

IMPERIO DA SANTISSIMA TRINDADE DO WINDSOR

BY-LAW NO. 2

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) **“Active Member”** means an active member of the Corporation as detailed in subsection 10(a) of this By-law and **“Active Membership”** has a corresponding meaning.
 - (b) **“Board”** means the board of directors of the Corporation.
 - (c) **“By-law”** means this by-law.
 - (d) **“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.
 - (e) **“Corporation”** means, Imperio Da Santissima Trindade Do Windsor.¹
 - (f) **“Director”** means a director of the Corporation.²

1 The Corporation is an Ontario, non-share capital corporation, incorporated July 20, 2012 pursuant to the Ontario *Corporations Act* and having Ontario corporation number 001874933.

2 Directors are the individuals who are typically elected by the Members to the Board, but can also be appointed by virtue of their office. This latter type of appointment is referred to as an *ex officio* appointment. Directors, board members and members of the board are synonymous terms and are in contrast to members of the Corporation.

- (g) **“Letters Patent”** means the letters patent of the Corporation as amended from time to time by any supplementary letters patent.³
 - (h) **“Member”** means a member of the Corporation, including Active and Supportive Members, and **“Membership”** has a corresponding meaning.⁴
 - (i) **“Mordomo”** means the individual or jointly the individuals referred to in section 10 of this By-law.
 - (j) **“Officer”** means an officer of the Corporation.⁵
 - (k) **“President”** means the president of the Corporation.
 - (l) **“Secretary”** means the secretary of the Corporation.
 - (m) **“Supportive Member”** means a supportive member of the Corporation as detailed in subsection 10(b) of this By-law and **“Supportive Membership”** has a corresponding meaning.
 - (n) **“Treasurer”** means the treasurer of the Corporation.
 - (o) **“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. **References to Legislation.** Any reference in this By-law to any legislation including any regulations promulgated thereunder or any section thereof shall, unless otherwise expressly stated, be deemed to be a reference to such legislation or section as amended, restated or re-enacted from time to time.
 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.
 6. **Footnotes.** The footnotes in this By-law are inserted for non-binding explanatory purposes only. They are not to be considered or taken into account for the purposes of construing or interpreting the provisions of this By-law nor shall they be used in any way to clarify, modify or explain the effect of any such provisions.

3 The Letters Patent is the charter or constitution for the Corporation – the document that brought the Corporation into existence. The Corporation’s Letters Patent are dated July 20, 2012, as amended by Supplementary Letters Patent dated [insert]. As of the date of this By-law, there are no supplementary letters patent.

4 Members of the Corporation are parallel to shareholders of a share capital corporation. As a non-share capital corporation, the Corporation has members and not shareholders. Members of the Corporation are in contrast to members of the Board of the Corporation.

5 Officers are appointed to facilitate the work of the Board in accordance with the terms of their appointments. Officers and directors are distinct from one another, although often officers are also directors. This is mandated by Ontario *Corporations Act* subsection 289(1) in the case of the President. Further, the By-laws in this case, mandate that the President and Vice-President be Directors.

LEGAL FRAMEWORK

7. **Hierarchy.** In order of hierarchy, the legal framework for the Corporation is as follows:
- (a) Law of the land, including the Canada *Income Tax Act* and the Ontario *Corporations Act*.
 - (b) Letters Patent.
 - (c) By-laws.
 - (d) Board Policy.
 - (e) Operational Policy.
- In the event of a conflict, the policies at the higher level in the legal framework shall prevail.⁶
8. **Objects as per Letters Patent.** The objects of the Corporation are as set out in the Letters Patent.⁷

HEAD OFFICE

9. **Head Office.** The head office of the Corporation shall be in the location required by the Letters Patent or such other place in Ontario as determined from time to time by special resolution and at such place therein as the Board may from time to time determine.⁸

MEMBERSHIP

10. **Classes and Composition.** There shall be two classes of Membership:
- (a) **Active Membership.** There shall be an Active Membership class, which shall be comprised *ex officio* of:
 - (i) Those individuals who are from time to Directors.⁹
 - (ii) All such individuals who have previously held the position of Mordomo, provided such individuals have purchased a pensão or a criadore during the subject Membership year, within the time frame required for such purchase.
 - (b) **Supportive Membership.** There shall be a Supportive Membership class, which shall be comprised *ex officio* of all such individuals who have purchased a pensão or a criadore during the subject Membership year, within the time frame required for such purchase.

6 The hierarchy is set by law and therefore it is not possible to change the hierarchy by amending this provision.

7 The objects as set out in the Letters Patent are:

(a) *To advance and teach the religious tenets, doctrines, observances and culture associated with the Holy Trinity faith.*

(b) *To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom from time to time to any charity registered under the Canada Income Tax Act.*

8 The Letters Patent provide that the head office shall be in the City of Windsor. See Ontario *Corporations Act* section 277 for further detail with respect to changing head office location.

9 Ontario *Corporations Act* subsection 286(1) requires directors to be members. Accordingly, this provision provides automatic membership to anyone who is elected a Director.

11. **Conditions of Membership.** Members shall:

- (a) **Support Objects.** Support the objects of the Corporation. Whether or not this condition is satisfied shall be a decision of the Board in its sole discretion.
- (b) **Compliance.** Comply with this By-law and the rules from time to time established by the Board or anyone authorized by the Board with respect to participation in the programs and services of the Corporation and use of its facilities.
- (c) **Co-operate in Conflict Management Efforts.** Co-operate as reasonably requested by the Board in any conflict management efforts.
- (d) **Annual Purchase of Pensão or Criadore.** Purchase from the Corporation, on an annual basis, a pensão or criadore within the deadline from time to time set by the Board.

