the Board of Directors. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties, upon approval by the Treasurer;
2. 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](#).

## **2.06 Qualifications of Directors**

With the exception noted below, only persons who are Members of the Foundation and who are also members of IEEE, with the grade of Senior Member or higher, may be Directors of the Foundation. The immediate Past President of IEEE Canada shall be a Member of the Board and the Foundation by virtue of holding that office, as shall be the immediate past President of the Board. At the discretion of the Board, a maximum of two non-members of IEEE, who are considered highly qualified to serve and whose professional reputation would enhance the reputation of the Foundation, may be elected Directors and Members of the Foundation provided that evidence for such selection is entered into the minutes of the meeting.

## **2.07 Number of Directors**

The number of voting Directors shall be twelve inclusive of the two Directors noted in Section 2.06 above. In no event shall the number of voting directors be less than seven.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law.

### **3.02 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.

### **3.03 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.

### **3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the first Vice-president will act as Chair, otherwise Directors present shall choose one of their number to act as the Chair.

### **3.05 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. Votes shall be taken by assent or dissent unless any Director present requests a poll of Directors attending.

### **3.06 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.

### **3.07 Quorum of Directors**

One half of the number of voting Directors that there would be if there were no vacancies, but in no event no less than six.

### **3.08 Action Without a Meeting**

Unless otherwise restricted the bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a majority consent, which sets forth the action, is signed, or acknowledged via e-mail and confirmed promptly in writing to the Secretary, by all members of the board or committee, as the case may be. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the

director. The action and summary of written confirmations shall be filed with the minutes of the proceedings of the board or committee for ratification.

## **Section 4 - Financial**

### **4.01 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.

### **4.02 Financial Year**

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

### **4.03 Financial Management**

The Board of Directors shall be responsible to the Members of the IEEE Canadian Foundation for the management and protection of all funds utilized in the operation of the Foundation. The Foundation's capital funds shall be prudently invested at a reasonable rate of return. In order to protect these capital funds, only investment income and income from donations shall be made available for disbursement. These moneys shall be disbursed in accordance with the Constitution and By-Laws of the Foundation.

The Foundation shall be entitled to accept special purpose endowments provided that the terms thereof are consistent with the aims and objectives of the Foundation and are not contrary to law or Canada Revenue Agency (CRA) rules and regulations for Registered Charities and Public Foundations. The Board shall have the authority to negotiate the terms of any such endowment and to make all arrangements necessary to carry out its special terms.

### **4.04 Auditors**

Each annual meeting, shall receive a recommendation to the Members of the Foundation, for the appointment of an auditor to conduct the audit of the Foundation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Audit Committee



shall recommend, and the Board shall approve, filling any vacancy in the office of the auditor. Upon the recommendation of the Audit Committee, the Board shall fix the remuneration of the auditor.

#### **4.05 Dissolution**

In the event of dissolution of the Foundation, and after payment of all debts and liabilities, the residual funds and assets of the Foundation shall be distributed to one or more Canadian charitable organizations for use in support of IEEE activities in Canada.

### **Section 5 - Officers**

#### **5.01 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, first 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 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. such 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 the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.05 Duties of the President and First Vice President**

The president shall perform the duties described in Schedule A1 and such other duties as may be required by law or as the Board may determine from time to time.

The first vice-president shall perform the duties described in Schedule A2 and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.06 Duties of the Treasurer**

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

#### **5.07 Duties of the Secretary**

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

### **Section 6 - Protection of Directors and Others**

#### **6.01 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, 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*.

The Foundation may but need not purchase insurance against the liability imposed by Section 6.01.

## **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.

### **7.02 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 8 - Members**

### **8.01 Members**

Membership in the Corporation shall consist of natural persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

### **8.02 Membership**

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*.

With the exception noted in Section 2.06, all Members of the Foundation shall be Members of IEEE.

The maximum number of Members shall be limited to thirty-five.

### **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.

### **8.04 Dues**

There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by unanimous vote of the members of the Board of Directors present and entitled to vote. The vote shall become effective only when confirmed by a majority vote of the Members at an annual or special general meeting.

### **8.05 Emeritus Leaders**

The Board of Directors may recognize a long-serving Member who has made exemplary contributions to the Foundation by a Resolution conferring the Emeritus Leader designation upon expiration of the Member's last term of membership in the Foundation, or at any other suitable time. The Secretary of the Foundation shall promptly inform each individual so designated. There may be up to ten Emeritus Leaders of the Foundation at any time. Emeritus Leaders are no longer Members of the Foundation as defined in Section 8.01, are not actively involved in the Foundation, and do not enjoy any Member privileges. The Emeritus Leader designation ceases upon the death of the Emeritus Leader, or by Resolution of the Board of Directors.

## **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, 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.

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 21 days after receiving the requisition unless the *Act* provides otherwise.

### **9.03 Notice**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, 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 is not less than ten 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, provided that in no case can any meeting be held unless five Members are present.

### **9.05 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.

### **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 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 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.

If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.

### **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 By-laws**

### **11.01 Amendments to By-laws**

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



By-Laws may be amended, repealed, or adopted by a two-thirds vote of the Board, to be effective immediately or at a scheduled date, but must be confirmed, amended or rejected by the Members at the next Member's meeting and provided that notice of any meeting to amend the Letters Patent or By-Laws or to provide for the dissolution of the Foundation shall be given to the members of the Board of Directors at least fourteen days prior to the meeting. Additionally, any action relating to dissolution of the Foundation requires a two-thirds confirming vote at a duly constituted meeting of the Members.

Enacted by Board approval August 1, 2024, Members approval September 11, 2024.

David Whyte, President

Patrick Nkwari, Secretary

## **Schedule A1**

### **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 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**

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.

## **Schedule A2**

### **Position Description of the First Vice-President**

#### **Role Statement**

If appointed, the first vice-president shall be the deputy chief executive officer of the Corporation and shall assist with implementing the strategic plans and policies of the Corporation. The first vice-president shall, subject to the authority of the Board, shall act in the absence or disability of the President. The first vice-president shall have such powers and perform such duties as may be delegated by the President or prescribed by the Board.

#### **Responsibilities**

##### **Continuity**

Ensure continuous operation of the Foundation in the event the President is unable to do so.

##### **Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

## **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.