

## BY-LAW NUMBER 1

### GENERAL AFFAIRS OF THE TORONTO SPARTAN VOLLEYBALL LEAGUE

BE IT ENACTED as a by-law of the Toronto Spartan Volleyball League as follows:

#### SECTION 1 – GENERAL

##### 1.1 Definitions

In this by-law, unless the context otherwise requires:

“**Act**” means, if in force and applicable to the TSVL, the *Corporations Act* (Ontario) as may be amended from time to time, and, if in force and applicable to the TSVL, the *Not-for-Profit Corporations Act, 2010* (Ontario) as may be amended from time to time;

“**board**” means the board of directors of the TSVL;

“**business day**” means any day that is not a Saturday or Sunday or an observed statutory holiday in Ontario, and “**day**” on its own means any calendar day;

“**by-law**” means this by-law and all other by-laws of the TSVL from time to time in force and effect;

“**chair**” means the chair of the Board;

“**Director**” means an individual occupying the position of director of the TSVL by whatever name he or she is called;

“**member**” means any person admitted to membership in the TSVL in accordance with Section 8 of this by-law;

“**Officer**” means an officer of the TSVL;  
and

“**TSVL**” means the corporation without share capital incorporated by letters patent dated September 22, 2005, and named the Toronto Spartan Volleyball League.

##### 1.2 Interpretation

All terms defined in the Act and used in this by-law shall have the meanings given to them in the Act, unless otherwise defined in section 1.1 above. Words importing the singular include the plural and vice versa; words importing one gender include all genders.

##### 1.3 Severability and Precedence

The invalidity or un-enforceability 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 this by-law are inconsistent with the letters patent of the TSVL or the Act, then the provisions of the letters patent or the Act, as the case may be, shall prevail.

##### 1.4 Seal

The seal of the TSVL, if any, shall be in the form determined by the board.

##### 1.5 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations, certificates, cheques and other instruments may be signed on behalf of the TSVL by any one of the following Officers: the President, the Vice

President-Operations, the Vice President-Finance, or the Vice President-Communications. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any authorized signing person may affix the corporate seal to any instrument requiring the same. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the TSVL to be a true copy thereof.

### **1.6 Policies**

The board may establish policies consistent with the by-laws and the Act relating to the management and operation of the TSVL.

## **SECTION 2 – DIRECTORS**

### **2.1 Number of Directors**

The number of Directors of TSVL shall be no fewer than five (5) and no more than ten (10). Each Director must be a registered member of the TSVL.

### **2.2 Election of Directors – President, Vice President-Communications, Vice President-Finance, and Vice President-Operations.**

The Officer positions of President, Vice President-Communications, Vice President-Finance, and Vice President-Operations shall be directly elected by the members at an annual general meeting for a two year term, except as indicated below. A person elected to fill any of these positions shall simultaneously become a Director.

The candidate who is elected by the members to fill the role of President must have previously served as a Director of the TSVL for a full one year term between any two annual general meetings.

At the first annual general meeting after the adoption of this by-law, which may include the same meeting where the by-law is adopted, the President and Vice President-Communications shall each be directly elected to a two year term. At the subsequent annual general meeting, the Vice President-Finance and Vice President-Operations shall each be directly elected to a two year term. At each following annual general meeting, there shall be a direct election for the President and Vice President-Communications, (OR), for the Vice President-Finance and Vice President-

Operations whose ever's two year term has expired.

For greater clarity, the effect of this provision is that the President and Vice President-Communications will each be elected to a two year term at the first annual general meeting following the adoption of this by-law and every alternating annual general meeting thereafter, while the Vice President-Finance and Vice President-Operations will each be elected to a two year term at the second annual general meeting following the adoption of this by-law and every alternating annual general meeting thereafter.

### **2.3 Election of Other Directors**

The remaining Directors shall be elected as Directors-at-large by the members at the annual general meeting to hold office until the next annual general meeting or in accordance with section 2.5.

### **2.4 Vacancies**

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the President and Vice President-Communications, in which the resignation shall be effective at the time it is received by the President and Vice President-Communications or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt, or

- c) if the Director is found to be incapable of managing property by a court or under Ontario law.