12. **Consequences of Breach and Discipline.** Subject to section 13 of this By-law, Members who breach the conditions of Membership as outlined in section 11 of this By-law shall:

- (a) **Reprimand.** Be subject to a reprimand if so decided by a majority resolution passed at a meeting of the Board.
- (b) **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 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 at a meeting of the Board. Such education or training shall be at the Member's own expense.
- (d) **Emergency Suspension.** If the Member poses potential risk to the security of the person or property of any person, be subject to immediate suspension of Membership and/or suspension of the privilege to participate in one or more programs or services of the Corporation or have use of its facilities for up to fourteen days as decided by any two Officers acting jointly. For greater clarity, a suspended Member shall not be considered to be a Member in good standing during the suspension period.
- (e) **Non-Emergency Suspension.** Be subject to suspension of Membership and/or suspension of the privilege to participate in one or more programs or services of the Corporation or have use of its facilities as decided by a majority resolution passed at a meeting of the Board, for such period of time as decided by a majority resolution passed at a meeting of the Board, provided that if the Board does not determine a period, it shall be deemed to be a period of three months.

For greater clarity, a suspended Member shall not be considered to be a Member in good standing during the suspension period.

- (f) **Expulsion.** Be subject to expulsion from Membership as decided by majority resolution passed at a meeting of the Board.

13. **Discipline Process.** If an alleged breach of the conditions 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 12 of this By-law, as the Board considers appropriate. For greater clarity, the disciplinary options outlined in section 12 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.
- (e) **Publication.** Discipline decisions of the Board may be disclosed to the Membership if so decided by majority resolution passed at a meeting of the Board.

14. **Appeal.** A Member may appeal the discipline decision of the Board to the Active Membership by filing an appeal request with the Secretary within seven days of the Board's discipline decision. In such case, a special meeting of the Active Membership shall be called by the President, to be held within sixty days of the appeal request. Notice of any such meeting shall include a copy of the Board's discipline decision. The Active Membership may confirm or reject the Board's decision by a majority resolution. Alternatively, the Active Membership may vary the decision of the Board by at least a two-thirds majority resolution. Any decision of the Active Membership shall be final and binding and no appeal shall lie therefrom.

15. **Active Membership Privileges.** Active Members in good standing shall be entitled to:

- (a) Notice of all meetings of Members.
- (b) Attend at all meetings of Members.
- (c) Participate at meetings of Members by being heard (verbally or in writing), debating and voting, with each Active Member entitled to one vote on each question arising, except in situations when the Supportive Members are entitled to vote separately as a class.
- (d) Participate in the programs and services and have use of the facilities from time

to time offered by the Corporation, subject to such requirements from time to time set by the Board.

- (e) Enjoy discounts for the other programs, services and facilities of the Corporation in such amounts or percentages as are determined from time to time by the Board, subject to such requirements from time to time set by the Board.

16. **Supportive Membership Privileges.** Supportive Members in good standing shall be entitled to:

- (a) Notice of all meetings of Members.
- (b) Attend at all meetings of Members.
- (c) Participate at meetings of Members by being heard (verbally or in writing), and debating. For greater clarity, Supportive Members shall not be entitled to participate by voting.
- (d) Participate in the programs and services and have use of the facilities from time to time offered by the Corporation, subject to such requirements from time to time set by the Board.
- (e) Enjoy discounts for the other programs, services and facilities of the Corporation in such amounts or percentages as are determined from time to time by the Board, subject to such requirements from time to time set by the Board.

17. **Transferability.**¹⁰ Membership is not transferable and lapses and ceases to exist on the death of the Member.

18. **Termination of Membership.** Membership terminates:

- (a) **Active Member Ceases to be a Director of the Corporation.** Where an individual is an Active Member by virtue of being a Director¹¹ and that individual ceases to be such for whatever reason. In such case, Active Membership shall be deemed to have been terminated on the date that the individual ceased to be a Director.
- (b) **No Purchase of Pensão or Criadore.** If the Member has not purchased a pensão or criadore for the year within the time frame required for such purchase. In such cases, Membership shall be deemed to have been terminated at the end of the time frame required for purchase of a pensão or criadore.
- (c) **Written Resignation.** If a signed notice in writing is given to the Secretary that the Member resigns his or her Membership, in which case the Membership shall be terminated at the time specified in the notice or at the first meeting of the Board following receipt of the notice by the Secretary, whichever is later.
- (d) **Expulsion by Board Discipline.** Upon decision to expel a Member as a disciplinary measure in accordance with sections 12 and 13 of this By-law.
- (e) **Expulsion by Active Membership.** Upon resolution to expel a Member from Membership passed by at least two-thirds of the votes cast by the Active Membership present in person or by proxy at a meeting of Active Members for which notice specifying the intention to pass such resolution has been given.

10 See Ontario *Corporations Act* subsection 128(1) re transferability.

11 See By-law subparagraph 11(a)(i) which makes anyone an Active Member who is elected as a Director.

MEETINGS OF THE MEMBERS

19. **Calling of Meetings of Members.**

- (a) **Annual General Meetings.** The annual general meeting of the Members shall be held not more than fifteen months after the holding of the last preceding annual general meeting and shall be coordinate with the final even of the Festas do Divino Espirito Santo (Festivals of the Holy Spirit).¹²
- (b) **Special General Meetings.** Meetings of the Members may otherwise be called by the President, the Board or through requisition by the Members in accordance with the Ontario *Corporations Act*.¹³

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

- (a) **Responsibility.** The Secretary shall give or cause to be given the required notice.
- (b) **Amount of Notice.** At least ten days' notice shall be given (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given).¹⁴
- (c) **To Whom Given and Manner.** Notice shall be given to:
 - (i) Each Member; and¹⁵
 - (ii) the auditor, if one has been appointed,¹⁶ in the manner specified in section 60 of this By-law.
- (d) **Content.** Notice shall include the date, time and place, as well as an agenda describing the nature of the business to be transacted in sufficient detail to allow a Member to make an informed decision of whether or not to attend.
- (e) **Adjournments.** No notice shall be required of any adjourned meeting.
- (f) **Waiver.** Meetings of Members may be held without notice if all the Members entitled to notice and the auditor if an auditor has been appointed, have waived in writing the notice, provided that attendance of any such person at a Members' meeting shall constitute a waiver of notice of the meeting except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or held.

