

**SOCIETY FOR ART PRESENTATION (OPERATING AS CENTRE FOR ART TAPES)
BYLAWS**

BACKGROUND:

- a. These Bylaws exist pursuant to the powers the Society has been granted under the Nova Scotia *Societies Act* and the Society's Memorandum of Association.
- b. The Members of the Society passed these Bylaws by Special Resolution on June 30, 2021.

ARTICLE 1: DEFINITIONS

- 1.1. "Board" means the Society's Board of Directors.
- 1.2. "Bylaws" mean the bylaws contained in this document.
- 1.3. "Day" includes weekends and public holidays.
- 1.4. "Director" means any Member elected in accordance with these Bylaws to serve on the Board of Directors as outlined in Article 4 of these Bylaws.
- 1.5. "Executive Director" means the person described in Article 7.1 of these Bylaws.
- 1.6. "General Meeting" means a meeting of Members as outlined in Article 3 of these bylaws and includes Annual General Meetings and Special General Meetings.
- 1.7. "Member" means a person who meets the criteria for membership as outlined in Article 2 of these Bylaws.
- 1.8. "Officer" means a Director appointed to serve in a position outlined in Article 4 of these Bylaws.
- 1.9. "Ordinary Resolution" means a resolution passed by not less than fifty percent plus one of such people entitled to vote as are present at the meeting.

- 1.10. “Quorum” means the minimum number of people who must be present at any Board meeting, Committee meeting, or General Meeting to make the proceedings of that meeting valid.
- 1.11. “Registrar” means the Registry of Joint Stock Companies appointed under the Nova Scotia *Companies Act*.
- 1.12. “Staff” means any person the Society hires for full time, part-time, or temporary employment, including the Executive Director.
- 1.13. “Society” means the Society for Art Presentation, operating as Centre for Art Tapes.
- 1.14. “Special Resolution” means a resolution passed by not less than three fourths of such Members entitled to vote as are present at a General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given in accordance with these Bylaws.

ARTICLE 2: MEMBERSHIP

- 2.1. Criteria for Admission: Any person who supports the Vision and Mission of the Society, and the Objects of the Society as outlined in the Memorandum of Association, will become a Member upon either: (a) the Society’s receipt of membership fees from the prospective Member; or (b) the prospective Member making volunteer contributions to the Society which Board deems sufficient to warrant granting membership.
- 2.2. In addition to the rights contained expressly in these Bylaws, Members have the right to do any of the following:
- 2.2.1. Attend and vote at any General Meeting of the Society;
 - 2.2.2. Introduce an Ordinary Resolution or Special Resolution at any General Meeting of the Society, provided that notice for said resolution is given in accordance with these Bylaws;

- 2.2.3. Seek nomination for election to the Board in accordance with these Bylaws and serve as a Director on the Board, if so elected; and
 - 2.2.4. Observe Board meetings upon obtaining the Chair's permission at the beginning of the meeting.
- 2.3. Terms of Membership: Membership in the Society is not transferable and ceases to exist upon the death or resignation of a Member, or if the Member ceases to qualify for Membership in accordance with these Bylaws.
- 2.4. Revocation: The Board may revoke a Members' membership if a Member does not conduct themselves in accordance with these Bylaws, or in accordance with the policies or objects of the Society. Revocation can only take place at a Board meeting for which 10 days written notice of the proposed revocation has been given to that Member, and upon the Board considering written representations from the Member as to why the Member's revocation is or is not warranted. The Board may provide reasons for its decision to revoke a Member's membership.
- 2.5. Resignation: Any Member may resign from the Society by sending to the Society a letter of resignation, which is effective upon delivery to the Society. Members may send letters of resignation by any electronic or analog mode of communication which the Society is capable of receiving.
- 2.6. Board Powers: The Board will determine and fix membership types, membership fees, and the method by which people can apply for or renew their membership in the Society.
- 2.6.1. Fees: Membership fees are non-refundable. A Member may request the Board waive or reduce a membership fee for a specified period of time. The decision to waive or reduce a membership fee is entirely at the Board's discretion.
- 2.7. Members' Register: Upon admission to the Society in accordance with these Bylaws, the Society will record in the Member's register the Member's name, occupation, civic address, email address, phone number, and date of admission to the Society. The Society will record

the date on which any person ceases to be a Member. It will be the responsibility of each Member to notify the Society of any change in contact information. Information the Society records in the Members' Register is deemed to be correct for the purposes of issuing notices in accordance with these Bylaws, and notices issued to Members based on the information contained in the Members' Register will be considered valid notice.

