BY-LAW NO. 1

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

COMMUNITY LIVING QUINTE WEST
(the "Corporation")

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BE IT 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:

(a) **"Act"** means the Ontario *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c.15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

(b) **"articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

(c) **"Board"** means the Board of directors of the Corporation;

(d) **"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

(e) **"chair**" means the chair of the Board;

(f) **'Corporation"** means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

(g) **"director"** means an individual occupying the position of the director of the Corporation by whatever name he or she is called;

(h) **"member"** means a member of the Corporation;

(i) **"members"** means that collective membership of the Corporation;

(j) **"meeting of members"** includes an annual meeting of members or a special meeting of members; **"special meeting of members"** includes a meeting of members and a special meeting of all members entitled to vote at an annual meeting of members;

(k) **"officer"** means and officer of the Corporation; and

(l) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time.

1.02 Interpretation

In the interpretation of the by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in the by-laws.

1.03 Severability

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws. 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 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

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 (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons 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 Financial Year End

Unless otherwise ordered by the Board of directors, the financial year end of the Corporation shall be March 31st in each year.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may

designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the chair or treasurer, together with the Executive Director, as the Board may designate, appoint or authorize from time to time by resolution.

1.08 Appointment of Auditors

The members shall at each annual meeting appoint an auditor or auditors to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of directors.

1.09 Head Office

The head office of the Corporation shall be in the city of Quinte West, in the province of Ontario, or, if authorized by by-law, at such other location in Canada.

SECTION 2 – MEMBERS

2.01 Membership Conditions

Subject to the articles, there shall be one (1) class of members in the Corporation. Each person who is elected as a director shall, effective immediately upon becoming a director, automatically be admitted as a voting member of the Corporation without further action or formality. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Membership Fees

Any fees payable or contributions required for membership in the Corporation shall be determined by the Board.

2.03 Termination of Membership

A membership in the Corporation is terminated when:

a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
b. the member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
c. the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
d. the member is terminated by the Board, in accordance with Section 2.04 of this by-law;

e. the member's term of membership expires; or
f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.04 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

a. violating any provision of the articles, by-laws, or written policies of the Corporation;
b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the chair of the Board or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair of the Board, or such other officer as may be designated by the Board, in response to the notice received not less than five (5) days before the end of the fifteen (15) day-period. In the event that no written submissions are received by the chair of the Board, the chair of the Board, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board may allow the member to make oral submissions to the Board. The Board will consider the written and oral submissions (if any) in arriving at a final decision and shall notify the member concerning such final decision. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Notice of Meeting of Members

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 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. Notice of each meeting must remind the member of the right to vote by proxy.

3.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the majority consent of the members present at the meeting.

3.03 Chair of the Meeting

In the event that the chair of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

3.04 Quorum

A quorum for transaction of business at any meeting of members shall be a majority of the members entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the members to proceed with the business of the meeting.

3.05 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 (1) 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.

3.06 Participation by Electronic Means

A meeting of 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. A meeting of members held in such a manner 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 to be present in person at the meeting.

3.07 Annual Meeting of Members

The annual meeting of members shall be held on a day and at a place within Ontario fixed by the Board. An annual meeting of members must be called no later than fifteen (15) months after the preceding annual meeting of members.

An annual meeting of members shall be held for the transaction of the following business:

a. Approval of the Minutes of the previous annual meeting of members;

b. Receiving reports of the activities of the Corporation during the previous year, the Annual Financial Statement and the Audit Report;

c. The appointment of auditors for the current year;

d. The election of directors;

e. Transaction of any other business, either special or general which is pertinent to the interests of the membership and which may properly come before the annual meeting of members with at least ten (10) days notice before the meeting.

Any member, upon request, shall be provided, not less than twenty-one (21) days or other number of days 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.