The office of a Director shall also be vacated if, at a special general 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. Such a special general meeting may be called by resolution of at least two-thirds of the board, or by requisition to the board by at least 10% of the members of the TSVL. Upon any Director position being vacated, the associated officer position will be equally and immediately vacated.

### **2.5 Filling Vacancies**

A vacancy on the board shall be filled as follows:

- a) 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 Act or the letters patent, the Directors in office shall, without delay, call a special general meeting of members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any member;
- b) in all other cases, the Directors in office may call a special general meeting of members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by requisition to the board by at least 10% of the members of the TSVL; and

- c) if the vacancy occurs as a result of the members removing a Director, the members may fill the vacancy by a majority vote at the same meeting held to remove the vacating Director, and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

## **2.6 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 with the following exceptions:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the TSVL in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the board; (ii) approved by the board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the TSVL is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **2.7 Nomination for Director**

Any member may nominate another member, other than a member excluded under the by-laws or the Act, to become a Director. The nomination is valid only when it is:

- a) in written form,
- b) signed by both the nominator and nominee, and
- c) with respect to nominations for the positions of President, Vice President-Communications, Vice President-Finance and Vice President-Operations to be filed with the President or Vice President-Communications no later than two weeks before the date of the annual general meeting or such other date as the board may permit by resolution.

Any qualified candidate may be nominated off-the-floor at the Annual General Meeting, except as conditioned in section 2.7(c) of this by-law. Nominations from the floor will be solicited at specific times during the Annual General Meeting by the chair of the AGM.

## **SECTION 3 – BOARD MEETINGS**

### **3.1 Calling of Meetings**

Meetings of the board may be called by the President or any two Directors at any time and any place on notice within the bounds of the City of Toronto as required by this by-law.

### **3.2 Regular Meetings**

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

### **3.3 Emergency Meetings**

In a situation of emergency, the President, Vice President-Operations, or the Vice President-Finance may call a special general meeting of the board to determine all questions arising from the emergency. Twenty-four hours' notice of the time and place for the emergency meeting shall be given to each Director.

### **3.4 Notice**

Notice of the time and place for the holding of a regular meeting of the board shall be given in the manner provided in section 10 of this by-law to each Director 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 a meeting. If a quorum of Directors is present, each newly elected or appointed board member, without notice, hold its first

meeting immediately following the annual general meeting of the TSVL.

### **3.5 Chair**

The chair of the board shall be the President. The President shall preside at board meetings. In the absence of the President, the Directors present shall choose, by a majority vote, one of the Directors present to act as the chair for that meeting.

### **3.6 Quorum**

The quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors holding office at any time, or such greater number of directors as the board may from time to time determine.

### **3.7 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 be entitled to the deciding vote.

The Directors may vote by assenting, dissenting or abstaining. Any Director requesting that a vote be done by ballot must be provided such an opportunity.

### **3.8 Telephone or Electronic Participation**

If all the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the board by means of such telephone, electronic or other communication facilities to permit all persons participating in the meeting to communicate with each other

simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board.

### **3.9 Standard of Care of Directors and Officers**

Every Director and Officer in exercising their powers and discharging their duties to the TSVL shall act honestly and in good faith with a view to the best interests of the TSVL, and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

## **SECTION 4 – FINANCIAL**

### **4.1 Banking**

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

### **4.2 Financial Year**

The financial year of the TSVL ends on the last day of July each year, unless determined otherwise by resolution of the board.

## **SECTION 5 – OFFICERS**

### **5.1 Officers**

There shall be a President, a Vice President-Communications, a Vice President-Finance, and a Vice President-Operations. Each of these four Officers shall also be a Director. The board may create other Officer positions from time to time and subject to the provisions of the Act and these by-laws, vary, add to, or limit the powers and duties of any Officer. Pursuant to sections 2.2 and 2.5, the members shall directly elect the President, Vice President-Communications, Vice President-Finance, and Vice President-Operations at an annual general meeting or a special general meeting of members, as the case may be.

