

BY-LAW NO. 1

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

TAMAHAAC CLUB

(the “**Club**”)

Established 1912

ARTICLE 1 GENERAL

1.1 Definitions

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

- (a) “**Act**” means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**Associate**” means an Associate Member of the Club;
- (c) “**Board**” means the Board of Governors of the Club;
- (d) “**By-laws**” means this by-law (and schedules) and all other by-laws of the Club as amended and which are, from time to time, in force and effect;
- (e) “**Chair**” means the chair of the Board;
- (f) “**Club**” means Tamahaac Club;
- (g) “**Executive Committee**” means the Executive Committee of the Club as described in paragraph 2.4(a);
- (h) “**Governor**” means an individual occupying the position of director of the Club;
- (i) “**House Committee**” means the House Committee of the Club as described in paragraph 2.4(b);
- (j) “**House Rules**” means the House Rules of the Club established by the Governors pursuant to section 2.7;
- (k) “**Member**” means a Proprietor Member and an Associate Member of the Club;
- (l) “**Members**” means the collective membership of the Club;
- (m) “**Nominating Committee**” means the Nominating Committee of the Club as described in section 2.6;
- (n) “**Proprietor**” means a Proprietor Member of the Club; and
- (o) “**Officer**” means an officer of the Club.

1.2 Interpretation

Other than as specified in Section 1.1, 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.

1.3 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.

1.4 Seal

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

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two (2) of its Officers or Governors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Governor or Officer may certify a copy of any instrument, resolution, By-law or other document of the Club to be a true copy thereof.

ARTICLE 2 GOVERNORS

2.1 Role, Election and Term

The Governors shall be the directors of the Club.

Subject to the Act, the Governors shall manage or supervise the management of the activities and affairs of the Club.

Governors shall be elected for a three (3) year term or until their successor is appointed or elected and shall be eligible for re-election for subsequent three (3) year terms. All Governors shall be Proprietors.

2.2 Vacancies

The office of a Governor shall be vacated immediately:

- (a) if the Governor resigns office by written notice to the Club, which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;
- (b) if the Governor dies or becomes bankrupt;
- (c) if the Governor is found to be incapable by a court or incapable of managing property under Ontario law; or
- (d) if, at a meeting of the Members, the Proprietors by ordinary resolution remove the Governor before the expiration of the Governor's term of office.

2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Governor appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Governor's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Governor, the Proprietors may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Governors or there has been a failure to elect the number or minimum number of Governors set out in the articles, the Governors in office shall, without delay, call a special meeting of Proprietors to fill the vacancy and, if they fail to call such a meeting or if there are no Governors in office, the meeting may be called by any Proprietor; and
- (c) a quorum of Governors may fill a vacancy among the Governors.

2.4 Committees

Committees may be established by the Board as follows:

- (a) **Executive Committee.** The Board may appoint an Executive Committee consisting of the President, Vice-President and Treasurer and may delegate to the Executive Committee any of the powers of the Governors except those powers set out in the Act that are not permitted to be delegated;
- (b) **House Committee.** The President may appoint a House Committee to plan and co-ordinate social activities and shall determine the composition and terms of reference of the committee;
- (c) **Other Committees.** Subject to the limitations on delegation set out in the Act, the Board may establish any other committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee; and
- (d) The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Governors

- (a) The Governors shall serve as such without remuneration and no Governor shall directly or indirectly receive any profit from occupying the position of Governor, except Governors may be reimbursed for reasonable expenses they incur in the performance of their Governors' duties.
- (b) Governors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Club in their capacity other than as Governors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the Act.

2.6 Nominating Committee

The Club shall have a Nominating Committee consisting of:

- (a) The President;
- (b) The immediate Past President; and
- (c) All other Past Presidents.

The immediate Past President shall be the chair of the Nominating Committee.

The Nominating Committee shall nominate:

- (a) New members of the Board of Governors;
- (b) The officers of the Club; and
- (c) The admission of new Proprietors.

2.7 House Rules

Governors may from time to time approve or change House Rules governing the social and other activities of the Club.

2.8 Fees, Dues and Assessments

The Board may from time to time establish initiation fees, annual dues, assessments or other amounts payable by Members based on such factors as the Board considers desirable and in the best interests of the Club including, without limiting the foregoing, the age, location of residence or duration of membership of the Member.

ARTICLE 3 BOARD MEETINGS

3.1 Calling of Meetings

Meetings of the Governors may be called by the Chair, president or any two (2) Governors at any time and any place on notice as required by this By-law.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Governor, and no other notice shall be required for any such meetings.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this By-law to every Governor of the Club not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Governors are present, and no one 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 Governors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Club.

3.4 Chair

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

3.5 Quorum

A majority of the Board shall be a quorum for meetings of the Governors.

3.6 Voting

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

3.7 Participation by Telephonic or Electronic Means

A Governor may participate in a meeting of the Board or of a committee of Governors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Governor participating by such means is deemed to be present at that meeting.

