

CANADA SOUTH LAND TRUST

BY-LAW: November 2013

A By-law to amend, consolidate and restate the provisions of all previous by-laws.

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IT IS HEREBY ENACTED as a By-law of the Corporation as follows:

INTERPRETATION

1. **Definitions.** In this By-law, unless the context otherwise requires:
 - (a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including the regulations made pursuant to the Act, in each case, as such statute or regulations may be amended, restated or in effect 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.
 - (e) **“Contracts, Documents and Instruments in Writing”** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper and electronic writings.
 - (f) **“Corporation”** means Canada South Land Trust, a Canada, non-share capital corporation, incorporated under the Act and having federal corporation number 401193-7.

- (g) **“Director”** means a member of the Board.
- (h) **“Member”** means a member of the Corporation including Class A and Class B members.
- (i) **“Membership”** means membership in the Corporation including Class A and Class B membership.
- (j) **“Officer”** means an officer of the Corporation.
- (k) **“President”** means the president of the Corporation.
- (l) **“Secretary”** means the secretary of the Corporation.
- (m) **“Treasurer”** means the treasurer of the Corporation.
- (n) **“Vice-President”** means the vice-president of the Corporation.

- 2. **Plural.** Words that are in the singular form are deemed to include the plural form and vice versa.
- 3. **Include, Etc.** Whenever the words “include,” “includes” or “including” (or similar terms) are used they are deemed to be followed by the words “without limitation.”
- 4. **Words Defined by Act.** Other than as specified in section 1 of this By-law, words and expressions defined in the Act have the same meanings when used in this By-law.
- 5. **Severability.** 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.

EXECUTION OF INSTRUMENTS

- 6. **Signing Authorities.** Contracts, Documents, Instruments in Writing or other documents requiring the signature of the Corporation may be signed by any two of the President, Vice-President, Secretary or Treasurer and all Contracts, Documents, Instruments in Writing and other documents so signed shall be binding upon the Corporation without any further authorization or formality.
- 7. **Other Authorization.** Notwithstanding any provisions to the contrary contained in this By-law, the Board may at any time by resolution direct the manner in which and the person or persons by whom, any specific or particular type of Contract, Document, or Instrument in Writing of the Corporation may or shall be executed.

8. **Certified Documents.** Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

FINANCIAL MATTERS

9. **Financial Year End.** The financial year end of the Corporation shall be December 31st in each year.
10. **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 such Officer of the Corporation and/or other person as the Board may by resolution from time to time designate, direct or authorize.
11. **Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in such subsection 172(1) are available at the registered office of the Corporation, and that any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.
12. **Borrowing.** If authorized by a by-law which is duly adopted by the Board and confirmed by resolution of the Members, the Directors of the Corporation may from time to time:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
 - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- Any such by-law may provide for the delegation of such powers by the Directors to such Officers or Directors to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

MEMBERSHIP

13. **Eligibility for Membership.** In order to be eligible to be considered for Membership, whether Class A or Class B Membership, each candidate shall:
- (a) be interested in furthering the objects of the Corporation;
 - (b) be at least eighteen years of age; and
 - (c) submit to the Corporation a completed application for Membership in the form

from time to time required by the Board.

14. **Board Consideration of Admission to Membership.** Each eligible candidate, whether for Class A or Class B Membership, shall be considered by the Board at the Board's first meeting following the candidate satisfying all eligibility requirements. The Board shall decide to admit or deny admission of the candidate and, if admission is decided, the Membership class by majority resolution passed at such meeting of the Board. For greater clarity the Board is not required to admit a candidate to either Membership Class A or Class B, simply because he or she satisfies all eligibility requirements but rather has discretion in that regard, providing the exercise of such discretion is not based on any unlawful discrimination.
15. **Classes of Membership and Related Privileges.** There shall be two classes of Membership as set out in the Articles: "(1) The Class A members shall be entitled to receive notice of and to attend all meetings of the Members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings which only another class are entitled to vote separately as a class. (2) Except as otherwise provided by the Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23 the Class B members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation."
16. **Conditions of Membership.** Members shall:
 - (a) **Compliance.** Comply with this By-law and the rules from time to time established by the Board with respect to participation in the activities of the Corporation.
 - (b) **Co-operate in Conflict Management Efforts.** Co-operate as reasonably requested by the Board in any conflict management efforts.
 - (c) **Annual Dues and Other Amounts.** Pay to the Corporation annual dues as are from time to time established within the time period from time to time required in accordance with this By-law and further pay to the Corporation such other amounts as may from time to time be owing by the Member within such time frames as from time to time required.
17. **Breach and Discipline.** Subject to section 18 of this By-law, Members who breach the conditions of Membership as outlined in section 16 of this By-law shall:
 - (a) **Non-Payment of Dues or other Amounts Owing.** If the breach relates to default on the payment of any Membership dues or other amounts owed to the Corporation, automatically be deemed not to be in good standing. However the good standing status of the Member shall automatically be re-instated upon payment of all unpaid dues or other amounts owing, provided that the Membership has not been terminated in the interim, such as would happen for

example at the closure of the next annual general meeting if the Member had not paid up by that time. In such a case the Member would be required to apply for Membership anew in accordance with this By-law.