The remaining Officer positions shall be elected from among the Directors by the board at the first board meeting following the annual general meeting of the TSVL. In default of such election or appointment, the incumbents from the previous year shall hold office until their successors are elected.

### **5.2 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to other Officers the performance of any of such duties, with the exception of the directly elected Officers. Each Officer shall use reasonable efforts to assist and provide support to other Officers where required.

### **5.3 Duties of the President, Vice President-Communications, Vice President-Finance, and Vice President-Operations.**

The President, Vice President-Communications, Vice President-Finance, and Vice President-Operations, shall perform the duties described in their respective sections in Schedule “A” of this by-law and such other duties as may be required by law.

### **5.4 Duties of Other Officers**

For any Officers not listed in section 5.3, the duties of such Officers shall be set out by resolution of the board.

### **5.5 Suspension or Removal of Officer Duties**

By simple majority vote, the board may suspend or remove the Officer duties of any Director, with the exception of the President, Vice President-Communications, Vice President-Finance, and Vice President-Operations, who can only be removed from office by vote of the membership pursuant to section 2.4. A Director whose Officer duties have been removed will retain a vote at the board as a Director, unless and until the Director is removed by vote of the membership pursuant to section 2.4.

### **5.6 Vacancies**

Upon vacancy of the office of an Officer, the board may vote to appoint an Officer who is either a Director or a member to fill such vacancy for the unexpired portion of that Officer’s term. In the event that a member who is not also a Director is appointed to hold an Officer position, that person does not become a Director and has no vote at a board meeting.

A Director or member may hold more than one Officer portfolio at the same time.

## **SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS**

### **6.1 Protection of Directors and Officers**

No Director or Officer of the TSVL is liable for the acts, neglects or defaults of any other Director, Officer, or employee of the TSVL or for joining in any receipt or for any loss, damage or expense incurred by the TSVL through the insufficiency or deficiency of title to any property acquired by resolution of the board or for or on behalf of the TSVL or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the TSVL 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 the TSVL 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:

- a) complied with the Act and the TSVL's letters patent and by-laws, and;
- b) exercise their powers and discharged their duties honestly and in good faith with a view to the best interests of the TSVL and in accordance with the Act.

## **SECTION 7 – CONFLICT OF INTEREST**

### **7.1 Conflict of Interest**

A Director who is in any way directly or indirectly interested in, or is a party to, a material contract or transaction, or proposed material contract or transaction, with the TSVL 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. A Director shall disclose to the TSVL or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of conflict of interest, then the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.



## **SECTION 8 – MEMBERSHIP**

### **8.1 Members**

Members of the TSVL shall consist of all individuals who have registered as a member and have paid all applicable dues.

### **8.2 Classes of Members**

There shall be one class of members.

### **8.3 Term of Membership**

Fall Membership will run from the start of the Fall season to the start of the Winter season of the following year.

Winter Membership will run from the start of the Winter season to the start of the Fall season in the same calendar year.

### **8.4 Resignation of Membership**

Membership in the TSVL is not transferable, however, a member may resign their membership by providing advance written notice to the board. Resignation of membership shall not relieve the member from their obligation to pay any fees or dues owing to the TSVL, unless determined otherwise by resolution of the board.

### **8.5 Suspension or Termination of Membership**

If it is alleged that a member has breached any provision of a TSVL by-law or TSVL written policy, the board may provide notice to the member that their membership will be reviewed and suspension or termination of their membership may be the result of the review. The review cannot take place sooner than 15 days after the notice is

provided, and the notice must state the date of the review. The notice must set out the allegation(s) and supporting evidence in reasonable detail. The member receiving the notice may give the board a written submission opposing the allegation(s), evidence, and any justification to stay suspension or termination, at least five days before the date of the review. The board shall consider the written submission of the member (if any) before making a final decision regarding the member's suspension or termination of membership.

The board may suspend the member's membership for any period it considers appropriate, or terminate the member's membership. Termination of membership shall result in the member losing all seniority rights for their subsequent TSVL registration. The decision to suspend or terminate must be made by a 2/3<sup>rd</sup> majority vote of the board.