2.7.1. Confidentiality: The Society will hold the information contained in the Members' Register confidentially.

2.8. Inspection of Records: Any Member may inspect the Society's books and records at the Society's registered office during the Society's normal hours of operation within ten days prior to a General Meeting.

ARTICLE 3: GENERAL MEETINGS

3.1. Annual General Meeting ("AGM"): The Society must hold an AGM within three months of its fiscal year end as outlined in Article 8 of these Bylaws. The AGM will include the agenda items contained in Annex "A" to these Bylaws, in addition to any other items the Membership approves by passing an Ordinary Resolution.

3.2. Special General Meeting ("SGM"): The Society may hold a SGM at any time upon the Board passing an Ordinary Resolution or upon receiving a request in writing, signed by at least ten Members. Such a meeting may be called to deal with any unfinished business of the AGM, such as the election of Directors, or to pass a Special Resolution.

3.3. Presiding Officer: The Chair of the Board will preside at General Meetings. In the event the Chair is unable to preside at a General Meeting, any Director may serve as the presiding officer, provided the Director is not seeking re-election to the Board at that General Meeting.

3.4. Notice: The Chair must give written notice of a General Meeting to Members at least ten days prior to a General Meeting. The Chair may communicate notice by any method, electronic or analog, which Members are capable of receiving. The notice must specify the date, time, and place of the meeting. The non-receipt of notice by any Member will not invalidate the proceedings of General Meetings.

- 3.4.1. The Chair will attach to the notice outlined in Article 3.4 of these Bylaws a draft meeting agenda, including the following information in addition to the information described in Article 3.1 of these Bylaws:
- (a) A copy of these Bylaws;
 - (b) Any supplemental information pertaining to the order or nature of the business to be addressed at the meeting;
 - (c) A list of vacant Director positions;
 - (d) The draft text of any motions, Ordinary Resolutions, or Special Resolutions;
and
 - (e) The final text of any reports from Directors, Officers, or Staff.
- 3.5. Special Resolution: Unless the Chair decides otherwise, a Special Resolution will only be considered at a General Meeting when the introducing Member has communicated the draft text of said resolution to the Chair no later than two days prior to the General Meeting. The Chair will circulate the draft text of the Special Resolution to Members no later than one day prior to the General Meeting.
- 3.6. Quorum: Quorum for a General Meeting is ten Members. If the required attendance to meet quorum is not present thirty minutes after the scheduled meeting time, the General Meeting will be adjourned and rescheduled at the same place and time in the following week. Any number of Members present at the rescheduled meeting will constitute a Quorum.
- 3.7. Electronic Attendance: Members may attend General Meetings via electronic media, such as platforms which allow for simultaneous video and audio communication, upon receiving permission from the Chair to do so. The Chair will recognize Members attending via electronic media as present for the purposes of Article 3.6 of these Bylaws, provided said Members are, in the Chair's opinion, able to participate in the meeting through their chosen medium of communication.

- 3.8. Votes: Approval of all motions requires an Ordinary Resolution, unless otherwise stated in these Bylaws or as required by the Nova Scotia *Societies Act*. All Members present are entitled to cast one vote. The Chair will have no vote except to cast the deciding vote in the event of a tie. If a Member requests a vote is conducted by secret ballot, the Chair will appoint two Members to supervise the voting and to tabulate the results.
- 3.9. Adjournment: The Chair will adjourn the meeting upon the Members in attendance passing an Ordinary Resolution to do so.
- 3.10. Procedure: The Chair may resolve an ambiguity in meeting procedure by consulting Robert's Rules of Order, provided the rule in issue is consistent with these Bylaws.