ARTICLE 4 CONFLICT OF INTEREST

4.1 Conflict of Interest

A Governor who is a party to a material contract or transaction or proposed material contract or transaction with the Club 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 Club shall make the disclosure required by the Act. Except as provided by the Act, no such Governor shall attend any part of a meeting of Governors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

ARTICLE 5 FINANCIAL

5.1 Banking

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

5.2 Financial Year

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

ARTICLE 6 OFFICERS

6.1 Officers

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

6.2 Office Held at Board's Discretion

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

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation, or
- (c) such Officer's death.

6.3 Duties

Officers shall be responsible for the duties assigned to them and they may not delegate to others the performance of any or all of such duties.

6.4 Duties of the Chair

The Chair shall perform the duties described in sections 3.4 and 9.5 and such other duties as may be required by law or as the Board may determine from time to time.

6.5 Duties of the President

The president 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.

6.6 Duties of the Vice President

The vice president 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.

6.7 Duties of the Treasurer

The treasurer 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.

6.8 Duties of the Secretary

The secretary 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.

ARTICLE 7 PROTECTION OF GOVERNORS AND OTHERS

7.1 Protection of Governors and Officers

Except as otherwise provided in the Act, no Governor, Officer, committee member or an individual acting in a similar capacity is liable for the acts, neglects or defaults of any other Governor, Officer, committee member or individual acting in a similar capacity or employee of the Club or for joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club 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 unless it results through the individual's failure, when exercising the powers and discharging the duties of their office, to act honestly and in good faith with a view to the best interests of the Club or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.2 Indemnity

The Club shall indemnify a Governor, Officer, former Governor or Officer of the Club or an individual acting in a similar capacity against all costs, charges and expenses including legal fees, and also 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 that association with the Club. The Club may advance money to an individual for the costs, charges and expenses of an action or proceeding referred to in this section, including legal fees, but the individual shall repay the money if the individual does not fulfil the conditions set out below in this section. The Club shall not indemnify an individual under this section unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Club, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Club will also indemnify the persons listed in Section 7.2 in any other circumstances that the Act permits or requires. Nothing in this By-law will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

ARTICLE 8 MEMBERS

8.1 Members

Membership in the Corporation shall consist of two classes of Members, namely, Proprietors and Associates. The Board may, by unanimous resolution, approve the admission of the Members of the Club. Only individuals and not corporations may be Members. The following conditions of Membership shall apply:

Proprietors

Proprietors shall be individuals who have been accepted for Proprietor Membership in the Club by unanimous decision of the Board and have paid any initiation fee as may be decided by the Board.

The term of Membership of a Proprietor shall be from the date of admission of the Proprietor as a Proprietor until the date that the Proprietor ceases to be a Member as provided in the By-laws.

As set out in the articles, each Proprietor shall be entitled to receive notice of, attend, and vote at all meetings of Members and each such Proprietor shall be entitled to one (1) vote at such meetings.

An Associate Member may be accepted by unanimous decision of the Board as a Proprietor and upon such acceptance the Member shall cease to be an Associate and shall become a Proprietor.

The number of Proprietors is limited to seventy-five (75).

Associates

Associates shall be individuals who have been accepted for Associate Membership in the Club by the unanimous decision of the Board and have paid any initiation fee as may be decided by the Board.

The term of Membership of an Associate shall be from the date of admission of the Associate as an Associate until the date that the Associate ceases to be a Member as provided in the By-law.

A Proprietor Member may be accepted by the unanimous decision of the Board as an Associate and upon such acceptance the Member shall cease to be a Proprietor and shall become an Associate.

Subject to the Act and the articles, Associate Members shall be entitled to receive notice of and to attend meetings of the Members of the Club but shall not be entitled to vote at such meetings.

8.2 Membership

A membership in the Club is not transferable and automatically terminates if the Member resigns, dies or such membership is otherwise terminated in accordance with the Act or the By-Laws of the Club.

8.3 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, House Rules or By-laws, for failure to pay any dues, assessments or other amounts as may be due to the Club from time to time or where the Board, by a two thirds vote, considers that the conduct of the Member or their guests to have compromised the welfare, reputation, interest or character of the Club.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of

the Member before making a final decision regarding disciplinary action or termination of membership.

ARTICLE 9 MEMBERS' MEETINGS

9.1 Annual Meeting

The annual meeting shall be held at the Club on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Governors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Proprietor has given notice to the Club of any matter that the Proprietor 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.

9.2 Special Meetings

The Governors may call a special meeting of the Members. The Board shall also call a special meeting on written requisition of the Proprietors who hold at least 10 per cent (10%) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise. The business of Special Meetings and Annual Meetings may be covered in one such meeting known as Special and Annual Meeting of the Proprietors.

9.3 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Governor 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.

9.4 Quorum

A quorum for the transaction of business at a Members' meeting is twelve (12) Proprietors entitled to vote at the meeting present. 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. If a quorum is not present at the opening of the meeting, the Proprietors may adjourn the meeting to a fixed time and place, but may not transact any other business.

