

MINUTES OF THE ANNUAL GENERAL MEETING OF  
**TACTICS Theatre Group Inc.**  
("TACTICS")  
CONDUCTED BY VIDEO CONFERENCE  
5:00 PM on December 17, 2020

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PRESENT:

MEMBERS AND DIRECTORS:

Bronwyn Steinberg

Rebecca Benson

By PROXY:

For Louisa Haché: Ludmylla Reis

BY INVITATION:

Ludmylla Reis

Julia Werneburg

Janet Irwin

Laurie Fyffe

Danielle Savoie

Carolina Gallegos Colemenares

John Koensgens

Luke Brown

Margareth Cruz

Vishesh Abeyratne

Michael MacLean

Darrah Teitel

**Formalities**

Bronwyn Steinberg took the Chair and Julia Werneburg acted as Secretary of the meeting.

The Chair advised the meeting that all members of TACTICS were present via videoconference or proxy and declared the meeting to be duly constituted.

**Approval of Agenda**

It was moved that the agenda be approved, with no modification.

Moved by: **Rebecca Benson**  
Seconded by: **Ludmylla Reis**

**CARRIED**

**Chair's Report**

Presented by Bronwyn Steinberg:

Bronwyn Steinberg presented the report attached as Schedule 1.

**Adoption of By-Laws**

UPON MOTION DULY MADE, IT WAS UNANIMOUSLY RESOLVED that the Amended By-Laws (attached as Schedule 2) be adopted.

The invited guests who had applied for membership and who were made eligible for membership by the adoption of the Amended By-Laws were welcomed as members.

**Financial Statements**

The Financial Statements of TACTICS for the period ended October 31, 2020 as prepared by Bronwyn Steinberg were submitted to the Members and Bronwyn Steinberg led a review of the Financial Statements.

**Appointment of Auditor**

UPON MOTION DULY MADE, IT WAS UNANIMOUSLY RESOLVED that the members authorize the Board of Directors to appoint an auditor for the 2021 fiscal year, as and when necessary under applicable legislation.

**Election of Directors**

ON MOTION DULY MADE, IT WAS UNANIMOUSLY RESOLVED that the following persons, having consented to act as Directors of TACTICS, be elected Directors of TACTICS to hold office for the ensuing year or until their successors are elected or appointed:

Bronwyn Steinberg (Treasurer and Interim Chair)

Luke Brown

Julia Werneburg (Secretary)

Louisa Haché

Jacque du Toit

**General Discussion**

Bronwyn Steinberg introduced the newly elected Directors. Rebecca Benson and Ludmylla Reis were introduced as co-artistic producers for the 2021 season.

Bronwyn Steinberg acknowledged the support of Canada Council for the Arts, the Ontario Arts Council, and the City of Ottawa.

Bronwyn Steinberg acknowledged that TACTICS operates on unceded Algonquin territory.

**Termination**

There being no further business, UPON MOTION DULY MADE, IT WAS RESOLVED that the meeting be adjourned.

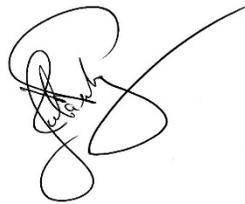
Moved by: **Janet Irwin**  
Seconded by: **Danielle Savoie**

**CARRIED**



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Bronwyn Steinberg



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Julia Werneburg

## SCHEDULE 1

### **Artistic Director & Series Curator's Report Annual General Meeting - December 17, 2020**

#### **2019-2020 Season**

In 2018-19, TACTICS presented our largest season yet of supporting Ottawa artists dreaming big with their art. We presented three world premiere mainstage productions by Ottawa playwrights, produced workshops of 6 new plays in development and offered numerous community-building activities. We also began strategic planning including working with a consultant and holding a community consultation session and survey.

Our leadership team was eager to keep our momentum going to build on these accomplishments in our seventh season, starting with officially incorporating the organization as a not-for-profit in December 2019. With this incorporation, we were able to apply for the first time to the City of Ottawa's operating funding stream, rather than project funding. By February of 2020, we were getting ready to launch the bulk of our programming, which would again include a mix of Mainstage Series presentations, Workshop Series development projects, Green Room series community activities, and our first ever "Workshop Production," which would test out another model of developing and presenting new work for projects that didn't quite fit either our Workshop or Mainstage Series models.

Given the realities and restrictions of the COVID-19 Pandemic, we were unable to present our planned series of activities from March-May 2020, and so we moved as many of our activities as possible online. To stay in line with our mandate and with the proposed activities from our grant applications, we started off by having discussions with each artist who had been selected to present or develop work in the series.

**Mainstage Series:** As Mainstage Series performances in person in Arts Court Theatre were out of the question, we agreed with the Mainstage Series artists that the best course was to postpone their work until further notice. We are currently planning to present their work in the 2021 season. We continue to build relationships with these artists, with our priority being supporting them in re-visioning their work for Covid-safe formats that still support and expand their artistic vision for their projects. We are currently encouraging a focus on online presentation or outdoor/site-specific work.