ARTICLE 4: DIRECTORS AND OFFICERS

- 4.1. Board Composition: Directors must be Members of the Society. The number of the Directors on the Board will be no less than five and no more than nine.
- 4.2. Nomination and Election of Directors: Members will nominate and elect Directors at a General Meeting. Any Member may nominate another Member for election to the Board or may self-nominate. Nominees will be elected as a whole by a single Ordinary Resolution, unless a Member requests to elect nominees individually, in which case nominees will be elected individually by Ordinary Resolution.
- 4.3. Director Term Length: Directors will serve on the Board for a term of three years. Directors may seek re-election to the Board for a second term. Directors must not sit on the Board for more than six years in total, regardless of whether the six years take the form of two consecutive terms, two non-consecutive terms, or multiple partial terms.
- 4.4. Director Vacancy: If a vacancy arises on the Board, the Board may, by Ordinary Resolution, appoint a new Director to fill the vacancy. The Membership must ratify or decline to ratify the appointment at a General Meeting in accordance with Article 4.2 of these Bylaws. All actions the Board takes prior to ratification at a General Meeting are deemed to be valid, regardless of whether Members ultimately ratify the appointment.

- 4.5. Director Removal: The Members may, by Special Resolution at a General Meeting, remove any Director before the end of their term and elect a new Director in their place in accordance with Article 4.2 of these Bylaws.
- 4.6. Executive Director: The Society's Executive Director will be a Director of the Board in an ex-officio capacity. For greater clarity, and subject to these Bylaws, the Executive Director will have the same rights and obligations as all other Directors, including the right to vote and serve on committees. The Executive Director is not entitled to serve as an Officer. The Executive Director is exempt from Articles 4.2 to 4.5 of these Bylaws. The Executive Director's membership on the Board commences when the Executive Director begins to hold said office and terminates when the Executive Director ceases to hold said office.
- 4.7. Conflicts of Interest: Directors who have, or could reasonably be seen to have, personal or professional interests in conflict with their abilities to serve on the Board, and specifically to act in accordance with their duties outlined in these Bylaws, have a duty to declare this conflict to the Board. Members who seek election to the Board have a duty to declare actual or potential conflicts of interest to the Board before an election takes place. If a Member is serving as a Director when the conflict of interest materializes, the declaration must be made as soon as the Director becomes aware of that conflict. A conflict of interest does not prevent a Director from participating in Board business, provided that they recuse themselves from any Board decisions on matters pertaining to that conflict. The Secretary will record the recusal in the minutes of the Board meeting.
- 4.8. Director Duties: The Board has the legal power to conduct the business, discipline, and management of the Society and its affairs. Directors of the Board will exercise their powers in accordance with the duty of care and the duty of loyalty the Directors owe to the Society, and in accordance with the Society's objects. For greater clarity, in discharging their duties, Directors will at all times: (1) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and (2) act honestly and in good faith with a view to the Society's best interests.
- 4.9. Delegation of Power: Subject to Article 4.11 of these Bylaws, the Board may delegate aspects of the Society's management and day-to-day operations to Staff or to standing or

ad hoc committees of the Board as described in Article 6 of these Bylaws. The power to delegate management to Staff or committees does not remove or displace the Board's powers and duties as described in Article 4.8 of these Bylaws.

4.10. Additional Support: The Board may hire or otherwise engage Staff, professional support, or independent contractors as necessary to carry out the Society's objects and day-to-day operations.