12 See Ontario *Corporations Act* section 293 relating to timing of annual general meetings.

13 See Ontario *Corporations Act* section 295 which addresses the ability of the membership to requisition a meeting.

14 Ontario *Corporations Act* section 93 made operative by subsection 133(1) details notice requirements.

15 See Ontario *Corporations Act* paragraph 93(1)(a) made operative by subsection 133(1).

16 See Ontario *Corporations Act* subsection 96(6) made operative by subsection 133(1).

- (g) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
21. **Place of Meetings.** Meetings of Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may from time to time determine by a majority resolution passed at a meeting of the Board.¹⁷
22. **Chair.** The President shall chair meetings of the Members or if absent, unable or unwilling, the Vice-President and in the absence, inability or unwillingness of both the President and Vice-President, the Members present in person or by proxy shall by majority resolution choose another Director to act as chair.¹⁸ The chair shall:
- (a) establish and maintain order and decorum (civility and mutual respect) at the meeting;
 - (b) ensure the protocols with respect to meetings of the Members as outlined in this By-law are followed;
 - (c) balance: those entitled to participate (making sure everyone has an opportunity to contribute to the discussion), issues (making sure issues are explored fully) and time (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames); and
 - (d) ensure clarity at the meeting through appropriate commentary and questions.
23. **Attendance and Participation.** The below individuals shall be entitled to attend meetings of Members and to the extent indicated below, participate thereat as follows:
- (a) **Active Members.** Members shall be entitled to attend all meetings of Members in person or by proxy and shall be entitled to participate thereat by being heard (verbally or in writing), debating and voting.
 - (b) **Supportive Members.** Members shall be entitled to attend all meetings of Members in person or by proxy and shall be entitled to participate thereat by being heard (verbally or in writing) and debating. For greater clarity, Supportive Members shall not be entitled to vote.
 - (c) **Officers.** Officers shall be entitled to attend all meetings of Members in person. Officers shall not be entitled to participate at meetings of Members by voting or debating, but shall be entitled to participate by being heard (verbally or in writing) if recognized by the chair.
 - (d) **Auditor.** The auditor, if one has been appointed, shall be entitled to attend all meetings of Members in person and shall be entitled to participate by being heard (verbally or in writing) on any matter that concerns the auditor as auditor.¹⁹
 - (e) **Invited Guests.** Invited guests shall be entitled to attend all meetings of Members in person on invitation of the Board or with the consent of the meeting. Invited guests shall not be entitled to participate at meetings of Members by

17 The head office is at 2503 Meighen Road, Windsor, Ontario. See Ontario *Corporations Act* section 82 made operative by subsection 133(1) for further detail with respect to place of meetings.

18 See Ontario *Corporations Act* clause 93(1)(e) made operative by subsection 133(1).

19 See Ontario *Corporations Act* clause 96(6) made operative by subsection 133(1).

voting or debating, but shall be entitled to participate by being heard (verbally or in writing) if recognized by the chair.

For greater clarity, if an individual attends in more than one capacity, such individual may participate in any and all capacities as the individual in his/her sole discretion may determine.

24. **Transaction of Business.** Transaction of business at meetings of the Members shall be subject to and in accordance with the following:

(a) **Quorum.**²⁰ No business shall be transacted in the absence of quorum. Quorum shall be fifty per cent of the Active Members in good standing present in person or by proxy, provided that if there is a lack of quorum, the President or the Board may adjourn and reconvene the meeting at a later date which is at least seven days later, with the same agenda and for such reconvened meeting of the Members, quorum shall be one Active Member provided that at least three days' notice of the meeting to be reconvened is given.

(b) **Order of Business.** The order of business at meetings of the Members shall be in accordance with the following:

(i) Annual General Meeting		
1.	Call to order.	
2.	Formalities.	Notice check (see section 20 of this By-law for notice requirements). Attendance check including determination with respect to which Members are or are not in good standing. Quorum check (see subsection 24(a) of this By-law for quorum requirements).
3.	Approval of invited guests, if approval required (see subsection 23(e) of this By-law).	
4.	Approval of agenda.	
5.	Minutes of the previous meeting of Members, if any, shall be read and if satisfactory, adopted.	
6.	Business arising from the minutes of the previous meeting of Members.	
7.	Presentation of reports.	
8.	The financial statements shall be read ²¹ and the report of the auditors, if any, shall be presented. ²²	
9.	Selection of the Mordomo.	
10.	Designation by the Mordomo of three individuals to serve as Directors for the ensuing year.	
11.	If required or otherwise desired, auditors shall be appointed for the ensuing year. ²³	
12.	The remuneration of the auditors, if appointed, shall be fixed or alternatively, the Board shall be authorized to fix the remuneration. ²⁴	
13.	Closing.	

20 Note there is no statutory requirement for quorum for Members' meetings. In the absence of any quorum provision in the by-laws at common law, it is a majority.

