

SWANSEA TOWN HALL

Board of Management

BY-LAW NO. 2

PROCEDURAL BY-LAW

Adopted May 16, 2024

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1. Definitions and Interpretation

Board means Board of Management of the Swansea Town Hall

Board Member means a person appointed by City Council to the Board of Management of the Swansea Town Hall

City means City of Toronto

Council means the Toronto City Council or its delegate

Chair means Chair or Chairperson of the Swansea Town Hall

Catchment area Is the geographic boundary that defines the area of jurisdiction for the Swansea Town Hall and the area from which community members are selected. It is defined as the former Corporation of the Village of Swansea and the area bounded by, Lake Ontario Waters edge to the south, east of the centre line of the Humber River to the west, south of the Subway Cut to the north and on the east, from the Subway cut south, a line projection following the centre of Wendigo Creek where it starts just south of Bloor to Lake Ontario water's edge.

Town Hall Is the Swansea Town Hall located at 95 Lavinia Avenue, City of Toronto

Association refers to the Swansea Town Hall Association or any successor association

2. Purpose of Procedural By-Law

2.1 The Procedural By-Law establishes the rules for all meetings of the Board and Committees and Sub-Committees.

3. Principles of the Procedural By-Law

3.1 The following Board Member's rights are the principles upon which this procedural by-law is based:

- a) The majority of the Board Members have the right to decide;
- b) The minority of Board Members have the right to be heard;
- c) All Board Members have a right to information to help make decisions;
- d) Board Members have a right to an efficient meeting;
- e) All Board Members have a right to be treated with respect and courtesy; and
- f) All Board Members have equal rights, privileges and obligations.

4. Application and Interpretation

4.1 Interpretation

A specific statement or rule prevails over a general one.

4.2 Authority

- a)** If there is a conflict between two or more rules in this procedural by-law, or if there is no specific rule on a matter, the Chair will rule.
- b)** The Chair may use Robert's Rules of Order as an aid in ruling under section 4.2(a).
- c)** The Chair may use the Board's practices and former recorded decisions, including previous recorded rulings, in applying these rules and in making rulings.
- d)** The Chair may be challenged. A vote by a majority of Board Members will determine if the Chair is upheld.

5 Meetings of the Board

5.1 Schedule of Meetings of Board

- a)** The Board will meet on such dates as the Board may set from time to time.
- b)** The Board will endeavour to avoid scheduling meetings that conflict with the regular meetings of the following special interest community groups;
 - i) Swansea Area Seniors Association
 - ii) Swansea Area Ratepayers Association
 - iii) Swansea Horticultural Society
 - iv) Swansea Historical Society
 - v) Swansea Town Hall Residences
 - vi) Swansea Parks and Recreations Advisory Council
- c)** The Board must meet a minimum of eight (8) times per year. If all members of the board present at or participating in the meeting consent, a meeting of the board of members or of a committee of the board of members may be held by telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously, and provided appropriate notice is received.

5.2 Notice of Meetings of the Board

- a)** The Executive Director will distribute to Board Members and post the Annual Schedule of Board meetings at the Swansea Town Hall after the Board adopts it.
- b)** The Executive Director will distribute an agenda and supporting documents at least 72 hours prior to a Board meeting either in person, or by email, or by telephone to the Board Members stating that materials are at the Swansea Town Hall available for pickup.

- c) For non-regularly scheduled meetings ten (10)-days written notice is required

5.3 Notice for Substantive Matters

- a) “Substantive Matters” includes matters relating to and affecting finance, budget, and expenditure of funds and human resource matters, including the allocation of staff resources and general operational policy for matters of a value exceeding Five Hundred Dollars (\$500.00).
- b) Any motion or recommendation relating to “substantive matters” requiring the Board to decide on immediate action, should normally be given to the Executive Director or the Executive Director’s delegate in writing at least One Hundred Twenty (120) hours in advance of a Board Meeting. Where possible the Executive Director or the Executive Director’s delegate will refer the motion or recommendation to the appropriate Committee(s) for comment.
- c) No motion or recommendation relating to “substantive matters” will be considered by the Board unless it has been circulated prior to the Board meeting in writing.
- d) The Board, by a vote of two thirds (2/3) of the Members of the entire Board, may agree to consider any such motion or recommendation and waive the notice requirement, provided such motion or recommendation has been made available to the Board in writing at the commencement of the meeting prior to the adoption of the agenda
- e) Nothing herein prevents motions or recommendations arising out of matters circulated, or raising matters for information, or requesting a Committee or staff to review and report back to the Board, or the presentation and consideration of recommendations or motions to the Board contained in a Committee report to the Board.