4.11. No Delegation: The Board must not delegate the power to do the following:

4.11.1. Call General Meetings;

4.11.2. Call Board meetings;

4.11.3. Receive reports from the Executive Director pertaining to the hiring and termination of Staff;

4.11.4. Receive reports from the Executive Director pertaining to the duties, responsibilities, conditions of employment, and remuneration of Staff;

4.11.5. Establish, assess, and oversee the collection of Membership fees, and determine whether a Member should be admitted to or removed from the Society in accordance with Articles 2.4 and 2.6 of these Bylaws;

4.11.6. Approve the execution of agreements to acquire, use, lease, transfer, or dispose of property, including equipment, with a fair market value exceeding \$10,000;

4.11.7. Approve all of the Society's real property purchases and agreements to lease real property;

4.11.8. Approve agreements to mortgage or pledge any property of the Society; and

4.11.9. Adopt and publish policies, or other documents, governing:

- (a) The use of Society property (whether it be equipment or real property);
- (b) The conduct of all persons, including Members and Staff, while on Society property or at Society events;
- (c) The manner in which the Society conducts its day-to-day operations;
- (d) The Society's governance; and
- (e) Any other thing in furtherance of the Society's objects, vision, and mission.

4.12. Director Remuneration: Directors will receive no remuneration in exchange or consideration for performing their duties outlined in these Bylaws. Directors may be reimbursed for reasonable out-of-pocket expenses incurred as a result of attending Board meetings or in performing other duties related directly to the Director's duties on the Board.

4.13. Remuneration for Participating as an Artist: A Director may, upon approval by an Ordinary Resolution of the Board, receive reasonable remuneration when participating as an artist in Society programming, where compensation to artists is normally given. The Director must recuse themselves from the resulting discussion and vote on the question of artist remuneration in accordance with Article 4.7 of these Bylaws.

4.14. Officers: Officers are Directors who have the additional duties and powers described in these Bylaws. The Officers of the Society are as follows:

4.14.1. Chair: The Chair will convene and preside over all Board meetings and General Meetings. Subject to Article 3.3 of these Bylaws, in the event the Chair is unable to preside at a meeting, any Director may serve as the presiding officer for that meeting upon receiving consent of the Board. Staff or other Officers may support the Chair in fulfilling its duties. In addition to the duties described in these Bylaws, the Chair will:

- (a) Communicate notice to those entitled to receive notice under these Bylaws;

- (b) Receive communications and reports which pertain to Board business;
- (c) Draft and circulate agendas for Board meetings and General Meetings;
- (d) In collaboration with the Secretary, ensure meeting minutes are drafted, circulated, and subsequently reviewed and approved;
- (e) Ensure the Board has the resources required to fulfil its responsibilities under these Bylaws, including the provision of timely and relevant background information for Board meetings;
- (f) Ensure sufficient time is allotted during meetings for effective discussion of agenda items and key issues and concerns;
- (g) Oversee the formation of committees, as outlined in Article 6 of these Bylaws, receive committee reports, and coordinate with committee chairpersons to ensure committee decisions which require Board approval are brought before the Board in a timely manner;
- (h) In collaboration with the Executive Director, facilitate an up-to-date Board orientation program for new Directors; and
- (i) Liaise with and provide direction to the Executive Director on matters affecting the Board's work.

4.14.2. Secretary: The Secretary will attend all Board meetings and General Meetings. The Secretary will draft and, in collaboration with the Chair, circulate copies of minutes of Board meetings and General Meetings to those who are entitled to receive meeting minutes. The Secretary will maintain custody of minutes from all meetings. The Secretary may support the Chair in their duties by, among other things, preparing draft meeting agendas, preparing draft meeting notices, and receiving communications and reports which pertain to Board business. In the event the Secretary is unable to attend a meeting, any Director may serve as the Secretary for that meeting upon receiving consent of the Board.

- 4.14.3. Treasurer: The Treasurer is the custodian of the Society’s financial assets. The Treasurer will, in collaboration with the Executive Director, oversee accounts and financial records for the purpose of proper accounting of all Society monies and of all financial dealings. The Treasurer will report on the Society’s financial standing at each AGM and at such time as the Board requires. The report will include a balance sheet showing the Society’s assets, liabilities, and equity, and a statement of the Society’s income and expenditures in the previous fiscal year.
- 4.15. Appointment of Officers: The Board will nominate and appoint Officers, by Ordinary Resolution, at Board meetings, as vacancies arise.
- 4.16. Officer Term Length: Officers will serve in their positions for a term of two years. Subject to Article 4.3 of these Bylaws, at the end of the two year term, Officers may seek re-appointment to their respective position, or appointment to a different officer position.