- (b) **Reprimand.** Be subject to a reprimand if so decided by a majority resolution passed by the Board at a meeting of the Board.
- (c) **Fine.** In situations involving damage to property or other loss related in whole or in part to the breach, be required to pay a fine, the imposition amount of which and time frame within which to pay to be decided by a majority resolution of the Board passed at a meeting of the Board, providing that any amount shall not be more than the value of the damage or loss sustained.
- (d) **Order to Obtain Education or Training.** Be subject to an order to obtain such education or training as the Board determines by a majority resolution passed by the Board at a meeting of the Board. Such education or training may at the discretion of the Board as determined by majority resolution of the Board passed at a meeting of the Board, be at the Corporation's expense or the Member's own expense.
- (e) **Suspension.** Be subject to suspension of Membership and/or suspension of the privilege to participate in one or more activities of the Corporation as decided by a majority resolution passed by the Board at a meeting of the Board, for such period of time as decided by a majority resolution passed by the Board at a meeting of the Board. For greater clarity, a suspended Member shall not be considered to be a Member in good standing for the suspension period.
- (f) **Expulsion.** Be subject to expulsion from Membership as decided by resolution of the Board passed by at least two-thirds of the votes cast at a meeting of the Board.

For greater clarity, a Member who is not in good standing shall not be entitled to the privileges associated with the Member's class of Membership.

18. **Discipline Process.** If an alleged breach of the terms of Membership is to be considered by the Board beyond automatic not-in-good standing status brought about by non-payment of Membership dues or other amounts owing to the Corporation, the Board shall:
- (a) **Notice.** Give at least seven days' notice to the subject Member which notice shall specify the nature of the alleged breach and details with respect to any evidence the Board intends to consider.
 - (b) **Hearing.** Give the subject Member an opportunity to respond to the alleged breach and be heard. The subject Member shall be entitled to be represented by counsel or an agent.

- (c) **Authority.** Following consideration of the alleged breach and any submissions, have authority to impose one or more of the disciplinary measures from among the options listed in section 17 of this By-law, as the Board considers appropriate. For greater clarity, the disciplinary options outlined in section 17 of this By-law are not mutually exclusive and more than one disciplinary measure may be imposed at the same time.
 - (d) **Decision.** Issue to the subject Member, as the case may be, the Board's decision in writing stating brief reasons for the decision. The decision of the Board shall be final and binding and no appeal shall lie therefrom.
 - (e) **Publication.** Discipline decisions of the Board may be disclosed to the Membership if so decided by majority resolution passed by the Board at a meeting of the Board.
19. **Term.** Admission to Membership shall be effective upon Board approval as per section 14 of this By-law and the term of Membership shall continue until terminated in accordance with section 20 of this By-law.
20. **Termination of Membership.** Membership is not transferable and terminates upon the happening of any of the following events:
- (a) **Next Annual General Meeting if not Renewed.** At the next annual general meeting, unless the Member renews Membership for the ensuing year in accordance with any requirements from time to time set by the Board.
 - (b) **Written Resignation.** If the individual holding Membership delivers notice in writing to the Secretary that he or she resigns his or her Membership, in which case the Membership shall be terminated at the time specified in the notice or at the first Board meeting following receipt of the notice by Secretary, whichever is later.
 - (c) **Criminal Offence Involving Moral Turpitude.** In the event the Member is convicted of a crime which in the opinion of the Board would reflect negatively on the Corporation, such termination of Membership shall be effective upon the Board's determination in that regard.
 - (d) **Expulsion by Board Discipline.** Upon decision to expel a Member as a disciplinary measure in accordance with sections 17 and 18 of this By-law.
 - (e) **Expulsion by Membership.** Upon resolution to expel a Member from Membership passed by at least three-quarters of the votes cast by the Membership present in person at a meeting of Members for which notice specifying the intention to pass such resolution has been given.

- (f) **Death.** The Member dies.

MEETINGS OF MEMBERS

21. **Calling of Meetings.**

- (a) **Annual General Meeting.** The Board shall call an annual general meeting to be held within ninety days after the end of the Corporation's fiscal year.
- (b) **Requisition.** The Board shall call a special meeting of Members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of Members carrying not less than five percent of the voting rights. If the Directors do not call a meeting within twenty-one days of receiving the requisition, any Member who signed the requisition may call the meeting.
- (c) **Other.** Members' meetings may otherwise be called at any time by the President or by a majority of the Board.