21 See Ontario *Corporations Act* section 97 made operative by subsection 133(1).

22 See Ontario *Corporations Act* section 96 and subsection 97(3) made operative by subsection 133(1).

23 See Ontario *Corporations Act* section 94 made operative by subsection 133(1).

24 See Ontario *Corporations Act* subsection 94(6) made operative by subsection 133(1).

(ii) Other General Meetings		
1.	Call to order.	
2.	Formalities.	Notice check (see section 20 of this By-law for notice requirements).
		Attendance check including determination with respect to which Members are or are not in good standing.
		Quorum check (see subsection 24(a) of this By-law for quorum requirement).
3.	Approval of agenda.	
4.	Approval of invited guests, if approval required (see subsection 23(e) of this By-law).	
5.	Minutes of the previous meeting of Members shall be read and if satisfactory, adopted.	
6.	Business arising from the minutes of the previous meeting of Members.	
7.	New business.	
8.	Closing.	

(c) **Debate and Decorum.**

- (i) No Member shall speak:
- (1) Unless recognized by the chair.
 - (2) To a question at any one time for longer than three minutes.
 - (3) If to do so would interrupt an individual who is speaking except to raise a question of privilege or point of order.
- (ii) Members shall obey any proper direction of the chair.

(d) **Voting.** Members shall have voting entitlements subject to and in accordance with the following:

- (i) For the election of Directors, as detailed in section 33 of this By-law.
- (ii) For all other matters, all Active Members in good standing shall have one vote. For greater clarity, the Supportive Members shall not be entitled to vote.
- (iii) For greater clarity, the chair in his or her capacity as a Member shall be entitled to vote as per the entitlements of his or her class of Membership. In the event of a tie, the chair shall also have a second or casting vote.²⁵
- (iv) Unless otherwise required, every question shall be decided by at least a majority of the votes of the Members entitled to vote, present in person or by proxy.²⁶
- (v) Unless otherwise specified, every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. If a poll be demanded and not withdrawn, the poll shall be taken in such manner as the chair shall direct.
- (vi) A declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the

²⁵ See Ontario *Corporations Act* paragraph 93(1)(c) made operative by subsection 133(1).

²⁶ Certain decisions are required by the Ontario *Corporations Act* to be passed by a two-thirds vote, such as, for example, the decision to remove a director as per Ontario *Corporations Act* subsection 67(1) made operative by subsection 133(1).

number or proportion of the votes accorded in favour of or against such resolution.

25. **Proxies.** Every Member may by means of a proxy appoint a person who need not be a Member, as nominee for the Member, to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy, subject to and in accordance with the following:
- (a) **In Writing and Signed.** A proxy shall be in writing, shall be executed by the Member or the attorney of the Member authorized in writing, or, if the Member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized.
 - (b) **Validity.** A proxy shall cease to be valid one year from its date.
 - (c) **Form.** Subject to the requirements of the Ontario *Corporations Act*, a proxy may be in the form attached as Attachment 1 to this By-law or such other form as the Board may from time to time prescribe or as the chair of the meeting may accept as sufficient.
26. **Minutes.** The Secretary shall keep or cause to be kept minutes of all meetings of the Members, which shall include the following:
- (a) name of the Corporation;
 - (b) date, time and place of meeting;
 - (c) attendance at the meeting;
 - (d) precise wording of all motions, but not the mover or seconder;
 - (e) whether the motion is carried, but not the number of votes for and against or which Active Member voted which way; and
 - (f) any objections or dissent requested by the maker to be put on record, but otherwise shall not attribute specific comments to specific individuals.
27. **Adjournment.** The chair presiding at a Membership meeting, with the consent of the meeting and subject to such conditions as the meeting decides, shall adjourn the meeting from time to time and from place to place.²⁷
28. **Conduct.** All individuals present at and/or participating in meetings of the Members shall conduct themselves with decorum and shall refrain from disturbing the proper conduct of the proceedings or otherwise conducting themselves in a disorderly or unseemly manner, failing which such individual may be ordered by the chair of the meeting to leave the meeting and if such individual refuses to do so, the chair may seek the assistance of the police.

BOARD

29. **Governance.** The Board shall administer the affairs of the Corporation subject to any applicable law, the Letters Patent and this By-law.²⁸
30. **Qualifications.** Each Director shall at the time of election and throughout his or her term of office:

²⁷ See Ontario *Corporations Act* clause 93(1)(d) made operative by subsection 133(1).

²⁸ See Ontario *Corporations Act* subsection 283(1).

- (a) be a Member;²⁹
- (b) be at least eighteen years of age;³⁰
- (c) not be an undischarged bankrupt;³¹
- (d) not be a person who has been found under the Ontario *Substitute Decisions Act, 1992* or under the Ontario *Mental Health Act* to be incapable of managing property;³²
- (e) not be a person who has been found to be incapable by any court in Canada or elsewhere; and³³
- (f) not be an "ineligible individual"³⁴ within the meaning of the Canada *Income Tax Act*.

29 Ontario *Corporations Act* subsection 286(1) requires Directors to be members or become so within 10 days of election.

30 See Ontario *Corporations Act* subsection 286(4). Note paragraph 23(1)2 of the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, which will not come into force any earlier than twenty-four months after notice is given of the proposed proclamation date, with no such notice have been given, sets out the same requirement.

31 See Ontario *Corporations Act* subsection 286(5). Note paragraph 23(1)5 of the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, which will not come into force any earlier than twenty-four months after notice is given of the proposed proclamation date, with no such notice have been given, sets out the same requirement.

32 This qualification is as per Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 clause 23(1)3, which will not come into force any earlier than twenty-four months after notice is given of the proposed proclamation date, with no such notice have been given.

33 This qualification is as per Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 clause 23(1)4, which will not come into force any earlier than twenty-four months after notice is given of the proposed proclamation date, with no such notice have been given.