ARTICLE 5: BOARD MEETINGS

- 5.1. Meeting Frequency: The Board must meet no less than once every three months and otherwise as frequently as it determines necessary to carry out its legal duties and those duties outlined in these Bylaws.
- 5.2. Director Attendance: Directors will attend all Board meetings.
- 5.3. Removal for Non-Attendance: The Members may, in accordance with Article 4.5 of these Bylaws, remove a director if either: (a) the Director is absent from three consecutive Board meetings without sending regrets to the Chair no less than twelve hours prior to the meeting; or (b) the Director is absent from six Board meetings during the calendar year, regardless of whether the Director sent regrets.
- 5.3.1. Chair Discretion: Regardless of Article 5.3 of these Bylaws, the Chair may accept regrets from Directors less than twelve hours prior to the scheduled meeting. If the Chair exercises their discretion to accept regrets under this Article, the Director will not be absent for the purposes of Article 5.3 of these Bylaws.

- 5.4. **Electronic Attendance:** Directors may attend Board meetings via electronic media, such as platforms which allow for simultaneous video and audio communication, upon receiving permission from the Chair to do so. A Director will not be absent for the purposes of Article 5.3 of these Bylaws if the Director attends a meeting via an electronic medium, provided said Director is, in the Chair's opinion, able to participate in the meeting through their chosen medium of communication.
- 5.5. **Quorum:** Quorum for Board meetings will be a majority of Directors (i.e., fifty percent plus one) serving on the Board at the time of the meeting. If quorum is present at the opening of a meeting, the meeting may proceed even if quorum is not present throughout. If quorum is not met at a Board meeting, the meeting shall be automatically rescheduled to one week later and, at the subsequent meeting, quorum will be established by the Directors who attend the meeting.
- 5.6. **Voting Procedure:** The Board must make decisions by holding a vote of the Directors. Each Director is entitled to exercise their vote on a Board decision by either voting in favour of the decision, voting in opposition to the decision, or by abstaining from voting. A Director who is in a conflict of interest as outlined in Article 4.7 of these Bylaws must recuse themselves from the vote in which they are in a conflict.
- 5.7. **Non-Simultaneous Electronic Votes:** The Chair may, in the event of a pressing and time sensitive circumstance, call for a non-simultaneous, electronic vote of the Directors. For greater clarity, this Article encompasses votes conducted via e-mail or comparable non-simultaneous, electronic methods of communication.
- 5.8. **Procedure:** The Chair may resolve an ambiguity in meeting procedure by consulting Robert's Rules of Order, provided the rule in issue is consistent with these Bylaws.

ARTICLE 6: COMMITTEES

- 6.1. The Board may establish committees to carry out the Society's business, discipline, and management. The Board has the power to take actions to ensure its committees carry out their functions in furtherance of the Society's objects, including the power to:

- 6.1.1. Set and amend committee terms of reference;
 - 6.1.2. Appoint and remove committee chairpersons;
 - 6.1.3. Appoint and remove committee members; and
 - 6.1.4. Set criteria for committee reporting to the Board.
- 6.2. Standing Committees: The Society will maintain the following standing committees:
- 6.2.1. Personnel Committee;
 - 6.2.2. Programming Committee;
 - 6.2.3. Equipment and Access Committee; and
 - 6.2.4. Governance Committee.
- 6.3. Ad Hoc Committees: The Board may, upon approving an Ordinary Resolution, establish and dissolve ad hoc committees to aid in its management of the Society. While in existence, ad hoc committees are subject to the same rights and obligations described in these Bylaws as standing committees.
- 6.4. Terms of Reference: All committees must act in accordance with their terms of reference. The Society will keep terms of reference in a common and accessible format, as determined by the Board. Terms of reference must include the information contained in Annex “B” to these Bylaws.
- 6.5. Director Participation: All Directors must sit on at least one committee during their term.
- 6.6. No Chair Participation: The Chair must not sit on any of the Society’s committees during their term in office.

