The following is a CRC version of the Ontario Not-for-profit Corporations Act (ONCA) standard organization by-law.

Some variables to review and ensure to revise and adapt to your church's situation:

2.01 Election of Directors; composition of the Board/Council; terms of office

5.01 Officers; composition of Executive Committee

8.01 Members; requirements and determination of a Member of the Corporation

11. Dissolution, Division, Disaffiliation - these are CRC specific and optional; not required per ONCA

This by-law template and other ONCA resources are located on the CRC Network site:
https://network.crcna.org/topic/church-administration/church-admin-finance/ontario-not-profit-corporations-act

Ontario Christian Reformed Church
Standard Organizational By-law

BY-LAW NO. 1

A By-law relating generally to the transaction of the administrative affairs of

ONTARIO CHRISTIAN REFORMED CHURCH

BE IT ENACTED as a By-law of Ontario Christian Reformed Church (hereafter referred to as “the Church”) as follows:

Section 1 - General

1.01 Definitions

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

> "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
>
> “Baptized Member” means a person admitted as a baptized member pursuant to processes as contained in the Church Order;
>
> "Council" means the board of directors of the Corporation;

"By-laws" means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Chair" means the chair of the Council;

“Church” means the Corporation;

“Church Order” means the Church Order and Supplements as approved by the Synod of the The Christian Reformed Church in North America;

"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;

“Council” means the Council of Directors as comprised of the Elders and Deacons.

“Deacon” means a person appointed as a Deacon and who has not ceased to be a Deacon;

“Director” means an Elder or Deacon, as the case may be, who are, and shall be deemed to be, an individual occupying the position of director of the Corporation;

“Denomination” means The Christian Reformed Church in North America;

“Elder” means a person appointed as Elder and who has not ceased to be an Elder;

“Indemnified Person” means each and every current and former Elder, Deacon, Minister, Director, Officer, employee, and volunteer of or working at or for the Church, in each case to the extent that the Act and other applicable law permits such a person to be indemnified and/or receive the benefits and protections provided for herein;

"Member" means a member of the Corporation;

"Members" means the collective membership of the Corporation;

“Minister” means the Minister of the Word or Commissioned Pastor presently holding office;

“Officer” means an Officer of the Corporation;

“Professing Member” means a person admitted as a professing member pursuant to processes as contained in the Church Order;

“Special Meeting” or “Congregational Meeting” means a meeting of Members called hereunder; and,

“Special Resolution” means a resolution passed by the Council and confirmed with or without variation by at least 70% of the votes cast at a meeting of Members duly called for that purpose or, in lieu of such confirmation, by the consent in writing of at least 70% of the Members.

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 Council.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Council may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 - Directors

2.01 Election and Term

The affairs of the Church shall be managed by a board of directors, which board shall also be known as the Council of the Church, comprised of elders and deacons. Each of the Directors shall at the time of election or appointment, or within 10 days thereafter and throughout his or her term of office, be a Member of the Church.

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.

Terms of office are typically for three (3) years, although exceptions allowing for a fourth (4) year may be permitted if there is need. Such an extension shall be approved in a meeting of the Council.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- 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;
- if the Director dies or becomes bankrupt;
- if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

- 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.

2.03 Filling Vacancies

A vacancy on the Council 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:

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

2.04 Committees

Committees may be established by the Council as follows:

- The Council may appoint from their number a managing Director or a committee of Directors (Executive Committee) 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
- Subject to the limitations on delegation set out in the Act, the Council may establish any committee it determines necessary for the execution of the Council's responsibilities. The Council shall determine the composition

and terms of reference for any such committee. The Council 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:

- Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
    - considered reasonable by the Council;
    - approved by the Council for payment by resolution passed before such payment is made; and
    - in compliance with the conflict of interest provisions of the Act; and
- Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

2.06 Ministers

Ministers serving the Church shall be called pursuant to processes as outlined in the CRCNA Church Order under the oversight of Council. They shall carry out

their calling in accordance with the stipulations of the Letter of Call. They shall be ex-officio members of Council without vote and shall not serve as an officer.

Ex-officio members of Council have the right to attend, ask questions, and be heard on all matters at all meetings of the Council to the full and same extent as Elders and Deacons, except for matters that would be a conflict of interest such as compensation and performance reviews.

Section 3 - Council (Board of Directors) 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, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and, if applicable, the place of the meeting.

3.02 Regular Meetings

The Council may fix the place, if applicable, and time of regular Council 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 Council 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 of the Directors 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 Council may, without notice, hold its first meeting immediately following the annual meeting of the Corporation. Notice of a meeting of the Council published in the church bulletin or posted in a public notice following the custom of the Church shall be deemed to be sufficient notice of such a meeting.

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 Council meetings. In the absence of the Chair, the 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 Council 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.

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.

Section 4 - Financial

4.01 Banking

The Council 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 Council may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Council shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of Chair and president may also be held by the same person. The Council may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Council may prescribe from time to time.

There shall be the following officers of the Church, each of whom shall be a member of the Council, except the Treasurer, who may be a non-member of the Council:

Chairperson (President), who shall be an Elder

Vice-Chairperson (Vice-President"), who shall be an Elder

Clerk (Secretary), who shall be an Elder

Treasurer

Chairperson of the Pastorate, who shall be an Elder

Chairperson of the Diaconate, who shall be a Deacon

One person may hold more than one office except the offices of Chairperson and Vice-Chairperson.