34 Relevant excerpts from the Canada *Income Tax Act* subsection 149.1(1) are as follows:

"ineligible individual", at any time, means an individual who has been

- (a) convicted of a relevant criminal offence unless it is a conviction for which
 - (i) a pardon has been granted and the pardon has not been revoked or ceased to have effect, or
 - (ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,
- (b) convicted of a relevant offence in the five-year period preceding that time,
- (c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,
- (d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or
- (e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter; ...

"relevant criminal offence" means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that

- (a) relates to financial dishonesty, including tax evasion, theft and fraud, or
- (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association;

"relevant offence" means an offence, other than a relevant criminal offence, under the laws of Canada or a province, and an offence that would be such an offence if it took place in Canada, that

- (a) relates to financial dishonesty, including an offence under charitable fundraising legislation, consumer protection legislation and securities legislation, or
- (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association;

31. **Board Composition.**³⁵ The Board shall be composed as follows:
- (a) each Mordomo for the subject year shall *ex officio* be a Director;
 - (b) each Mordomo for the immediately preceding year shall *ex officio* be a Director;
 - (c) three designates of the Mordomo for the subject year, to be made at the annual general meeting, shall *ex officio* be Directors, to serve as such for one year, subject to early removal and due appointment of successors.
32. **Duties of Directors.** Recognizing that the common law imposes duties on individual Directors, which duties are designed to support individual Directors in their role to contribute to the collective decision making process of the Board as a whole:³⁶
- (a) **Duty of Diligence.** Each Director shall:
 - (i) Ensure that he or she is familiar with the Corporation, including its programs, services and the environment within which it operates.
 - (ii) Prepare for meetings in advance by reviewing the agenda, any supporting materials and taking such other steps as may be appropriate to ensure that he or she will be able to participate effectively in the collective decision making of the Board.
 - (iii) Attend meetings prepared to participate in the proceedings and when unable to attend, review the minutes of missed meetings and take such other follow-up steps as may be appropriate.
 - (b) **Participate.** Each Director shall:
 - (i) Actively participate in meeting debate unless required to abstain due to conflict of interest or inability to exercise independent judgment.
 - (ii) Vote on motions unless required to abstain due to conflict of interest or inability to exercise independent judgment.
 - (c) **Duty of Loyalty (Fiduciary Duty).** Each Director shall:
 - (i) Act honestly, in good faith and in the best interests of the Corporation.
 - (ii) Only use information acquired as a Director for the purposes of fulfilling his or her duties as a Director.
 - (iii) Keep confidential the confidential information of the Corporation.
 - (iv) Not make any improper use of his or her position as a Director.
 - (v) Avoid conflicts of interest.
 - (vi) Preserve his or her ability to exercise independent judgment.
 - (vii) In the event that a situational conflict of interest arises or when a Director is unable in the context of a particular matter to exercise independent judgment: declare a conflict of interest or inability to exercise independent judgment, as the case may be; absent him or herself from the relevant meeting or portion thereof; and otherwise avoid influencing decision making in any way.³⁷

35 Ontario *Corporations Act* subsection 283(2) requires a fixed number of directors not fewer than three.

36 The outlined duties are intended as simplified statements of the common law which were largely informed by Jane Burke-Robertson, [20 Questions Directors of Not-for-Profit Organizations Should Ask about Fiduciary Duty](#), Chartered Accountants of Canada (2009).

37 Even if a conflict is declared a Director cannot contract with the Corporation in the absence of a court order. See footnote 47 for further detail in this regard.

- (d) **Duty of Obedience.** Each Director shall:
 - (i) Comply with the letter and spirit of all applicable law.
 - (ii) Support implementation of the Board's decisions and refrain from doing anything which would serve to undermine such implementation.

33. **Vacation of Office.** The office of a Director shall be vacated:

- (a) **Removal by Active Membership.** Upon resolution to remove the Director passed by at least two-thirds of the votes cast by the Active Members at a meeting of the Members for which notice specifying the intention to pass such resolution has been given to the Membership.³⁸
- (b) **Written Resignation.** By the Director delivering notice of resignation in writing to the Secretary in which case, such resignation shall be effective at the time specified in the notice or at the first Board meeting following receipt of the notice by the Secretary, whichever is later.
- (c) **Death.** Upon the death of the Director.
- (d) **No Longer Qualified.** Upon a Director ceasing to be qualified pursuant to section 30 of 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.

34. **Filling Vacancies.** Directors' vacancies shall be filled as follows:

- (a) **If Removed by Active Members.** In the event a vacancy is created by the removal of a Director in accordance with subsection 33(a) of this By-law, then the Active Members present in person or by proxy may (but are not required) by majority resolution elect any individual in his or her stead for the remainder of his or her term.³⁹
- (b) **Otherwise.** Vacancies may otherwise be filled as follows:
 - (i) **If Quorum Remains.** So long as a quorum of Directors remain in office, vacancies may be filled by majority resolution of the Board passed at a meeting of the Board, if the Board shall see fit to do so. If the Board does not see fit to do so, such vacancies shall be filled at the next annual general meeting.⁴⁰
 - (ii) **If No Quorum Remains.** If a quorum of Directors does not remain, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.⁴¹

38 See Ontario *Corporations Act* subsections 67(1) made operative by subsection 133(1).

39 See Ontario *Corporations Act* section 67 made operative by subsection 133(1).

40 See Ontario *Corporations Act* subsection 288(2).

41 See Ontario *Corporations Act* subsection 288(3).

If the number of Directors is increased between the terms, a vacancy to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

35. **No Remuneration.** Individuals who are Directors shall not receive remuneration in any capacity or any direct or indirect profit from their positions, provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties as long as they have complied with any expense reimbursement policies from time to time in place.