ARTICLE 7: EXECUTIVE DIRECTOR

7.1. The Board will, upon passing an Ordinary Resolution, hire an Executive Director. In addition to being responsible for the Society's day-to-day operations, the Executive Director will carry out the duties assigned to them in these Bylaws or delegated to them in accordance with these Bylaws. The Executive Director will be the liaison between Staff and the Board.

ARTICLE 8: SOCIETY ADMINISTRATION

8.1. Filings: The Society will file with the Registrar its annual statement with a list of its directors, including their addresses, occupations and dates of appointment or election, and will within fourteen days of a change of directors notify the Registrar of the change. The Society will file with the Registrar a copy of every Special Resolution within fourteen days after the resolution is passed.

8.2. Fiscal Year: The Society's fiscal year will commence on April 1 and end on March 31 of the next year.

8.3. Signing Authority: The Executive Director, any Staff that the Executive Director selects, and one Board Member together have the power on behalf of the Society to execute any document, such as a contract, deed, bill of exchange, or other instrument or document, requiring execution by the Society. In instances where the Executive Director, applicable Staff member(s), or Board Member are unable to exercise their signing authority, the Board may appoint, by passing an Ordinary Resolution, a Director or Staff member to serve as a signing authority for the purpose of executing a given document or otherwise on an interim basis. Any person authorized to sign any document may affix the Society's seal to the document.

8.4. Society Seal: The Secretary will maintain custody of the Society's seal. The Society may keep the Seal at its registered office.

8.5. Borrowing Powers: The Society's borrowing powers may be exercised by Special Resolution of the Members at a General Meeting. The Board may exercise the Society's

borrowing powers by Ordinary Resolution provided the amount borrowed does not exceed five percent of the Society's annual operating budget at the time of borrowing.

- 8.6. Amendment or Repeal of Bylaws: Members may amend or repeal these Bylaws by passing a Special Resolution at a General Meeting.

ARTICLE 9: AUDIT OF ACCOUNTS

- 9.1. Appointment of Auditor: Members will, upon passing an Ordinary Resolution, appoint an auditor at the AGM. If the Members fail to do so, the Directors may appoint an auditor by passing an Ordinary Resolution at a Board meeting subsequent to the AGM.

ARTICLE 10: AFFILIATIONS

- 10.1. Formal Affiliations: The Board of Directors may, upon passing an Ordinary Resolution, subscribe to or become a member, or alter said membership, of any other organization that has similar objects to that of the Society or that would promote privileges, information, or relationships beneficial to the Society.
- 10.2. Public Interest Affiliations: The Society may become involved with issues of public importance involving the arts, including social movements or other activities which align with the Society's objects. The Board will determine and oversee the Society's manner and degree of involvement in public interest affiliations.

ANNEX "A" ANNUAL GENERAL MEETING AGENDA

CFAT ANNUAL GENERAL MEETING

[Date, Time, Location]

1. Roll Call and Territorial Land Acknowledgment
2. Adoption of the Agenda

MOTION

BE IT RESOLVED THAT the agenda be adopted as circulated.

3. Minutes of the Previous Annual General Meeting

MOTION

BE IT RESOLVED THAT the minutes from the Annual General Meeting held on [date] be approved.

4. New Business
5. Appointment of Auditors

MOTION

BE IT RESOLVED THAT [firm name] be appointed as auditor for the [x] fiscal year.

6. Nomination and Election of Directors
 - A) Nomination of Directors

 - B) Election of Directors

WHEREAS the following people have been nominated to serve on CFAT's Board of Directors

- [name]
- [name]
- [name]
- [name]

AND WHEREAS the above noted nominees are CFAT Members as outlined in the CFAT Bylaws;

AND WHEREAS according to CFAT's Bylaws, nominees may be elected to the Board of Directors as a whole by a single resolution;

BE IT RESOLVED THAT the following people be elected as Directors of CFAT's Board:

- [name]
- [name]
- [name]
- [name]

7. Presentations

- a. Review and consideration of CFAT's annual financial statements
- b. Reports from the Board and Staff

8. Announcements

9. Adjournment

MOTION

BE IT RESOLVED THAT this meeting is adjourned.