The board must promptly give notice of its decision to the member, with its reasons set out thereof in reasonable detail. The decision of the board is final and binding and cannot be appealed by the member.

### **8.4 Membership Dues**

Membership dues shall be set by the President and Vice President-Finance, acting together, and with input from all of the board. The board shall provide notice to members of the membership dues, and any changes thereto.

## **SECTION 9 – MEMBERS’ MEETINGS**

### **9.1 Annual general meeting**

The annual general meeting of members shall be held on a day and at a place within the City of Toronto, fixed by the board, within 15 months of the last annual general meeting. Any member, upon request, shall be provided, not less than 21 days before the annual general meeting, with a copy of the approved financial statements, auditor’s report or review engagement report, whichever is applicable (if either), and other financial information required by the Act, the by-laws or the letters patent.

The business transacted at the annual general meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special general meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement, if any;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, or decision to forego such audit or review;
- f) election of two Officer positions as outlined in section 2.2 of this by-law; and election of Directors-at-large as outlined in section 2.3 of this by-law;
- g) such other or special business as may be set out in the notice of the meeting.

No other item (s) of business shall be included on the agenda of an annual general meeting unless a member’s proposal has been given to the Vice President-Communications prior to the giving of notice of the annual general meeting in accordance with the Act, so that such item (s) of new business can be included in the notice of the annual general meeting.

### **9.2 Special general meetings**

The board may call a special general meeting of the members.

The board must convene a special general meeting on written requisition of not less than 10% of the members for any purpose connected with the affairs of the TSVL that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date the requisition is provided to the board.

### **9.3 Notice**

Subject to the Act, not less than 30 and not more than 50 days’ written notice of any annual general or special general 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 (if any). 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.

## 9.4 Quorum

A quorum for the transaction of business at a members' meeting is at least 5% 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.

## 9.5 Chair of the Meeting

The chair of member meetings shall be the President; in the President's absence, the Directors present shall choose a chair and if no Director is present or if all of the Directors present decline to act as the chair, the members present shall choose one of the members present at the meeting to chair the meeting.

The Vice President-Communications shall be the secretary at any member meetings; in the Vice President-Communication's absence, the Directors present shall choose a secretary and if no Director is present or if all of the Directors present decline to act as the secretary, the members present shall choose one of the members present at the meeting to be the secretary for the meeting.

## 9.6 Voting of members

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

- a) for the purpose of voting, a member is classified as a registered member of the TSVL in either the immediate subsequent

Winter season or the Fall season of the prior year to that of the AGM.

- b) each member shall be entitled to one vote at any meeting;
- c) 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;
- d) an abstention shall not be considered a vote cast;
- e) 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;
- f) votes shall be taken by a written ballot for the election of Directors;
- g) 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
- h) 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.

## 9.7 Adjournments

The chair may, with the majority consent of the members at a meeting, adjourn the meeting from time to time, and no notice of such adjournment need be given to the members, unless the meeting is

adjourned for 30 days or more (by one or more adjournments in the aggregate). 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 meeting.

### **9.8 Persons Entitled to be Present**

The only persons entitled to attend a members' meeting are the members, the Directors, the auditors of the TSVL (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 by-laws 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.

### **9.9 Proxy Voting**

At any meeting of members a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder need not be a member. A proxyholder is limited to being appointed as above by a maximum of 5 members at each AGM or SGM". An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the meeting, or as may be directed in the notice calling the meeting.

### **9.10 Participation in Meeting by Electronic Means**

It shall be within the absolute discretion of the board whether to permit members who cannot attend a meeting in person to participate in members' meetings by telephonic or electronic means. If the board decides to permit such telephonic or electronic participation, the method must permit all participants to communicate adequately with each other during the meeting, and a person so participating is deemed for the purposes of the Act to be present at the meeting.