9.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Proprietors present at any Members' meeting shall choose another Governor as chair and if no Governor is present or if all of the Governors present decline to act as chair, the Proprietors present shall choose one of their number to chair the meeting.

9.6 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 Proprietor shall be entitled to one (1) vote at any meeting;
- (b) votes shall be taken by a show of hands among all Proprietors present and the chair of the meeting, if a Proprietor, 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 Proprietor 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;
- (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;
- (g) Proprietors must be present in person at the meeting to vote or to speak; and
- (h) Associates shall be entitled to notice of and to attend meetings of Members but, except as may be provided in the Act, shall not be permitted to vote.

9.7 Adjournments

The Chair may, with the majority consent of Proprietors at 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 or 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.

9.8 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Governors, the auditor or the person who has been appointed to conduct a review engagement of the Club, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Club 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.

ARTICLE 10 BORROWING POWERS

10.1 Borrowing Powers

The Board of Governors may from time to time:

1. Borrow money on the credit of the Club; or
2. Issue, sell or pledge securities of the Club; or
3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed or other debt or any other obligation or liability of the Club;

provided that the amount at any one time owing in respect of moneys so borrowed, raised or secured shall not without the express sanction or approval of a general meeting of the Proprietors, exceed the sum of \$100,000 and provided further that no lender or other person dealing with the Club shall be concerned to see or enquire as to whether or not this limit has been observed.

From time to time the Governors may authorize any Governor, officer or employee of the Club or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Club as the Governors may authorize and generally to manage, transact and settle the borrowing of money by the Club.

ARTICLE 11 NOTICES

11.1 Service

Any notice required to be sent to any Member or Governor or to the auditor or person who has been appointed to conduct a review engagement of the Club 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 Club; and to such Governor at his or her latest address as shown in the records of the Club 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.

11.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Governor, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Club 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.

ARTICLE 12 ADOPTION AND AMENDMENT OF BY-LAWS

12.1 Amendments to By-laws

The current By-laws of the Club are repealed and replaced with the By-laws contained herein.

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

Enacted the 17th day of May, 2023.

President

Secretary

Schedule A

Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process, engages with Club members regularly to channel members' needs and perspectives to the Board at large and acts as the Board's spokesperson and representative. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Governors and between the Board and senior management of the Club. The president 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

Serves as the Board's central point of communication with the senior management of the Club; provides guidance to senior management regarding the Board's expectations and concerns. In collaboration with senior management and the other officers of the Club, develops standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal

Leads the Board in monitoring and evaluating the performance of senior management through an annual process.

Work Plan

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

Representation

Serves as the Board's primary contact with Members and the public.

Reporting

Reports regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Sets a high standard for Board conduct and enforces policies and By-laws concerning Governors' conduct.

Mentorship

Serves as a mentor to other Governors. Ensures that all Governors contribute fully. Addresses issues associated with underperformance of individual Governors.

Succession Planning

Ensures succession planning occurs for senior management, and the Board with particular emphasis on preparing the vice president to assume the office of president.

Committee Membership

Entitlement to serve as a member on all Board committees.

Schedule B

Position Description of the Vice President

Role Statement

The vice president works collaboratively with the president and senior management to support the Board in fulfilling its responsibilities and serves as a member of the Club's Executive Committee.

Responsibilities

The vice president works closely with the president in establishing annual Board schedules, workplans and agendas and will serve as acting president in the absence of the president with awareness of the president's role and responsibilities as noted in Schedule A.

The vice president will chair Board meetings as requested by the president as well as Executive Committee meetings and generally develop the knowledge and insight to successfully take on the role of president as part of succession planning.

Schedule C

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management to support the Board in achieving its fiduciary responsibilities and serves on the Club's Executive Committee.

Responsibilities

Custody of Funds

The treasurer shall direct the management of the Club to have custody of the funds and securities of the Club and shall direct the management of the Club to keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club. The treasurer shall direct the management of the Club to deposit all monies, securities and other valuable effects in the name and to the credit of the Club 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 direct the management of the Club to disburse the funds of the Club as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Governors 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 Club. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Club 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.

Reporting

The treasurer with assistance from senior management will keep the Board updated on the Club's financial position and condition and work with senior management and the Club's independent auditors or accountants to ensure timely, transparent, actionable and accurate financial disclosure to the Board.

Schedule D

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Governors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management and Distribution

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Club, the Board and Board committees. Distribute minutes of meetings to all Governors.

Attend to correspondence on behalf of the Board. Ensure safe custody at the Club of all minute books, documents, registers and the seal of the Club and ensure that the forgoing are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Minutes of Board meetings held on or after April 1, 2023 shall be made available to Members upon request.

Meetings

Give such notice as required by the By-Laws of all meetings of the Club, the Board and Board committees. Attend all meetings of the Club, the Board and as required or appropriate, Board committees.

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