**Workshop Series:** Our proudest achievement was our online Workshop Series, comprising 10 new play development workshops and 75 paid opportunities for artists to work. Producing

these workshops online allowed for collaborations between Ottawa artists and artists in other cities including Toronto, Montreal, Atlanta and Mexico City. This increased our visibility and raised our profile provincially and nationally as a company fostering new play development. Of the seven projects originally planned for our 2020 Workshop Series, four projects shifted to the online model, while three of the project leaders decided to postpone their development until such time as the artists can meet in person. These three projects are at a stage in their development where an online workshop would not allow them to accomplish their goals. Reworking the budget according to these activities greatly increased the amount of funds we had available for artist fees. In order to be able to pay this extra amount to local artists working on projects in line with the TACTICS mandate, we released a new call for proposals for new theatrical works that could further their development online in the summer and fall of 2020, and we extended our 2020 activity calendar beyond the end of our fiscal year on July 31 to the end of October. Our complete online 2020 Workshop Series included:

***The Blissful State of Surrender*** by Sanita Fejzic (16 artists)

***Exciting Cause*** by Laurie Fyffe (4 artists)

***Fiercer than Hate*** by Karuna Vellino (8 artists)

***The Game of Cardenio*** by the Cardenio Collective (5 artists)

***Toronto, 1989*** by Aveleigh Keller (7 artists)

***The Cold Room*** by Sasha Dominique (4 artists)

***dream & true north*** by Elizabeth Emond-Stevenson & collaborators (5 artists)

***Divide & Rule*** by Vishesh Abeyratne (5 artists)

***Away*** by Eleanor Crowder, adapted from the novel by Jane Urquhart (14 artists)

***Puzzles*** by Joanne John (6 artists)

**Artist Highlight web series:** This summer, we also introduced a web series of in-depth interviews with some of our artists, created by Artistic Associate Ludmylla Reis. This series of 6 interviews offers another opportunity for our community to get to know our artists and their work, and the series is currently continuing into the winter.

**Green Room Series:** We continued our Green Room series of community-building activities, starting with pre-pandemic events such as a community holiday party and the return of our popular "Life Dramaturgy" workshop with Kristina Watt. The online Green Room series began in March and included a webinar on taxes for theatre artists with Heather-Marie Connors which ultimately garnered 900+ views, a 2-day devised theatre workshop and a series of play-readings on Zoom. We co-hosted a community town hall with the Ottawa Fringe Festival for addressing

Covid-19 for Ottawa's independent theatre artists. We also co-hosted two online community conversations with Arts Network Ottawa, the Ottawa Arts Council and the Ottawa Fringe Festival for the larger Ottawa theatre community on creating safe and respectful workspaces, and we continue to participate in a community working group on this issue.

**Capacity-building:**

Our steering committee was also able to continue work on developing organizational capacity, recruiting our first official Board of Directors and attending the online PACT conference. We also learned in June 2020, that we were successful in moving into the operating funding stream from the City of Ottawa. Reaching these milestones this season has been exciting and very well-timed, as we are now embarking on a big shift in leadership. I am stepping down as Artistic Director, and I am thrilled that my Artistic Associates, Rebecca Benson and Ludmylla Reis are stepping up as co-Artistic Producers. I will remain on the Board as Treasurer and Interim Chair to be able to support them and the organization through this transition.

**The above changes led to the following major changes in our budget for the extended season activities ending October 31, 2020:**

- Canada Council for the Arts Public Outreach grant of \$24,500 was deferred to the 2021 season (as this program specifically funds the public activities that we have postponed)
- We did not receive revenue from ticket sales, advertising sales or sponsorships, so our revenue is much lower than our original budget
- Our revenue totaled \$42,000 from the following grant sources:
  - Canada Council for the Arts Sector Innovation and Development grant \$20,000
  - Ontario Arts Council Theatre Projects \$9,000
  - City of Ottawa \$13,000
- Without certain expenses such as venue rental, however, we were able to increase our Workshop Series artist fees to \$25,000.

## SCHEDULE 2

# Section 1 - General

## 1.01 Definitions

In this by-law, 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. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the Act and named TACTICS Theatre Group Inc.;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation;
- i. "Officer" means an officer of the Corporation;
- j. "Arts professional" means an individual who is an artist or has professional experience in the arts or arts-related sector;
- k. "Core artist" means an individual who is an artistic leader of a project supported by one or many of the corporation's programs. A project may have more than one core artist; and
- l. "Artistic project" or "project" means a performance arts project selected to participate in one or many of the corporation's artistic programs.

