

## **7.0 Officers**

### **7.1 Officers of the Corporation**

The officers of the Corporation shall include:

- Chair of the Board;
- Chief Executive Officer (CEO); and
- Secretary;

And may include one or more Vice Chairs and any such officers as the Board may by resolution determine.

A person may hold more than one office.

#### **7.1.1 Appointment**

A person may be appointed to any office of the Corporation but none of the said officers, except the Chair and Vice-Chair, need to be a Director of the Corporation.

Only a person who shall have completed a term of office as the most recent Chair shall be qualified to be appointed as Immediate Past-Chair.

The Chairperson shall be elected at an annual meeting of Members. Officers other than the Chairperson of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of Members.

The Officers of the Corporation should hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

Officers are also directed to the board policies with respect to Board Leadership – Selection and Roles

The Chief Executive Officer shall be retained as an employee of the Corporation pursuant to Article 7.2.5.

#### **7.1.2 Term and Removal**

Officers, other than the Chief Executive Officer, shall hold office for a term of one (1) year from the date of appointment or until their successors are appointed. Officers, other than the Chief Executive Officer, may be removed by resolution of the Board at any time.

The Chief Executive Officer's term of office shall be in accordance with the agreement referenced in Article 7.2.5. The Chief Executive Officer may be removed from office in accordance with the agreement referenced in Article 7.2.5 and applicable law.

## **7.0 Officers** (as currently in the MCS Bylaws)

### **7.1 Officers of the Corporation**

~~The Officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, Executive Director and any such other Officers as specified in the current board policy. The duties of such other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them. With the sole exception of the Chairperson, any two offices may be held by the same person.~~

~~The Chairperson shall be elected at an annual meeting of Members. Officers other than the Chairperson of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of Members.~~

~~The Officers of the Corporation should hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.~~

~~Officers are also directed to the board policies with respect to Board Leadership — Selection and Roles.~~

## **7.2 Duties of Officers**

### **7.2.1 Chair of the Board**

The Chair shall perform all such duties as are customary for a Chair of a corporation similar in size and operation to the Corporation. The Chair shall preside at all meetings of the Board and of the Members and shall perform such other duties as the Board may from time to time determine.

### **7.2.2 Vice Chair**

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and the Vice-Chair shall perform such other duties as shall from time to time be imposed upon them or either of them by the Board.

### **7.2.3 Secretary**

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, Executive Committee and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed by the by-laws or the Board.

### **7.2.4 Immediate Past Chair**

The Immediate Past-Chair shall have such powers and duties as the Board may specify from time to time.

### **7.2.5 Chief Executive Officer**

The Chief Executive Officer of the Corporation shall be retained as an employee of the Corporation by the Board on such terms as the Board deems appropriate. Such terms and conditions of employment of the Chief Executive Officer shall be set out in a written employment agreement entered into between the Chief Executive Officer and the Corporation.

The Chief Executive Officer shall be the chief executive officer of the Corporation. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the general and active administration, organization and management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the

Board are carried into effect and shall perform such other duties as may be specified by the Board from time to time.

### **7.2.6 Other Officers**

The duties of all other Officers shall be such as the terms of their appointment require or as may be specified by resolution of the Board from time to time.

## ~~7.2 — Duties of Officers (as currently in the MCS bylaws)~~

### ~~7.2.1 — Chairperson~~

~~The Chairperson provides overall leadership to the Corporation subject to the directions of the Board and the general membership. He shall have supervision of the affairs and business of the Corporation and shall, when present, preside over all meetings of the Members and of the Board. He shall perform such other duties as may from time to time be directed by the Board.~~

### ~~7.2.2 — Vice-Chairperson~~

~~The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be directed by the Board.~~

### ~~7.2.3 — Treasurer~~

~~The treasurer shall oversee the funds and securities of the Corporation and shall work with the appointed Financial Officer, through the CEO, to ensure that:~~

- ~~• Full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation are kept in the books belonging to the Corporation and~~
- ~~• All deposit of monies, securities and other valuable effects are 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 of Directors from time to time.~~
- ~~• Disbursement of the funds of the Corporation are completed by proper authority taking proper vouchers for such disbursements, and~~
- ~~• Shall render to the Chairperson and Directors at the regular meetings of the Board of Directors, 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 ensure that a financial audit is prepared for the Board on an annual basis and shall perform such other duties as may from time to time be directed by the Board.~~

~~The Treasurer may delegate some or all of the carrying out of his duties to members of the staff of the Corporation while maintaining overall responsibility and reporting thereon to the Board.~~

### ~~7.2.4 — Secretary~~

~~The Secretary is the Corporation's chief legal officer responsible for all matters relating to constitution, bylaws, proper meeting procedures and the legally correct conduct of the Board's business and such other duties~~

as may be prescribed by the Board or the Chairperson from time to time. Working with the CEO, the Secretary shall ensure:

- ~~Notices of meetings of the Members and the Board are issued and that the minutes of all proceedings at meetings of the Board and any Executive Committee meeting are properly recorded and maintained.~~
- ~~A Register of Directors in which are set out the names and residence addresses of all persons who are or have been Directors of the Corporation with the several dates on which they have become or ceased to become Directors and that an updated list of all Directors of the Board, including their home addresses, is forwarded to the Ministry of Consumer and Corporate Affairs whenever a change in the Board takes place.~~
- ~~The Certificate of Incorporation with the Articles of Incorporation is properly recorded and maintained and that all bylaws and resolutions of the Corporation are properly recorded and maintained.~~

~~The Secretary may delegate some or all of the carrying out of these duties to members of the staff of the Corporation while maintaining overall responsibility and reporting thereon to the Board.~~

~~If the position of Secretary is vacant or if for any reason the Secretary is unable to act, anything required or authorized to be done by the Secretary may be done by an assistant secretary or, if there is no assistant secretary able to act, by any other officer of the Corporation authorized generally or specifically in that behalf by the Directors.~~

#### **~~7.2.5 Executive Director~~**

~~The Executive Director is the Chief Executive Officer (CEO) of the Corporation. The Executive Director is not a Director of the Corporation, but reports to, and is accountable to, the Board for all aspects of management of the Corporation's projects and programs. He interacts closely with the Chair of the Board on all matters of corporate business relating to the responsibilities of the Board.~~

~~The Executive Director, through delegation by the Board, manages the Corporation as specified in the current board policies.~~