MEETINGS OF THE BOARD

36. **Number of Board Meetings.** The Board shall meet as necessary to fulfil the Board's duties, but in any event, not less than three times per year.
37. **Calling of Meetings.** Meetings of the Board may be called by the President or by any three Directors.
38. **Place of Meetings.** Meetings of the Board shall be held at the head office of the Corporation or at such other place as the Board may from time to time determine.⁴²
39. **Notice.** Notice of meetings of the Board shall be subject to and in accordance with the following:
- (a) **Responsibility.** The Secretary shall give or cause to be given the required notice.
 - (b) **Amount of Notice.** Subject to subsections 39(e), (f) and (g), at least two days' notice (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) shall be given.⁴³
 - (c) **Content.** Include the date, time and place, as well as a description of the nature of the business to be transacted.
 - (d) **To Whom Given and Manner.** Given to each Director in the manner specified in section 60 of this By-law.⁴⁴
 - (e) **Regular Meetings.** The Board may by majority resolution passed by the Board at a meeting of the Board appoint a day or days in any month or months for regular meetings of the Board at an hour to be named and in respect of such regular meetings no notice need be sent.
 - (f) **Board Meeting Following Annual General Meeting.** A meeting of the Board may be held, without notice, immediately following the annual general meeting of the Corporation.

42 See Ontario *Corporations Act* section 82 made operative by subsection 133(1).

43 Ontario *Corporations Act* section 93 made operative by subsection 133(1) details notice requirements.

44 Ontario *Corporations Act* section 93 made operative by subsection 133(1) details notice requirements.

- (g) **Adjournments.** No notice shall be required of any adjourned meeting.
- (h) **Waiver.** No formal notice of a meeting of the Board is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. Further, any Director may at any time waive notice of a Board meeting.
- (i) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (j) **Errors or Omission.** No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at a Board meeting.

40. **Attendance and Participation.** The below listed individuals shall be entitled to attend meetings of the Board and to the extent indicated below, participate thereat as follows:

- (a) **Directors.** Directors shall be entitled to attend all meetings of the Board and shall be entitled to participate thereat by being heard (verbally or in writing), debating and voting in accordance with this By-law, except in the event of a conflict of interest or inability to exercise independent judgment, in which case the subject Director shall absent him or herself from the meeting and not otherwise attempt to influence decision making.
- (b) **Invited Guests.** Invited guests shall be entitled to attend all meetings of the Board, on invitation of the Board or with the consent of the meeting. Invited guests shall not be entitled to participate in meetings of the Board by voting or debating, but shall be entitled to participate by being heard (verbally or in writing), if recognized by the chair.

For greater clarity, if an individual attends a meeting of the Board in more than one capacity, such individual shall be entitled to participate in all capacities as outlined above.

41. **Chair.** The President shall chair meetings of the Board or if absent, unable or unwilling, the Vice-President and in the absence, inability or unwillingness of both the President and Vice-President, the Directors present shall by majority resolution choose another Director to act as chair. The chair shall:
- (a) establish and maintain order and decorum (civility and mutual respect);
 - (b) ensure the meeting protocols with respect to meetings of the Board as outlined in this By-law are followed;
 - (c) balance: those entitled to participate (making sure everyone has an opportunity to contribute to the discussion), issues (making sure issues are explored fully) and time (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames); and
 - (d) ensure clarity through appropriate commentary and questions.

42. **Transaction of Business.**

- (a) **Quorum.** A majority of the Board shall form a quorum for the transaction of business by the Board.⁴⁵
- (b) **Means of Meetings.** If all the Directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting.⁴⁶
- (c) **Debate and Decorum.**
 - (i) No Director shall speak:
 - (1) Unless recognized by the chair.
 - (2) To a question at any one time for longer than three minutes.
 - (3) If to do so would interrupt a Director who is speaking except to raise a question of privilege or point of order.
 - (ii) Directors shall conduct themselves with decorum and obey any proper direction of the chair.
- (d) **Voting.** Each Director shall be entitled to one vote, except that the chair shall have a second or casting vote in the event of a tie.⁴⁷ Unless otherwise provided in this By-law, questions arising at any meeting of the Board shall be decided by a majority of votes.⁴⁸

43. **Minutes.** The Secretary shall keep or cause to be kept minutes of all meetings of the Board which shall include the following:

- (a) name of the Corporation;
- (b) date, time and place of meeting;
- (c) attendance at the meeting;
- (d) declarations of conflict of interest or inability to exercise independent judgment;
- (e) succinctly, accurately and clearly the material aspects of the Board's deliberations relative to the subject matter in sufficient detail to establish that the Board has met all applicable duties;
- (f) precise wording of all motions, but not the mover or seconder;
- (g) whether the motion carried, but not the number of votes for and against or which Director voted which way; and
- (h) any objections or dissent requested by the maker to be put on record, but otherwise shall not attribute specific comments to specific individuals.

44. **Adjournment.** Meetings of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have

45 Ontario *Corporations Act* subsection 288(1) provides for a minimum allowable quorum of not less than two-fifths of the Board. Note quorum is calculated on the number of directors a corporation should have – not on the number it actually has.

46 This provision tracks the language of Ontario *Corporations Act* subsection 283(3.1).

47 Contrary to popular belief the chair has a vote like any other director. See "The Guide to Better Meetings for Directors of Non-Profit Organizations" published by the Canadian Society of Corporation Executives (2000).