The Chairperson, Vice-Chairperson, and the Clerk shall be elected from among the Elders at the first meeting of Council, after the annual election of such Council, provided that in default of such election the then incumbents, being members of Council, shall hold office until their successors are elected.

The Treasurer shall be appointed by the Council.

The Officers with the exception of the Treasurer, shall serve as the Executive Committee of the Council of Directors as defined in the Ontario Non-Profit Corporations Act.

5.02 Office Held at Council's Discretion

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

- the Officer's successor being appointed,
- the Officer's resignation, or
- 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 and Vice-Chairperson

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 Council may determine from time to time. During the absence or inability of the Chairperson, his/her duties and powers may be exercised by the Vice-Chairperson or such other director as Council may from time to time appoint for the purpose.

5.05 Duties of the President and Vice-President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Council may determine from time to time. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President or such other director as Council may from time to time appoint for the purpose.

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 Council may determine from time to time.

5.07 Duties of the Clerk (Secretary)

The clerk (secretary) shall perform the duties described in Schedule C and such other duties as may be required by law or as the Council 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 Council 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:

- complied with the Act and the Corporation's articles and By-laws; and
- 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.

7.02 Charitable Corporation

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

The membership shall consist of the applicants for the incorporation of the Church and such other individuals as are admitted as members by the Council. All applicants for membership must have reached the age of 18 and have publicly professed their faith, and must be otherwise eligible to be members in good standing of the Church, to the satisfaction of the Council, and must recognize and subscribe to the following as the fundamental principles of church doctrine and government:

a) The Bible as the inspired and infallible word of God and the only rule for faith and life;

b) The forms of unity of the Christian Reformed Church in North America, namely, the Belgic Confession, the Heidelberg Catechism, the Canons of Dordt, and the Contemporary Testimony “Our World Belongs to

God," and any amendments or additions thereto as may hereafter be adopted by the Synod of the Christian Reformed Church; and

c) The articles of the Church Order, adopted by the Synod of the Christian Reformed Church, and any revision thereof, are incorporated herein by reference and shall regulate the ecclesiastical government, organization and operation of the church.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Council.

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.

8.03 Disciplinary Act or Termination of Membership for Cause

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

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

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent special meetings;
- consideration of the financial statements;
- report of the auditor or person who has been appointed to conduct a review engagement;
- reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- election of Directors; and
- 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 Council shall call a special meeting on written requisition of the Members who hold at least 10 percent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

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 a majority 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.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice-Chair will preside. 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:

- each Member shall be entitled to one vote at any meeting;
- 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;
- an abstention shall not be considered a vote cast;
- 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;

- 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
- 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:

- The time of the continued meeting.
- If applicable, the place of the continued meeting.
- 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 Council 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 - Dissolution, Division, Disaffiliation

11.01 DISSOLUTION

Subject to the provisions of the Letters Patent, in the event of the dissolution of the Church, with the approval of classis, its remaining assets, if any after the payment of its debts and expenses, shall be distributed to, and only to, one or more charities in Canada that are registered with the Canada Revenue Agency, in the manner approved by Council, upon consultation with Classis, and approved by an affirmative vote of the Members of the Church.

11.02 CONSENSUAL DIVISION

In the event of consensual division of this Church by vote of its Members and with the consent of Classis, into two or more Christian Reformed Churches, all real and personal property of this Church shall be distributed between the two or more Christian Reformed churches as agreed to by the Members, subject to the review of said distribution by Classis (or Synod on appeal).

11.03 DISAFFILIATION

In the event of a desire to disaffiliate from the Christian Reformed Church of North America, the process outlined in Article 38-f of the Church Order shall be followed. The Council will inform Classis of this desire with written grounds of its intention to withdraw and agree to meet with classical representatives. The Council will call two congregational meetings as required by the Church Order.

Section 12 - Adoption and Amendment of By-laws

12.01 Amendments to By-laws

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

Enacted [insert date, except where Corporation is deemed to have passed this by-law under subsection 18(1) of the Act.].

Approved by the Council and witnessed this day of ,2024.

_____

Chairperson

_____

Clerk

Approved by the Membership of the Church this day of , 2024

_____

Clerk

Schedule A

Position Description of the President

Role Statement

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Council, 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 Council and of meetings of Members as a non-member thereof without the right to vote, save and except when the Council is discussing the position, salary or benefits of the president.

Responsibilities

Agendas

Establish agendas aligned with annual Council goals and preside over Council 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 Council meetings is prepared annually.

Direction

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

Performance Appraisal

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

Work Plan

Ensure that a Council work plan is developed and implemented that includes annual goals for the Council and embraces continuous improvement.

Representation

Serve as the Council's primary contact with the public.

Reporting

Report regularly to the Council on issues relevant to its governance responsibilities.

Council Conduct

Set a high standard for Council 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 Council.

Committee Membership

Serve as a member on all Council committees.

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 Council 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 Council 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 Council, 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 Council.

Council Conduct

Maintain a high standard for Council 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 Council 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 Clerk (Secretary)

Role Statement

If appointed, the Clerk (secretary) works collaboratively with the president to support the Council in fulfilling its fiduciary responsibilities.

Responsibilities

Council Conduct

Support the president in maintaining a high standard for Council 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 Council and Council committees. Attend to correspondence on behalf of the Council. 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 Council.

Meetings

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