5.4 Election of Officers of the Board

- a) The Board of Management after the Annual General Meeting will elect its officers from the Board Members within two (2) regular Board meetings after the City appoints the current Board in each calendar year.
- b) The officers of the Board of Management shall be: Chair, Vice-Chair, Secretary, and Treasurer or Secretary-Treasurer.
- c) The Board of Management may establish other offices and assistant offices as it deems necessary, and shall prescribe the powers and duties of such officers or assistant offices.
- d) The term of every officer and assistant officer shall be one (1) year. Every officer and assistant officer shall continue to hold office until a successor has been elected or appointed.
- e) No Board of Management Member may hold more than one office nor hold an office and an assistant office at any time, except as Secretary-Treasurer.

- f) All offices must be, and all assistant offices must be, held by Members of the Board of Management.
- g) The maximum consecutive one-year terms for a specific office held by a Board Member is four (4), with the provision becoming immediately effective after the Annual General Meeting in 2024.

5.5 Special Meetings of the Board

A special meeting of the Board will be called at the request of two (2) members of the Board. Such meetings shall be held not earlier than ten (10) days and not more than Thirty (30) days after the date of such request. The specific nature and details of the business to be considered must accompany the request. Notice to all Board Members will be at least ten (10)-days. The Board will consider only the business on the agenda of a special meeting of the Board.

5.6 Term of Office for an Elected Board Member

- a) The term of office for elected Board Members will be two (2) years.
- b) In the case of the filling of a vacancy, the term shall be the balance of the term of the Board Member they are replacing.
- c) Elected members shall be eligible for re-election for a maximum of four (4) consecutive two (2) year terms or eight (8) consecutive years whichever is shorter or until their successors are appointed.
- d) Elected Board Member incumbents who seek election beyond the stated maximum length of service will be deemed ineligible except under special circumstances, such as an insufficient number of applications have been received.
- e) The above limits will not apply to the persons nominated by the special interest community groups listed in 5.1 (b).

5.7 Vacancy on the Board

A vacancy on the Board shall be declared upon:

- a) The death of a Board Member
- b) The resignation of a Board Member
- c) Although the Board has the discretion to permit or excuse a Board Member's absence without further action;
 - i) If a Board Member is absent from two (2) regularly scheduled consecutive meetings of the Board, the Chair or Secretary will contact the Board Member to ascertain the circumstances of the absence.
 - ii) A vacancy will be declared on the absence of a Board Member for three (3) regularly scheduled consecutive meetings of the Board, without leave being granted by the Board.

- iii) The failure of a Board Member to retain all the qualifications for membership on the Board.
 - iv) A Board Member is entitled to give the Swansea Town Hall a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them. The Swansea Town Hall or person acting on its behalf shall immediately give to the Board Members a copy of the statement.
- d) The failure of a Board Member to retain all the qualifications for membership on the Board.
 - e) In the event of a vacancy the Board shall:
 - i) Notify the City Clerk or their designate as soon as possible after a vacancy is declared in an elected Board Member position.
 - ii) Nominate as soon as possible an individual who qualifies for appointment to the Board, to Council or its delegate.
 - iii) In the case of a special interest community group position, the affected group will be requested to provide a name of its new nominee, as soon as practicable.

5.8 Qualifications for Appointment

Persons selected for appointment must be

- a) Residents of Toronto and,
- b) At least 18 years of age (the age of majority in Ontario) and,
- c) The majority of Board Members must live within the catchment area and,
- d) Not restricted by the Public Appointments Policy

5.9 Cancelling and Rescheduling Board Meetings

- a) The Chair may cancel any Board Meeting other than a special meeting for reasonable cause and shall endeavour to give notice.
- b) The Chair may reschedule a cancelled Board Meeting subject to giving ten (10) days' notice to all Board Members

5.10 Quorum for Board Meetings

- a) A majority of the members of the Board, who are not the member(s) of Council, will constitute a quorum (eight (8) Board Members).
- b) If a Board Member who is a member of council is present then she or he will be counted towards quorum (nine (9) Board Members)
- c) A vacant position will not be counted to calculate quorum (number of appointed Board Members divided by two then rounded up to the next whole number).