48 Note that Directors cannot participate or vote at Directors' meetings by way of proxy.

been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

COMMITTEES OF THE BOARD

45. **Establishment.** The Board may establish such standing committees and such ad hoc committees as the Board from time to time determines appropriate. Committees of the Board shall be in accordance with and subject to the following:
- (a) **Purpose.** Committees of the Board shall be established to make recommendations to the Board and/or carry out work as outlined in terms of reference.
 - (b) **Power.** Committees of the Board shall not have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action and shall only have the power to make recommendations to the Board unless by the committee's terms of reference, the committee has been delegated specific powers or unless the Board has provided specific authority in that regard, in which case such committee may only act for or on behalf of the Corporation or otherwise commit or bind the Corporation within the parameters outlined in the terms of reference.
 - (c) **Terms of Reference.** The Board shall by majority resolution passed at a meeting of the Board establish and amend from time to time as appropriate terms of reference for all committees of the Board, which shall be attached to this By-law.

MORDOMO

46. **Selection.** A Mordomo shall be selected in accordance with and subject to the following:
- (a) The Board shall call for nominations for Mordomo at least two weeks prior to the final event of the Festas do Divino Espirito Santo (Festivals of the Holy Spirit).
 - (b) Nominations shall be submitted to the current Mordomo and may be submitted any time prior to selection.
 - (c) Any Member may seek nomination for the position of Mordomo.
 - (d) Individuals may self-nominate for the position of Mordomo.
 - (e) Up to two individuals may be joint nominees for the position of Mordomo.
 - (f) If there are multiple nominees or no nominees for the position of Mordomo, the current Mordomo shall make the selection or appointment as the case may be.
47. **Job Description.** The job descriptions for Mordomo shall from time to time be prepared and amended by a majority resolution of the Board at a meeting of the Board, with such job descriptions to be attached to this By-law.
48. **Removal.** If the Mordomo vacates their position or is removed as Director in accordance with section 33 of this By-law, then their position as Mordomo shall be automatically terminated.

49. **Remuneration.** The Mordomo shall not receive remuneration or profit from their positions as such.

OFFICERS

50. **Officers.** There shall be Officers as follows:⁴⁹
- (a) President, who shall *ex officio* be the Mordomo. If more than one individual is Mordomo, the individuals shall hold the position on a joint basis.⁵⁰
 - (b) Vice-President, who shall be appointed by the Board from among its number;
 - (c) Secretary, who shall be appointed by the Board from among its number;⁵¹ and
 - (d) Treasurer, who shall be appointed by the Board from among its number.
51. **Job Descriptions.** Job descriptions for Officers' positions shall from time to time be prepared and amended by a majority resolution of the Board at a meeting of the Board, with such job descriptions to be attached to this By-law.
52. **Removal.** Officers shall be subject to removal by resolution of the Board at any time.
53. **Remuneration.** Officers shall not receive remuneration or profit from their positions as such.

PROTECTION OF DIRECTORS AND OFFICERS

54. **Indemnification by the Corporation.**⁵² Every Director, Officer and other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liabilities; and
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof,
- except such costs, charges or expenses as are occasioned by his or her own willful neglect or default or that relate to his or her failure to act honestly and in good faith in performing his or her duties.⁵³

49 Officers and directors are distinct from one another, although often officers are also directors and in the case of the president, this is mandated by Ontario *Corporations Act* subsection 289(1).

50 Ontario *Corporations Act* section 289 requires appointment of a President who need be a Director.

51 Ontario *Corporations Act* section 289 requires appointment of a Secretary who need not be a Director.

52 Ontario *Corporations Act* section 80 made operative by section 133(1) and subsection 283(5) set out requirements with respect to indemnification. Further, Ontario *Charities Accounting Act* Regulation 4/01 section 2 set out additional requirements with respect to indemnification and purchase of directors and officers insurance.

53 Ontario *Charities Accounting Act* Regulation 4/01 section 2 prohibits indemnification for liability that relates to

55. **No Liability.** No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, solvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her own wilful act or his or her own wilful default or that relate to his or her failure to act honestly and in good faith in performing his or her duties.⁵⁴

FINANCIAL YEAR

56. **Year End.** The fiscal year of the Corporation shall end on the 31st day of July in each year.⁵⁵

EXECUTION OF INSTRUMENTS

57. **Execution of Instruments.** Contracts, Documents, Instruments in Writing requiring the signature of the Corporation may be signed by any two of the President, Treasurer and Secretary and all Contracts, Documents, Instruments in Writing and other documents so signed shall be binding upon the Corporation without any further authorization or formality.
58. **Other Authorization.** Notwithstanding any provisions to the contrary contained in this By-law of the Corporation, the Board may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.
59. **No Corporate Seal.** The Corporation shall not have a corporate seal.⁵⁶

NOTICE

60. **Notice.** Unless otherwise required, any notice required to be given under the Ontario *Corporations Act*, the Letters Patent, the By-laws or otherwise by an individual person

a failure to act honestly or in good faith in the performance of duties.

54 Ontario *Charities Accounting Act* Regulation 4/01 section 2 prohibits indemnification for liability that relates to a failure to act honestly or in good faith in the performance of duties.

55 Note, before year end can be changed Canada Revenue Agency approval is required. Details with respect to changing year end are available on Canada Revenue Agency's website under the heading, "Asking for a fiscal period end change," <http://www.cra-arc.gc.ca/chrts-gvng/chrts/prtng/rqsts/fp-eng.html>.

56 Ontario *Corporations Act* section 279 provides that a corporation need not have a seal.

holding Membership, Director, Officer or auditor shall be in writing and shall be delivered, mailed, or sent by facsimile or electronic mail as follows:

- (a) delivered personally in which case it will be deemed to have been given on the date delivered;
- (b) delivered to the person's address as recorded in the Corporation's records, in which case it will be deemed to have been given on the date delivered;
- (c) mailed to the person's address as recorded in the Corporation's records by prepaid mail, in which case it will be deemed to be delivered five days after the date of mailing; or
- (d) sent to the person's address as recorded in the Corporation's records by facsimile or electronic mail in which case it will be deemed to be delivered one day after the date of transmittal.