3.08 Special Meetings

The directors may call a special meeting of the members. The Board shall call a special meeting on written requisition of members who hold at least 10 per cent (10%) of votes that may be cast at a meeting of members, for any purpose connected with the affairs of the Corporation that

does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.09 Proxies

A member entitled to vote at a meeting of members may by means of a proxy authorize another individual, or one or more alternate individuals who need not be members of the Corporation, to attend and act on the member's behalf to the extent and with the authority conferred by the proxy. A proxy holder has the same rights as the member to speak and to vote.

A proxy must be signed by the member or the member's attorney and be in the required form and is valid only for the meeting for which it is given.

The Board may fix a time not exceeding 48 hours, excluding Saturdays, Sundays and holidays, by which time the proxy must be filed with the office of the Corporation and any period of time so fixed must be specified in the notice of meeting.

A member may revoke a proxy by filing at the office of the Corporation a revocation signed by the member or the member's attorney at any time prior to the day of the meeting; or by presenting the revocation to the chair on the day of the meeting.

3.10 Adjournments

The chair may, with the majority consent of any members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days of more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION 4 – DIRECTORS

4.01 Board of Directors

The Board shall consist of the number of directors as specified in the articles.

The number of directors of the Corporation and the number of directors to be elected at the annual meeting of the members must be the number determined from time to time by special resolution of the members or, if a special resolution of the members empowers the directors to determine the number, by resolution of the directors.

4.02 Nomination to the Board

Nominations made for the election of directors must be made in accordance with the nominating procedure prescribed by the Board from time to time and must be received at the head office of the Corporation at least thirty (30) days prior to the annual meeting.

4.03 Election and Term

At the first election of directors following approval of this by-law, one-half (1/2) of the directors shall be elected by the members for a two-year (2) term and one-half (1/2) of the directors shall be elected by the members for a one-year (1) term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three (3) year terms. Each director shall be eligible to serve for a maximum of three (3) consecutive three (3) year terms. After a period of one (1) year's absence, a director may be eligible for re-election.

The past president or chair may stand for re-election for one (1) additional term of one (1) year.

At least one (1) director must be a self-advocate with an intellectual disability.

4.04 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;

c. if the director becomes bankrupt;

d. if the director is found to be incapable of managing property by a court or under Ontario law; or

e. if, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members removing the director before the expiration of the director's term of office.

4.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

a. a quorum of directors may fill a vacancy among the directors, and the appointee shall hold office until the next annual meeting of members. After that, the appointee shall be eligible to be elected as a director. The total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members;

b. if there is not a quorum of directors or there has been a failure to elect the 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, the meeting may be called by any member;

c. if the vacancy occurs as a result of the members removing a director, the members may fill the vacancy by a majority vote and any director elected to fill the vacancy shall hold office for the remainder of the removed director's term; and

d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating director. After that, the appointee shall be eligible to be elected as a director.

4.06 Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director, provided that:

a. Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties; and

b. 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 5 – MEETING OF DIRECTORS

5.01 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at any time and any place on notice as required by this by-law. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed.

There shall be at least six (6) regular meetings prescribed per year.

5.02 Special Meetings

The chair, vice-chair, secretary or if two (2) directors so request in writing, may call a special meeting of the Board, at any time and any place on notice as required by this by-law.

5.03 Notice of Meeting

Notice of the time and place for the holding of a regular meeting of the Board shall be given to every director of the Corporation not less than five (5) days before the time when the meeting is to be held.

Notice of the time and place for the holding of a special meeting of the Board shall be given to every director of the Corporation not less than five (5) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of 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.

5.04 Waiver of Notice

No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings of the meeting and any director may at any time waive notice of a meeting of the Board and may ratify and approve of any or all proceedings of the meeting. Attendance of a director at a Board meeting is a waiver of notice of the meeting, except if the director attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called.

5.05 Quorum

A quorum for transaction of business at any meeting of directors shall be a majority of the directors.