5.11 Quorum Necessary for Board Meetings

- a) When a conflict of interest reduces quorum members, in such case which would result in some Board Members who constitute quorum be ineligible to vote on a certain matter, then two (2) or more Board Members will constitute quorum.
- b) As soon as quorum is present after the time set for the beginning of the meeting, the Chair starts the meeting.
- c) The Chair ensures that a quorum is present whenever a vote is taken.
- d) If no quorum is present in person or by the telephone or by electronic means at the time called for the meeting or for thirty (30) minutes after the time called, the meeting is adjourned to the next day scheduled for a meeting. The attending Board Members may form a Committee to address and comment on the agenda and to report to the next meeting.
- e) If quorum is lost during a meeting, the meeting is adjourned.
- f) When a meeting is adjourned due to quorum loss, the secretary will conduct a roll call and record the names of Board Members present prior to adjournment.

5.12 Voting at Board Meetings

- a) At all meetings of the Board only the Board Members present shall have the right to vote on matters before the Board for decision.
- b) At meetings of the Board the Chair shall have the right to vote on all such matters.
- c) Where possible, the Chair will encourage that a consensual resolution be found to disputed matters.
- d) In the event of a tie vote, the resolution fails.

5.13 Open Meetings

Except for meetings described in 5.14, all meetings of the Board are open to the public, and no person is excluded from a meeting except for improper conduct, (including disorder and failure to follow the rules) or to comply with health and safety requirements (e.g. room occupancy requirements)

5.14 Closed Meetings

- a) The Board may close a meeting to the public to discuss the following:
 - i) Security of the Board's property;
 - ii) Personal matters about an identifiable individual; including City or Town Hall Board employees;

- iii) Labour relations or employee negotiations;
 - iv) Litigation or potential litigation, including matters before administrative tribunals;
 - v) Receiving advice that is subject to solicitor-client privilege, including communications necessary for that purpose.
- b)** Before closing a meeting the Board must adopt a motion to close the meeting and state the general nature of the matter to be discussed and the reasons the matter requires a closed meeting with as much specificity as possible without disclosing the confidential information
- c)** The Board may also meet in closed session when no member of the Board discusses or otherwise deals with any matter in a way that materially advances the business or decision making of the Board.
- d) Managing Confidential Information**
- i) Any committee or staff reports will be public with any confidential information to be provided in a confidential attachment which will set out the reason the information is confidential within the context of the City of Toronto Act, 2006 and a recommendation stating the date and the circumstances when some or all of the confidential information will be made public or the reason why the information must remain confidential.
 - ii) only the confidential information may be discussed in the closed session, not the public report.

e) Confidential Information

The following additional rules apply the confidential information:

- i) No information which should be disclosed to the public should be in the confidential attachment;
- ii) Adopt a recommendation on the public release of confidential information when considering such confidential information
- iii) Ensure the timely release of the confidential information as promised; and
- iv) Manage the circulation and destruction of confidential information to prevent improper disclosure.

f) During the Closed Meeting

The following rules apply:

- i) The debate should be limited to the confidential information
- ii) The Chair should intervene and redirect questioning or debate if it drifts into the public information or unrelated business;

- iii) Do not debate any business other than that described in the motion to go to the closed meeting;
- iv) Do not take straw votes on public motions;
- v) Do not let board members read or place motions they intend to move in public; and,
- vi) Take minutes.

g) After the Closed Meeting

The following rules apply:

- i) Adopt a motion to rise and report (if meeting was a committee of the whole);
- ii) Wait until the doors are unlocked and the public have a reasonable opportunity to return to the meeting
- iii) The meeting should publicly report on the progress made during the closed meeting including the following:
 - A) whether the Board or committee finished its closed meeting consideration of the information;
 - B) whether some matters originally listed were not debated; and
 - C) whether any motions giving confidential instructions were given to staff were voted on;
- iv) Maintain confidentiality about the confidential information until the public release of information is authorized;
- v) Prepare confidential minutes of the closed meeting and store them in a secure location; and
- vi) Ensure timely release of the confidential information as promised.

5.15 Guests at Board of Management Meetings

Guests can address a Board meeting only with the permission of the Chair. The Board can set time limits for guests to speak.

5.16 Role of the Board of Management

- a) The Board as a whole is the “brain” of the organization.
- b) It is responsible for the conduct of the organization.
- c) It ensures that the organization carries out its mandate or mission.
- d) It ensures that the organization acts in the best interests of its stakeholders (members, supporters, City Council, volunteers, community, employees).

