



OFFICERS IN THE CORPORATION

Terms of Reference

[Abstract](#)

The purpose of this guide is to provide the framework for Officer involvement in the Corporation.

Prepared by Thomas Burnie

thomasburnie@outlook.com

OFFICERS' INVOLVEMENT IN THE CORPORATION

INTRODUCTION

REVISION HISTORY

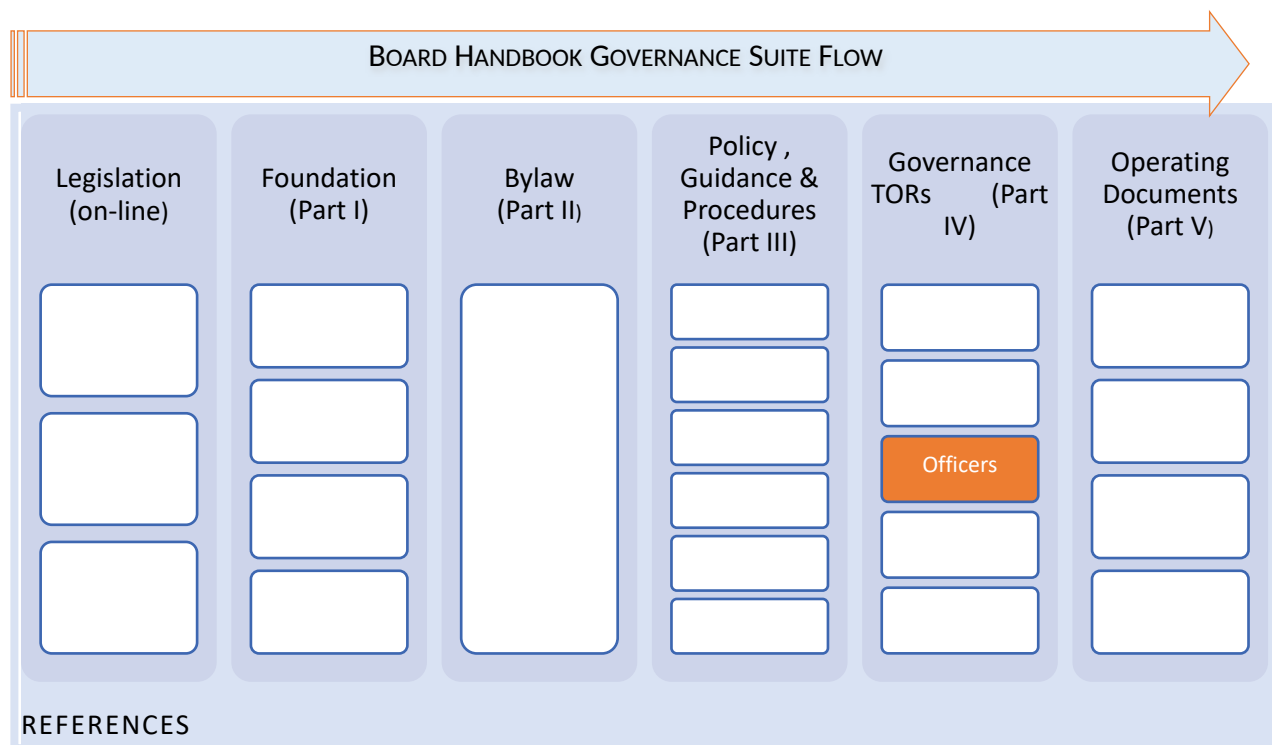
Version	Issue Date	Author	Reason for Change
Draft 1.0	September 2019	Thomas Burnie	Initial draft for comments
Draft 2.0		Thomas Burnie	Second draft comments
Draft 3.0	December 2020	Thomas Burnie	Final draft for Approval
Draft 4.0	February 2021	Thomas Burnie	Added map and final draft for approval

APPROVALS

Version	Issue Date	Approving Authority	Comment
1.0	19 September 2019	Board of Directors	Approved as provisional document
2.0	15 April 2021	Board of Directors	Approved as Operating Document

GOVERNANCE FLOW SUITE OF DOCUMENTS

This document is located as highlighted within the governance flow suite of documents.



This document uses the following references:

- Canada Not for Profit Corporations Act (CNCA) [https://laws-lois.justice.gc.ca/eng/acts/C-7.75/;](https://laws-lois.justice.gc.ca/eng/acts/C-7.75/)
- The Corporate By-law;

- Office of the Public Guardian and Trustee (OPGT) for Ontario Guidelines for Charities, [Charities - Ministry of the Attorney General \(gov.on.ca\)](#); and
- The GUILD Policy, Guidance and Procedures (PGP) Manual.

CONVENTIONS

The following conventions are used:

- “Board” means “Board of Directors”;
- citations from other sources are in *italics*;
- reference to the PGP will include the applicable By-law where appropriate; and
- where practicable, [hyperlinks](#) are used internally in this document or externally with other documents.

DISCUSSION

Purpose

The purpose of this guide is to provide the framework for Officer involvement in the Corporation.