22. **Notice of Meetings of Members.** Notice of the time and place of meetings of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery during a period of twenty-one to sixty days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility during a period of twenty-one to thirty-five days before the day on which the meeting is to be held.

23. **Place of Meetings of Members.** Meetings of the Members will be held at such place within the County of Essex in the Province of Ontario as determined by the Board.

24. **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 accountant of the Corporation and such other persons who are entitled or required under any provision of the Act or the 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 by resolution of the Members.

25. **Chair of the Meeting.** The President shall chair Members' meetings, or in the absence or inability of the President the Vice-President, and in the absence or inability of the President and Vice-President, the Members present shall choose another Director to act as chair.

26. **Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty percent of the Members

entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

27. **Votes to Govern.** At any meeting of Members, every question shall, unless otherwise provided by the Articles, this By-law or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes on a show of hands or ballot, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
28. **No Remote Participation or Absentee Voting.** Remote participation by Members at meetings of Members, whether by electronic, telephonic or other remote participation means, shall not be permitted. Further, absentee voting by Members at meetings of Members, whether by electronic, telephonic, mailed in proxy or other absentee voting means, shall not be permitted.

MEMBERSHIP DUES

29. **Membership Dues.** The Board shall, at the annual general meeting, recommend any Membership dues and the time period for paying the same to the Members entitled to vote for their approval and upon such approval the same shall be due and the required time periods for payment for the ensuing year.

DIRECTORS

30. **Qualifications.** Each Director shall:
- (a) be a Member in good standing and thereafter remain throughout his or her term of office, a Member;
 - (b) be at least eighteen years of age;
 - (c) not be an individual who has been declared incapable by any court in Canada or in another country;
 - (d) not be an undischarged bankrupt;
 - (e) not be under contract with the Corporation; and
 - (f) not be an "ineligible individual" within the meaning of the *Income Tax Act* (Canada).
31. **Number.** The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. The minimum number of Directors may not be fewer than three, at least two of whom are not Officers or employees of the Corporation or its affiliates.

32. **Election of Directors.** Election of Directors shall be subject to and in accordance with the following:
- (a) **Eligible Candidates.** Individuals meeting the qualifications of Directors are eligible for election to the Board.
 - (b) **When Elections Held.** The election of Directors shall be held annually at the annual general meeting of the Members.
 - (c) **Method.** The Members shall elect the Directors. Each Board position shall be nominated and elected separately and individually. If there is only one candidate for a Board position, that position shall be acclaimed and no ballot is required. If more than one Member stands for election for the same Board position, a ballot vote must be held to determine the successful candidate.
 - (d) **Term of Office of Directors.** At the first election of Directors following the approval of this By-law, one-half of the Directors shall be elected for a two-year term and one-half of the Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for two-year terms or until their successors are elected.
33. **Vacancies.** The office of a Director shall be vacated:
- (a) **Resignation.** If the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.
 - (b) **No Longer Qualified.** Upon a Director ceasing to be qualified pursuant to this By-law. In such case, the vacancy will be deemed to have become effective on the date that the Director ceased to be qualified.
 - (c) **Removal.** 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 Directors' term of office.
 - (d) **Death.** Upon the death of the Director.
34. **Filling Vacancies.** A vacancy on the Board shall be filled as follows:
- (a) a quorum of Directors may fill a vacancy among the Directors;
 - (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors as 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.

35. **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 Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

MEETINGS OF THE BOARD

36. **Calling of Meetings.** Meetings of the Board may be called at any time by the President or any two Directors; provided that, for the first meeting following incorporation, such meeting may be called by any Director or incorporator.

37. **Notice of Meeting.** Notice of meetings shall be subject to and in accordance with the following:

- (a) **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. 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, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- (b) **Otherwise.** Otherwise, notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 47 of this By-law to every Director of the Corporation not less than three days before the time when the meeting is to be held.
- (c) **Waiver.** 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.
- (d) **Adjourned Meetings.** Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (e) **Purpose.** Unless this By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a

notice of a meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

38. **Quorum.** A majority of the Board shall form a quorum for the transaction of business by the Board.
39. **Conflicts of Interest.** A Director subject to a conflict of interest shall manage the same in accordance with the Act.
40. **Votes to Govern.** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
41. **No Remote Participation or Absentee Voting.** Remote participation by Directors at meetings of the Board, whether by electronic, telephonic or other remote participation means, shall not be permitted. Further, absentee voting by Directors at meetings of the Board, whether by electronic, telephonic, mailed in proxy or other absentee voting means, shall not be permitted.