5.17 Role of a Board Member

- a) Board members do not oversee the details of managing the organization on a daily basis.

- b)** The Board Member's role is stewardship in:
 - i) Strategic planning;
 - ii) Risk management;
 - iii) Internal control and management;
 - iv) Management effectiveness and succession;
 - v) Communication with stakeholders;
 - vi) Creation of policies and procedures for staff to implement.
- c)** Board Member's owe a Duty of Care to the organization.
A Board Member must:
 - i) Act with a reasonable degree of prudence;
 - ii) Act in good faith;
 - iii) Act with honesty, loyalty;
 - iv) Avoid and declare conflicts of interest.
- d)** Board Members owe a Standard of Care to the decision making process
 - i) Board Members must exercise their best efforts to understand the materials presented to them.
 - ii) Notwithstanding 5.17 (d) (i) this standard is subjective, such that a Board Member must exercise a degree of skill that is reasonably expected from a person of his or her knowledge and experience.

For example, a Board Member who is an accountant will have a different standard of care than a teacher, on issues of accounting and bookkeeping on the same board.
 - iii) Notwithstanding 5.17 (d) (ii), each director has an equal voice and vote on issues before the board.

6 Duties of Officers:

6.1 The CHAIR shall:

- a)** Preside, when present, at all Annual, Special and Board Meetings,
- b)** Perform all the duties incidental to the office and any other duties assigned by the Board;
- c)** Be an ex-officio voting member of all Committees.

6.2 The VICE-CHAIR shall:

- a)** Assist the Chair;
- b)** Act as Chair;
 - i) In the event of the absence of the Chair until the Chair returns to duty;

- ii) In the event of vacancy in the office of Chair for the balance of the term of the person whose departure created the vacancy.
- c) While acting under 6.2(b) of this Article, the Vice-Chair shall have all the powers of and perform all the duties of the Chair.

6.3 The TREASURER shall:

- a) Make recommendations to the Board of Management concerning all aspects of the financing and administration of the Town Hall;
- b) Receive, examine and present to the Board of Management, the financial statements and budgets of the Town Hall and all standing Committees (if any) that require budgets and financial statements;
- c) Comply and ensure compliance with all accounting and bookkeeping requirements as set out in The City of Toronto Act, Chapter 24 of the Municipal Code and Association of Community Centres (AOCC's) City of Toronto Relationship Framework and report to the Board on compliance requirements.

6.4 The SECRETARY shall:

- a) Issue or cause to be issued notices for all meetings of the Board of Management when directed to do so;
- b) have charge of the minutes of all meetings of the Board of Management;
- c) Have such other powers as are assigned the Secretary from time to time by the Board of Management.

6.5 Officer Vacating Office

Every officer or assistant officer shall at the time he/she leaves office, turn all the papers and documents of the office or position over to the incoming officer or assistant officer.

6.6 Removal from Office:

The Board of Management may remove any person from an office or assistant office position by a motion passed by a majority vote, upon ten (10) days prior notice to the Board of Management members, of such meeting provided that the officer or assistant officer has been provided with the grounds for such removal, and been provided with an opportunity to respond to the grounds.

An officer or assistant officer is entitled to give the Board of Management members a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them.

The Board of Management or person acting on its behalf shall immediately give to the members of the Board of Management a copy of the statement.

7 Minutes of Board of Management Meetings

- a) The minutes of each board meeting will be submitted to the Board for confirmation or amendment at its next meeting or as soon afterwards as is possible.
- b) After the Board has confirmed or amended the minutes, two (2) Board officers will sign the approved minutes.
- c) The approved minutes will be publicly posted
- d) The approved minutes will be publicly posted on the Town Hall's website promptly after approval and no later than the date of the regularly rescheduled Board meeting after the approval date.

8 Agenda of Board of Management Meeting

The Executive Director shall prepare a draft agenda under the direction of the Chair and taking into consideration the advice of the Chairs of Committees. The agenda will include all reports available from Committees and Sub-Committees. The agenda will also include items for which there was a notice of motion.