ANNEX “B” COMMITTEE TERMS OF REFERENCE

SOCIETY FOR ART PRESENTATION (OPERATING AS CENTRE FOR ART TAPES) [AD HOC/STANDING COMMITTEE] TERMS OF REFERENCE

DEFINITIONS

“Board” means the Society’s Board of Directors.

“Bylaws” mean the Society’s Bylaws.

“Committee” means [Committee name].

“Member” means a person who is a member of [Committee name] appointed in accordance with the Society’s Bylaws.

“Ordinary Resolution” means a resolution passed by not less than fifty percent plus one of such people entitled to vote as are present at the meeting.

“Quorum” means the minimum number of people who must be present at any Committee meeting to make the proceedings of that meeting valid.

“Society” means the Society for Art Presentation, operating as Centre for Art Tapes.

“Terms of Reference” mean the Terms of Reference of [Committee name].

“Voting Member” means a member of [Committee name] who is entitled to vote at [Committee name] meetings.

PURPOSE

1.1. The purpose[s] of the Committee is/are as follows:

- [Purpose]

[Committee] Terms of Reference – Approved by the Board of Directors: []

- [Additional purposes, if any]

RESPONSIBILITIES

2.1. The Committee's responsibilities are as follows:

- [Responsibility]
- [Additional responsibilities, if any]
- [If the committee is ad hoc, describe how the responsibilities are limited temporally or otherwise]

MEMBERSHIP

3.1. Composition: The Committee will consist of [write the number – e.g., twelve] people. [Specify the number of Board Members, Staff, and community members who are permitted to sit on the Committee].

3.2. Non-Voting Members: [specify if any members are not entitled to vote. Delete this section if all members are entitled to vote].

3.3. Chair: The Chair must be a Member at the time of their appointment and while holding office. The Chair will convene and preside over all Committee meetings. In the event the Chair is unable to preside at a meeting, any Member may serve as the presiding officer for that meeting upon receiving consent of the Committee. Other Members may support the Chair in fulfilling its duties. In addition to all other duties incidental to presiding over Committee meetings, the Chair will:

- Communicate notice of meetings to Committee Members;
- Receive communications and reports which pertain to Committee business;
- Draft and circulate agendas for Committee meetings;

[Committee] Terms of Reference – Approved by the Board of Directors: []

- In collaboration with Members, ensure Committee meeting minutes are drafted, circulated, and subsequently reviewed and approved;
- Ensure Committee meeting minutes are circulated to the Board prior to Board meetings;
- Maintain Committee records, including these Terms of Reference and other documents related to the Committee's responsibilities;
- Ensure the Committee has the resources required to fulfil its responsibilities under these Terms of Reference and Society's Bylaws, including the provision of timely and relevant background information for Committee meetings;
- Ensure sufficient time is allotted during Committee meetings for effective discussion of agenda items and key issues and concerns;
- Report to the Board on all Committee activities;
- Report to the Board on Committee decisions which require Board approval and bring said decisions before the Board in a timely manner; and
- Liaise with and provide direction to the Chair of the Board on matters affecting the Board's work.

3.4. Secretary: The Committee's Voting Members will, by Ordinary Resolution, appoint a Secretary. The Secretary must be a Member at the time of their appointment and while holding office. In the event the Secretary is unable to attend a meeting, any Member may serve as the Secretary for that meeting upon receiving consent of the Committee's Voting Members. The Secretary will:

- Attend all Committee meetings;

[Committee] Terms of Reference – Approved by the Board of Directors: []

- Draft and, in collaboration with the Chair, circulate copies of minutes of Committee meetings to Members;
- Maintain custody of minutes from all meetings; and
- Support the Chair in their duties by, among other things, preparing draft meeting agendas, preparing draft meeting notices, and receiving communications and reports which pertain to Committee business. In the event the Secretary is unable to attend a meeting, any Member may serve as the Secretary for that meeting upon receiving consent of the Committee's Voting Members.