If no quorum exists for the purpose of voting on a resolution only because a director is not permitted to be present at the meeting due to a conflict of interest, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

5.06 Chair

The chair shall preside at Board meetings. In the absence of the chair, the vice-chair shall preside at Board meetings. In the absence of the chair or vice-chair, the directors present shall choose one of their number to act as the chair.

5.07 Voting

At all meetings of the Board, every question or motion shall be decided by a majority of the votes cast on the question. Each director shall be entitled to one vote. In the event of an equality of votes, the chair shall have a second or casting vote.

5.08 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

5.09 Participation by Electronic Means

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. A meeting of directors held in such a manner must provide 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 to be present in person at the meeting.

SECTION 6 – OFFICERS

6.01 Officers

The Board shall appoint from amongst the directors a chair and may appoint any other person to be vice-chair, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint such other officers and agents as it deems necessary, and who shall have the authority and shall perform such duties as the Board may prescribe from time to time.

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

a. **Chair of the Board** - The chair of the Board shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

b. **Vice-Chair of the Board** - The vice-chair of the Board 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.

c. **Secretary** – The secretary of the Board 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.

d. **Treasurer** – The treasurer of the Board shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

6.02 Duties of the Executive Director

The Executive Director of the Corporation shall be appointed by the Board as an officer of the Corporation. The Executive Director shall be responsible to the Board for the direction and management of the affairs and undertakings of the Corporation within the limitations of the by-laws and policies of the Corporation. All staff members shall be under the direction of and be responsible to the Executive Director.

6.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board of directors may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

a. the officer's successor being appointed,
b. the officer's resignation,
c. the officer ceasing to be a director (if a necessary qualification of appointment) or
d. sthe officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by ordinary resolution, appoint a person to fill such vacancy.

SECTION 7 – INDEMNITIES TO DIRECTORS AND OTHERS

7.01 Protection of Directors and Officers

Every director or officer of the Corporation, former director or officer of the Corporation, and an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, shall be indemnified against all costs, charges, and expenses, including an amount paid

to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the association with the Corporation. A Corporation shall not indemnify an individual unless:

a. the individual acted honestly and in good faith with a view to the best interest of the Corporation; and
b. if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

7.02 Insurance

The Board shall cause to be purchased and maintained as it considers advisable and necessary insurance coverage to ensure that directors, officers and members will be indemnified and saved harmless in accordance with this by-law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

SECTION 8 – NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or to the auditor or person who has been appointed to conduct a review engagement shall be sufficiently given:

a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation;
b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, or auditor or person who has been appointed to conduct a review engagement in accordance with any information believed by the secretary to be reliable. The declaration by the

secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, auditor or person who has been appointed to conduct a review engagement, 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 9 – CONFLICT OF INTEREST

9.01 Conflict of Interest

A director or officer who is in any way directly or indirectly interested in a contract or transaction, or proposed 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 or vote on any resolution to approve any such contract or transaction.

SECTION 10 - DISPUTE RESOLUTION

10.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person

instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

a. the dispute or controversy shall be settled by mediation, and in the event that the dispute or controversy is not resolved, then:

b. the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

c. all costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 11 day of September, 2024 and confirmed by the members of the Corporation on the day of 11 day of September, 2024.

Digitally signed by
HODDINOTT, BRENT 391
Date: 2026.10.29 08:37:13
-04'00'

Brent Hoddinott
Board Chair
Community Living Quinte West

Callum Winsor

CallumWinsor
Director/Officer
Community Living Quinte West

Schedule A

Duties of the Chair

Role Statement

The chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among directors and between the Board and senior management, if any, of the Corporation. The chair ensures the Board discusses all matters relating to the Board's mandate.

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 and 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 B

Duties of the Vice-Chair

Role Statement

The vice-chair shall assume the duties of the chair in the absence of the chair and carry out such other duties as are assigned by the Board or chair.

Schedule C

Duties of the Secretary

Role Statement

The secretary 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. 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.

Schedule D

Duties of the Treasurer

Role Statement

The treasurer works collaboratively with the chair 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.