9 Committees of Board of Management

- a) The Board will determine any Committees needed and will prescribe the powers and duties of such Committees.
- b) All Committees will be chaired by a Chair who is a member of the Board of Management, appointed by that Committee and approved by the Board of Management. The remaining members of such Committees may be composed of Directors, Members of the Association approved by the Board of Management.
- c) All Committees should be composed of at least one (1) member of the Board and other Swansea Town Hall members and staff who are appointed by the Board.
- d) The Chair of the Board is an ex officio member of all Committees except as otherwise specified in the Committees Terms of Reference. The Executive Director has a right to attend all meetings but does not have a vote.
- e) All Committees will;
 - i) Operate within the Terms of Reference laid down by the Board.
 - ii) Provide an open forum for discussion by all interested parties.
 - iii) Report their deliberations and recommendations to the Board for approval.
 - iv) Continue to operate for such length of time as determined by the Board.
- f) **Meetings of Committees**
 - i) Meetings of each Committee will be scheduled by the Chair of that Committee when possible in consultation with the Committee members.

- ii) Notice of every Committee meeting will be provided to all members of the Committee seven (7) days in advance, unless the meeting is of an urgent nature in which case notice may be shortened.
- iii) Meetings of every Committee will be open to all Board Members, except where confidential business is discussed, as described in section 5.14.
- iv) No quorum is required for a Committee to meet, provided due notice has been given for the Committee meeting. The Committee may make recommendations to the Board; however, minutes of the Committee meetings must specify attendance so that the Board may know to what degree the Committee recommendations reflect the will of the Committee membership.

10 Annual General Meeting

10.1 Purpose of the Annual General Meeting

- a) To receive nominations elect individuals for the Board from the membership who will be recommended to Toronto City Council or its delegate to be appointed to the Board of Management.
- b) Receive reports on the work of the Town Hall during the preceding year and on the plans for the upcoming year.
- c) Elect two (2) advisors to the Board.
- d) Transact all other business that may properly come before the meeting.

10.2 Date of Annual General Meeting

There will be an Annual General Meeting of the membership on a date determined by the Board with such determination being made by the last day of the month of February.

10.3 Notice of Annual General Meeting

- a) Notice in writing of the Annual General Meeting shall be given no earlier than (50) fifty days and no later than thirty (30) days in advance and in such a manner to ensure that members have reasonable opportunity to receive such notice.

Without limiting the generality of 10.3 (a), notice may be delivered in person or by email or by electronic means.

- b) The notice shall advise of no less than the following:
 - i) Date, time and location of the meeting;
 - ii) Availability of the Annual Report of the Board of Management;
 - iii) Last date for which nominations to the Board will be received;
 - iv) Intent to propose any amendments to the Governing By-Law;
 - v) Any other proposed business.

10.4 Quorum at the Annual General Meeting:

Twenty (20) general members or ten per cent (10%) whichever is the greater shall constitute a quorum at the Annual Meeting.

10.5 Voting at the Annual General Meeting:

- a) At any meeting of the membership, all members qualified to vote shall have one(1) vote and such a vote shall be given personally and not by proxy.
- b) Questions arising out of any Annual or Special Meeting shall be decided by a majority vote.
- c) Those members qualified to vote must belong to the membership of Swansea Town Hall and reside within the catchment area.

10.6 Special Meetings of the Membership:

A Special Meeting of the membership shall be called upon:

- a) A motion passed by the Board to call a Special Meeting.
- b) Submission to the Board of a request for a Special Meeting signed by twenty-five (25) members stating the object of the proposed meeting. A Special Meeting so requested shall be held not later than one (1) month after the date the request was submitted to the Board.

10.7 Notice of Special Meeting:

Notice of a Special Meeting shall be posted in a conspicuous place in the Town Hall and given in such other manner as the Board deems appropriate, at least fourteen (14) days- in advance of the proposed date of the meeting, and shall state the date, time, location and purpose of the meeting.

10.8 Attendance at a General or Special Meeting

Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Swansea Town Hall makes such means available. A person so participating in meeting is deemed to be present at the meeting.

10.9 Meeting May be Virtual or Hybrid

The Board of Management may hold a virtual or hybrid meeting, which may be held entirely by telephonic or electronic means or a combination of telephonic or electronic means or in person that permits all participants to communicate adequately with each other during the meeting.

10.10 Request for Meeting by Members of the Board

Board Member have a right to demand a meeting if at least (10%) ten per cent of Board Members vote to send a request with reasons to each Board Member and the Executive Director. The Executive Director must give notice of a Board Meeting in accordance with the provisions of this By-law and other relevant by-laws of the Swansea Town Hall.

10.11 Adjournment of Meetings

Any meetings of the members of the Swansea Town Hall may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, provided, such meeting continues within (30) thirty days; however if such adjournment is for more than (30) thirty days then there must be fresh notice of the meeting. Such adjournment may be made notwithstanding that no quorum is present.

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