3.5. In addition to the duties contained in these Terms of Reference, the Secretary may support the Chair in their duties by, among other things, preparing draft meeting agendas, preparing draft meeting notices, and receiving communications and reports which pertain to Committee business.

MEETINGS

4.1. Meeting Frequency: The Committee must meet no less than [[insert frequency – e.g., once per month], and otherwise as frequently as it determines necessary to carry out its purpose and responsibilities.

4.2. Member Attendance: Members will attend all Committee meetings.

4.3. Removal for Non-Attendance: The Committee may request the Board remove a Committee Member upon passing an Ordinary Resolution, if either: (a) the Member is absent from three consecutive Committee meetings without sending regrets to the Chair no less than twelve hours prior to the meeting; or (b) the Member is absent from six Committee meetings during the calendar year, regardless of whether the Member sent regrets.

- Chair Discretion: The Chair may accept regrets from Members less than twelve hours prior to the scheduled meeting. If the Chair exercises their discretion to accept regrets, the Member will not be absent for the purposes of Article 4.3 of these Terms of Reference.

- 4.4. Electronic Attendance: Members may attend Committee meetings via electronic media, such as platforms which allow for simultaneous video and audio communication, upon receiving permission from the Chair to do so. A Member will not be absent for the purposes of 4.3 of these Terms of Reference if the Member attends a meeting via an electronic medium, provided said Member is, in the Chair's opinion, able to participate in the meeting through their chosen medium of communication.
- 4.5. Quorum: Quorum for Committee meetings will be a majority of Voting Members (i.e., fifty percent plus one) serving on the Committee at the time of the meeting. If quorum is present at the opening of a meeting, the meeting may proceed even if quorum is not present throughout. If quorum is not met at a Committee meeting, the meeting shall be automatically rescheduled to one week later and, at the subsequent meeting, quorum will be established by the Voting Members who attend the meeting.
- 4.6. Voting Procedure: The Committee must make decisions by holding a vote of the Members who are entitled to vote. Each Voting Member is entitled to exercise their vote on a Committee decision by either voting in favour of the decision, voting in opposition to the decision, or by abstaining from voting. A Member who is in a conflict of interest as outlined in Article 4.9 of these Terms of Reference must recuse themselves from the vote in which they are in a conflict.
- 4.7. Non-Simultaneous Electronic Votes: The Chair may, in the event of a pressing and time sensitive circumstance, call for a non-simultaneous, electronic vote of the Voting Members. For greater clarity, this Article encompasses votes conducted via e-mail or comparable non-simultaneous, electronic methods of communication.
- 4.8. Procedure: The Chair may resolve an ambiguity in meeting procedure by consulting Robert's Rules of Order, provided the rule in issue is consistent with these Terms of Reference or the Society's Bylaws.
- 4.9. Conflicts of Interest: Members who have, or could reasonably be seen to have, personal or professional interests in conflict with their abilities to serve on the Committee, and specifically to act in accordance with the Society's best interests, have a duty to declare this

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conflict to the Committee. Members who seek appointment to the Committee have a duty to declare actual or potential conflicts of interest to the Board before appointment takes place. If a Member is serving on the Committee when the conflict of interest materializes, the declaration must be made as soon as the Member becomes aware of that conflict. A conflict of interest does not prevent a Member from participating in Committee business, provided that they recuse themselves from any Committee decisions on matters pertaining to that conflict. The Secretary will record the recusal in the minutes of the Committee meeting.

LIMITATION ON POWER

- 5.1. The Committee does not have the power to make decisions pertaining to anything listed in Article 4.11 of the Society's Bylaws.
- 5.2. Any inconsistency between these Terms of Reference and the Society's Bylaws must be resolved in favour of the Bylaws.