## 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## 1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the

By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **1.04 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the 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 Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 - Directors**

### **2.01 Election and Term**

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

### **2.02 Number of Directors**

Until changed in accordance with the Act, the number of Directors shall be a minimum of 5 and a maximum of 10, of whom half (50%) shall constitute a quorum. The Board of Directors shall include at least 2 Directors who are arts professionals.

### **2.03 Qualifications of Directors**

The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is not a Member of the Corporation, provided that if a person who is not a Member is elected a Director, that person may qualify by becoming a Member within ten days after the date of election;
- (b) anyone who is less than 18 years old;
- (c) anyone who is of unsound mind and has been so found by a court in Canada or elsewhere;
- (d) a person who is not an individual; or
- (e) a person who has the status of bankrupt.

## 2.04 Elections

At each annual meeting, a number of Directors equal to the number of Directors retiring shall be elected for terms of 3 years by and from among the Members eligible to vote and to hold office.

A Director, if otherwise qualified in conformity with Section 2.03, is eligible for election for 2 consecutive terms and thereafter is not eligible for re-election until a period of 12 months have elapsed from the date of the Director's retirement.

## 2.05 First Board of Directors

Subject to the provisions of the Act, Directors shall be elected by the Members who are entitled to vote and shall retire in rotation. At the first annual meeting called for the purpose of establishing the rotation, the Members shall elect 2 Directors for terms of 3 years, 2 Directors for terms of 2 years and 2 Directors for terms of 1 year. Thereafter, all Directors shall be subject to re-election in conformity with Section 2.04.

## 2.06 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

## 2.07 Filling Vacancies

A vacancy on the Board shall be filled as follows:

a quorum of Directors may fill a vacancy among the Directors;

1. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
2. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and

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

## **2.08 Committees**

Committees may be established by the Board as follows:

1. The Board may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any 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. The Board may dissolve any committee by resolution at any time.

## **2.09 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration for participating in an artistic project of the corporation's, and may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - a. considered reasonable by the Board;
  - b. approved by the Board for payment by resolution passed before such payment is made; and
  - c. in compliance with the conflict of interest provisions of the Act.

# **Section 3 - Board Meetings**

## **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

### **3.02 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 Director, and no other notice shall be required for any such meetings.

### **3.03 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 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.04 Chair**

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

### **3.05 Voting**

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

### **3.06 Participation by Electronic Communications Facilities**

If all of the Directors of the Corporation consent, Directors may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Directors participating by such means are deemed to be present at that meeting.

## **Section 4 - Financial**

### **4.01 Banking**

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

## **4.02 Financial Year**

Until otherwise ordered by the Board, the financial year of the Corporation shall end on the last day of August in each year.

# **Section 5 - Officers**

## **5.01 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other person to be Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

## **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

## **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04, 9.05, and in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.05 Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

## **5.06 Duties of the Secretary**

The secretary 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.

# **Section 6 - Protection of Directors and Others**

## **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Directors of the corporation are disqualified from participating in and attending the selection process of artistic projects. Directors shall receive majority approval from the Board of Directors before participating in and receiving remuneration for artistic projects of the Corporation's.

## **Section 8 - Members**

### **8.01 Members**

Membership in the Corporation shall consist of such persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

Individuals may become members for a one year period by:

1. Participating as a core artist;
2. Volunteering for the corporation for a minimum of hours as determined by the Board; or
3. Paying a fee to the corporation as determined by the Board.

### **8.02 Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

### **8.03 *Disciplinary Act* or Termination of Membership for Cause**

1. 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 or By-laws.
2. 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.

## **Section 9 - Members' Meetings**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days 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 Directors; 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 Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### **9.03 Notice**

Subject to the Act, not less than 21 and not more than 60 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is ten percent of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.05 Chair of the Meeting**

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

### **9.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **9.07 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 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.

## **9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

# **Section 10 - Notices**

## **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

## **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 11 - Adoption and Amendment of By-laws**

### **11.01 Amendments to By-laws**

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

*Enacted December 17, 2020*

*Bronwyn Steinberg, Chair  
Julia Werneburg, Secretary*

## **Schedule A**

### **Position Description of the Chair**

#### **Role Statement**

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

#### **Responsibilities**

#### **Agendas**

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

#### **Direction**

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

### **Performance Appraisal**

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

### **Work Plan**

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

### **Representation**

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

### **Reporting**

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

### **Board Conduct**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

### **Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

### **Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.

### **Committee Membership**

Serve as a member on all Board committees.

## **Schedule B**

### **Position Description of the Treasurer**

#### **Role Statement**

The treasurer works collaboratively with the Chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

## **Responsibilities**

### **Custody of Funds**

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

### **Mentorship**

Serve as a mentor to other Directors.

### **Financial Statement**

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## **Schedule C**

### **Position Description of the Secretary**

#### **Role Statement**

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

#### **Responsibilities**

**Board Conduct**

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

**Document Management**

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

**Meetings**

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