COMMITTEES

42. **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 resolutions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

OFFICERS

43. **Officers.** The Board shall appoint from among the Directors a President, Vice-President, Treasurer and Secretary at its first meeting following the annual general meeting of the Corporation. The offices of Treasurer and Secretary may be held by the same person and may be known as the, "secretary-treasurer." The Board may appoint such other Officers and agents as it deems necessary.
44. **Powers and Duties.** The powers and duties of Officers shall be such as the terms of their engagement call for, which the Board shall outline in job descriptions, with such job descriptions to be attached to this By-law. The Board may from time to time and subject to the Act vary, add to or limit the powers and duties of any Officer.
45. **Office Held at Board's Discretion.** Any Officer shall cease to hold office upon resolution of the Board.

INDEMNIFICATION

46. **Indemnification.** The Corporation may indemnify a present or former Director or Officer or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity in accordance with the Act.

NOTICES

47. **Method of Giving Notices.**

- (a) Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, this By-law or otherwise to a Member, Director, Officer or member of a committee of the Board or to the accountant shall be sufficiently given:
 - (i) 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 in accordance with sections 128 (Notice of Directors) or 134(1) (Notice of Change of Directors) of the Act and received by the Director;
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.
- (b) 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, accountant or member of a committee of the Board 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.

48. **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law 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.

DISPUTE RESOLUTION

49. **Dispute Resolution Mechanism.** If a dispute or controversy among the Corporation, Members, Directors, Officers or committee members of the Corporation or arising out of or related to the Articles or this By-law, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be resolved by a process of dispute resolution as follows (to the exclusion of such persons instituting a law suit or legal action):
- (a) 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; and
 - (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

AMENDMENTS

50. **By-laws.** No amendment to this By-law shall be effective until confirmed by the Members.

REPEAL OF PRIOR BY-LAWS

51. **Repeal.** Subject to section 52 of this By-law, all prior by-laws of the Corporation are repealed.
52. **Proviso.** The repeal of prior by-laws shall not impair in any way the validity of any act.

Passed by the Board: [INSERT], 2013.

Elizabeth Learmonth
[INSERT NAME] - President

Larry Onysko
[INSERT NAME] - Secretary

Unanimously approved, ratified, sanctioned, amended and confirmed by the Members of the Corporation: [INSERT], 2013.

Elizabeth Learmonth
[INSERT NAME] - President

Larry Onysko
[INSERT NAME] - Secretary

ATTACHMENT 1: PRESIDENT JOB DESCRIPTION

The duties and responsibilities of the President shall, in addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the President shall have no independent power or authority.

1. When present and able, chair all meetings of the Board and the Members;
2. Supervise the affairs of the Corporation;
3. Sign all documents requiring his or her signature; and
4. Perform any other duties assigned by the Board.

ATTACHMENT 2: VICE-PRESIDENT JOB DESCRIPTION

The duties and responsibilities of the Vice-President shall in addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the Vice- President shall have no independent power or authority.

1. Perform the President's duties when the President is absent or unable to perform them;
and
2. Perform any other duties assigned by the Board.

ATTACHMENT 3: TREASURER JOB DESCRIPTION

The duties and responsibilities of the Treasurer shall in addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the Treasurer shall have no independent power or authority.

1. Keep proper books of account and accounting records for all financial and other transactions of the Corporation, including records of:
 - (a) Money received or paid by the Corporation and the matter to which the receipt or payment relates;
 - (b) Sales and purchases of the Corporation;
 - (c) Assets and liabilities of the Corporation; and
 - (d) Any transaction affecting the financial position of the Corporation;
2. Deposit money or valuables in the Corporation's account in the financial institution designated by the Board;
3. Make payments on behalf of the Corporation as the Board directs;
4. Report on the transactions completed and on the financial position of the Corporation to the Board when required of him or her;
5. Cooperate with the auditor of the Corporation; and
6. Perform any other duties assigned by the Board.

ATTACHMENT 4: SECRETARY JOB DESCRIPTION

The duties and responsibilities of the Secretary shall in addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the Secretary shall have no independent power or authority.

1. Give any notice required to be given at meetings of the Board and of the Members;
2. Attend all meetings of the Board and the Members and record all facts and minutes of those meetings in files or books kept for that purpose;
3. Keep and maintain the following documents and registers:
 - (a) Articles and By-laws and any amendments to them;
 - (b) Any unanimous Member agreement;
 - (c) Resolutions of Members and any committee of Members;
 - (d) If any debt obligation is issued by the Corporation, a debt obligation register in accordance with the Act;
 - (e) A register of Directors in accordance with the Act;
 - (f) A register of Officers in accordance with the Act; and
 - (g) A register of Members in accordance with the Act.