## **SECTION 10 – NOTICES**

### **10.1 Service**

Any notice required to be sent to any member or Director or person who has been appointed to conduct a review engagement shall be provided by one of the following means: telephone, personal delivery, prepaid mail, facsimile, email or other electronic means to any such member or Director at their latest address or contact information as shown in the records of the TSVL 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 or contact information of such member or Director known to the Vice President-Communications; 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.

### **10.2 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.

### **10.3 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**

### **11.1 Amendments to By-Laws**

Unless otherwise provided by the Act, any existing by-law of the TSVL may be repealed or amended by by-law passed by the board and confirmed by the members by a majority of votes cast at a meeting of the members called for considering the by-law.

### **11.2 Effective Date and Repeal of Previous By-Law Number One**

- a) This by-law shall come into force when confirmed by the members in accordance with the Act.
- b) By-law number one of the TSVL, enacted on September 22, 2005 under the *Corporations Act* (Ontario), is repealed as of the coming into force of this by-law, provided that such repeal shall not affect the previous operation of that by-law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to that by-law prior to its repeal. All Officers and persons acting under that by-law so repealed shall continue to act as if appointed by the Directors under the provisions of this by-law or the Act.

**PASSED by the board on the 28<sup>th</sup> day of March, 2016.**

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President

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Vice President-Operations

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Vice President-Finance

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Vice President-Communications

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DIRECTOR

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**AND CONFIRMED by the members on the \_\_\_ day of \_\_\_\_\_, 2016.**

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Vice President-Communications

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## **SCHEDULE “A “ DUTIES OF OFFICERS**

### **A. PRESIDENT**

#### **Role Statement**

The President provides leadership to the board, ensures the integrity of the board’s process and represents the board to outside parties. The President co-ordinates board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the board and stakeholders, if any, of the TSVL. The President ensures the board discusses all matters relating to the board’s mandate.

#### **Responsibilities**

**Agendas** – Establish agendas aligned with annual board goals and preside over board meetings. 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 principle stakeholders and agents or organizations providing a service to the TSVL; provide guidance to the aforementioned, if any, regarding the board’s expectations and concerns. In collaboration with the aforementioned, 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 stakeholders, agents, and service providers, 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 stakeholders, if any, and board.

**Committee membership** - Serve as member on all board committees.

## **B. VICE PRESIDENT-OPERATIONS**

### **Role Statement**

The Vice President-Operations shall assist the President in fulfilling his/her duties. The Vice President-Operations shall also lead any investigations or discussions on disciplinary issues unless he/she is unable to do so by a conflict of interest.

### **Responsibilities**

**Agendas** – Assist the President to establish agendas aligned with annual board goals and preside over board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of board meetings is prepared annually.

**Work Plan** – Assist the President to ensure that a board work plan is developed and implemented that includes annual goals for the board and embraces continuous improvement. Maintain and update all league inventory for operational purposes. Propose any policy or amendments to league operational requirements.

**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', Officers' and members' 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** – Assist the President to ensure succession planning occurs for stakeholders, if any, and board.

**Committee membership** – Serve as member on all board committees.



## **C. VICE PRESIDENT-COMMUNICATIONS**

### **Role Statement**

The Vice President-Communications works collaboratively with the President to support the board in fulfilling its fiduciary responsibilities.

### **Responsibilities**

**Board Conduct** – Support the President 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 TSVL, the board and board committees. Attend to correspondence on behalf of the board. Have custody of all minute books, documents, registers and the seal of the TSVL 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 TSVL, the board and board committees. Attend all meetings of the TSVL, the board and board committees.

## **D. VICE PRESIDENT-FINANCE**

### **Role Statement**

The Vice President-Finance works collaboratively with the President, stakeholders and financial agents, if any, to support the board in achieving its fiduciary responsibilities.

### **Responsibilities**

**Custody of Funds** – The Vice President-Finance shall have the custody of the funds and securities of the TSVL and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the TSVL in the books belonging to the TSVL and shall deposit all monies, securities and other valuable effects in the name and to the credit of the TSVL 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 Vice President-Finance shall disburse the funds of the TSVL as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Directors at regular meetings of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the TSVL. The Vice President-Finance 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 general meeting as part of the annual report, the financial statement of the TSVL 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.