DISSOLUTION

61. Upon dissolution of the Corporation, its property shall be distributed or disposed of in accordance with the Letters Patent.

AMENDMENTS

62. **By-laws.** Amendments to this By-law shall not be effective until confirmed by the Active Members.

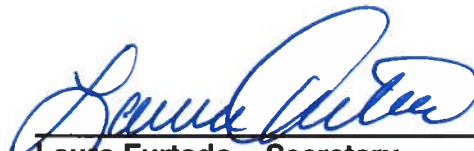
REPEAL OF PRIOR BY-LAWS

63. **Repeal.** Subject to section 64 of this By-law, all prior by-laws of the Corporation are repealed.
64. **Proviso.** The repeal of prior by-laws shall not impair, in any way, the validity of any act.

Passed by the Board: September 23, 2017.



Ilidio da Silva – President

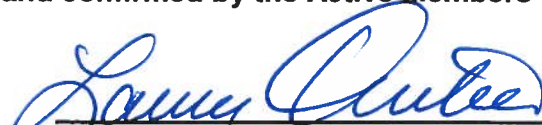


Laura Furtado – Secretary

Unanimously approved, ratified, sanctioned and confirmed by the Active Members of the Corporation: September 23, 2017.



Ilidio da Silva – President



Laura Furtado – Secretary

ATTACHMENT 1: PROXY

PROXY

IMPERIO DA SANTISSIMA TRINDADE DO WINDSOR

The undersigned Member holding Membership in the Imperio Da Santissima Trindade Do Windsor (the "Corporation") hereby appoints with power of substitution _____ (name of appointee) of _____ (town/city) as the proxy of the undersigned to attend and act at the _____ (name of meeting) meeting of the Membership of the Corporation to be held on the ____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ____ day of _____, 20____.

Signature of Member ↑

Print Name of Member ↑

ATTACHMENT 2: MORDOMO JOB DESCRIPTION

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

1. Purchase of meat, bread and wine for the pensão and criadore.
2. Coordinate the sale of the pensão and criadore.
3. Deposit all sale proceeds from the sale of the pensão and criadore into the Corporation's bank account.
4. Collect any other funds associated with the Festas do Divino Espirito Santo (Festivals of the Holy Spirit) and deposit them into the Corporation's bank account.
5. Act as hosts at all events in connection with the Festas do Divino Espirito Santo (Festivals of the Holy Spirit).
6. Designate Directors as contemplated by the By-laws (see section 31)

ATTACHMENT 2: PRESIDENT JOB DESCRIPTION

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

1. **Facilitation.** The role of the President is principally one of facilitation. The President facilitates the Board's work. More specifically:
 - **Before meetings the President is responsible for:**
 - Planning the agenda with any input offered by different persons as appropriate, including: Directors and Members.
 - Ensuring that meeting agendas and supporting materials necessary to make needed decisions, are made available to Directors with enough time in advance to give them an opportunity to review and consider the materials before the meeting.
 - **During meetings, the President is responsible for chairing the meeting and in connection therewith:**
 - **Balancing** those entitled to speak (making sure everyone has an opportunity to contribute to the discussion), **issues** (making sure issues are explored fully) and **time** (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames).
 - Establishing and maintaining **decorum** – civility and mutual respect.
 - Ensuring **clarity** through appropriate commentary and questions.
 - **After and in between meetings the President is responsible for:**
 - Establishing and continually updating an annual agenda.
 - Encouraging Directors to bring forward agenda items and liaise with them about where on the annual agenda those items might best be addressed.
 - Continually reviewing and considering how meetings can be improved.
2. **Procedural Compliance Monitoring.** The President is responsible to monitor or cause the monitoring of the conduct of the Board as a whole to ensure that it is consistent with the By-laws and applicable Board policies and to bring to the Board's attention any non-compliance. Further the President is responsible to monitor or cause the monitoring of individual Director compliance with the By-laws and any other applicable procedural requirements and is responsible for addressing non-compliance (e.g., repeated absences) by following up with individual Directors to ascertain reasons for the same with a view to providing supports/remediation, failing which bringing the matter to the Board's attention.
3. **Representation.** The President has the role of communicating the Corporation's position to the community and outside parties, in the absence of any contrary direction or the Board having delegated that role to others.

ATTACHMENT 3: SECRETARY JOB DESCRIPTION

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

1. Ensure appropriate documenting of the business of the Board sufficient to meet its legal, contractual and other requirements.
2. Ensure that the corporate records of Corporation are maintained as required by law, contract or other authority and made available to authorized persons when required.

ATTACHMENT 4: TREASURER JOB DESCRIPTION

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

1. Advise and assist the Board with understanding Corporation's finances.
2. Suggest appropriate Board financial policies and procedures for monitoring Corporation's finances.
3. Ensure at least the quarterly preparation of financial statements for the Corporation and present the same to the Board.
4. Work collaboratively with Corporation's auditor, if one has been appointed, to ensure that an annual audit is completed, if required.
5. Subject to the Mordomo's responsibilities, manage the Corporation's property including:
 - (a) Receive funds.
 - (b) Deposit all funds received into the Corporation's bank account.
 - (c) Make payments as directed by the Board.
6. Ensure treasury books and records are maintained as required by law, contract or other authority.
7. Ensure treasury books and records are made available to authorized persons when required.
8. Act for the Secretary if the Secretary is unable or unwilling to act as such.