

## **ARTICLE 5 – OFFICERS**

5.1 COMPOSITION – The Officers will be comprised of the President, Vice-President Administration, Director of Finance.

5.2 DUTIES – The duties of the Officers are as follows:

a) The President will be responsible for general supervision of the affairs and will be

the official spokesman of Ringette Manitoba, will oversee and supervise the Executive Director on behalf of the board, provide leadership, present a report to be presented at the Annual General Meeting and will perform other duties as may from time to time be established by the Board. The President chairs the Personnel Committee. The President may execute the powers of the board failing all efforts for quorum to be established and a decision is required prior to the next date quorum is established. All Presidential emergency decisions will be presented to the full board at the next official meeting of the board.

b) The Vice –President Administration will support and assist the President in all duties, assume the duties of the President in their absence, will be responsible for the documentation of all amendments to the Corporation’s Constitution and By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation and will perform such other duties as may from time to time be established by the Board. The Vice-President Administration is a member of the Personnel Committee.

c) The Director of Finance will monitor collection and depositing of all monies, maintain proper financial records, verify for payment all accounts payable, present a financial report at each RMB Board of Directors meeting. The Director of Finance and the Executive Director will produce a formal fiscal year budget proposal for discussion and approved by ordinary resolution of the Board of Directors at the first Board meeting of the fiscal year. The Director of Finance will be responsible for presenting the annual audited statements to the members at the AGM. The Director of Finance is a member of the Personnel Committee.

5.3 REMOVAL – An Officer will be removed automatically if they are no longer a Director or may be removed by Special Resolution of the voting members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to vote.

5.4 VACANCY – Where the position of an Office becomes vacant for whatever reason and there is still a quorum of Board members, the Board may appoint another qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

## **Committees**

5.5 APPOINTMENT OF AD-HOC COMMITTEES – The Board may appoint such ad-hoc committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee and of its powers, duties, and functions except where prohibited by the Act, the Constitution or these By-laws.

5.6 COMMITTEE MEMBERS – Any individual may be appointed to any committee by the Board or be recommended by a Local Association. The final approval of committee members rests with the Ringette Manitoba Board. Once an individual has been appointed, they will be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member.

5.7 QUORUM – A quorum for any committee will be the majority of its voting members.

5.8 TERMS OF REFERENCE – The Board will establish terms of reference and operating procedures for

all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.9 VACANCY – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.10 PRESIDENT EX-OFFICIO – The President Will An Ex-Officio (non-voting) member of all committees of the Corporation.

5.11 REMOVAL – The Board may remove any member of any Committee.

#### **REMUNERATION**

5.12 NO REMUNERATION – All Directors, Officers and Members of Committees, excluding the Executive Director, will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

#### **CONFLICT OF INTEREST**

5.13 CONFLICT OF INTEREST – A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.