Scope

Following the general implications from the references, the scope includes the:

- Role
- Appointment of Officers
 - Corporate Offices and Officers
 - Vacancy in Office
- General Duties and Powers
 - Source Authority
 - Signing Authority
- Annex A – the President
 - Duties and Powers
 - Responsibilities
 - Relationships
- Annex B – the First Vice-President
 - Duties and Powers
 - Responsibilities
 - Relationships
- Annex C – the Second Vice-President
 - Duties and Powers
 - Responsibilities
 - Relationships
- Annex D – the Secretary-Treasurer
 - Duties and Powers

ROLE

The role of corporate Officers is to manage the affairs of the corporation within the duties and powers assigned to them.

APPOINTMENT OF OFFICERS

CORPORATE OFFICES AND OFFICERS

Bylaw Section 45 and Policy 2.7.1 authorize the designation of corporate offices and appointment of Officers. Officers need not be Directors or Members. The related policies state:

- Offices. The by-law describes the offices of the President, First Vice-President, Second Vice-President, and the Secretary-Treasurer. As by-law (45.6) permits other offices, the Board created a fifth principal office – the Chief Financial Officer, to be occupied by a person with the appropriate education and experience in financial leadership. The Board reassigned selected Secretary-Treasurer responsibilities to the Chief Financial Officer.
- Principal Appointments. The Board shall appoint Officers by ordinary resolution at the first Board meeting following the Meeting of the Members at which the Directors are elected until their successors are appointed. ¹ For convenience, the business for the first Board following the Meeting of the Members may be limited to the appointment of Officers and other perfunctory items.
- Other Appointments. *The Board may appoint such other Officers with such other roles, duties or terms of reference as they deem appropriate.*² Other officers may serve for the period of the extraordinary circumstances or for a maximum of three (3) years whichever comes first. To meet special requirements, the Board may appoint other officers who are not Directors or Members of the Corporation.

VACANCY IN OFFICE

Under the provisions of By-law Section 46 and Policy 2.7.2, the Board shall appoint a replacement Officer as specified in the policy statements.

- Course of Action. *Should a vacancy for any Officer position occur, the Corporate Services Committee shall recommend a course of action to the Board within fifteen (15) calendar days of the vacancy occurring.*
- Removal from Office. *Should a situation arise to consider removal of an Officer, the Board will appoint an ad hoc committee to investigate the circumstances and make recommendations for removal or retention of the affected Officer. The Board shall consider the recommendations and make judgement on further action.*
- Filling Vacancy. *The Board shall fill any principal Officer vacancy within fifteen (15) calendar days of receiving the Corporate Services Committee recommendations.*

GENERAL DUTIES AND POWERS

SOURCE AUTHORITY

By-law Section 45 sets out the general duties and powers of the Corporations' President, First Vice-President, Second Vice-President, and Secretary-Treasurer. Annexes A to D amplify those duties and powers and describe the responsibilities of those four (4) offices. As per the provisions of Section 45, the

¹ *Ibid*, Section 45.5.

² *Ibid*, Section 45.6.

Board approved the office of Chief Financial Officer (CFO). Annex E describes duties and responsibilities assigned to the CFO office.

SIGNING AUTHORITY

[By-law Section 6](#) and [Policy 2.3.4](#) authorize the appointed Board Officers or Directors as Signing Officers for the execution of corporate documents.

ANNEX A – THE PRESIDENT

DUTY AND POWERS

LEADERSHIP

Leading a volunteer-only charitable organization with no paid staff, the President also performs the traditional not-for-profit corporate roles of Chair of the Board and Managing Director. The President:

- a. As Chair of the Board – is responsible for:
 - 1) leading the Board toward building and approving strategy, and
 - 2) providing clear direction for budget development so the Board can make an informed decision.
- b. As Managing Director- is responsible for:
 - 1) bringing the strategic plan to life through annual goals aligned with the strategic plan,
 - 2) directing approved business operations, and
 - 3) being the face of the GUILD with the Regimental Family, the media and with other key related organizations.

MANDATED DUTY

By-law Section 45.1 specifies that *the President shall be a Director and shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. In the event the President is unwilling or unable to serve as President, the Board may appoint such other individual to the role as they deem appropriate.*

RESPONSIBILITIES

The President, in addition to the mandated duties and powers, shall have the following responsibilities:

- a. As Chair of the Board:
 - 1) provide the Board with leadership and management direction for setting policy and strategic direction,
 - 2) ensure Board meetings are focused on Board responsibilities, meetings managed efficiently and decision-making transparent,
 - 3) guide and mediate Board actions with respect to organizational priorities and governance concerns,
 - 4) ensure the meetings of the Board and GUILD Members are held as required by the applicable legislation, regulation and corporate by-laws and policies,
 - 5) preside over, or when required, delegate responsibility for chairing Members' meetings, Board meetings and coordination meetings of the Officers and committee chairs,

- 6) prepare and deliver an annual “President’s Report” to the Annual Meeting of Members which outlines activities, successes, challenges, and finances of the year just past, and
 - 7) ensure conflict of interest issues are addressed sensitively and resolved constructively.
- b. As Managing Director:
- 1) ensure GUILD’ activities are conducted in accordance with the CNCA and Regulations, the Articles of Continuance, the Corporate By-law, the OPGT guidelines and the Corporate Policy, Guidance and Procedures Manual through appropriate governance by the Board and Board Committees,
 - 2) ensure development, approval, and adherence to corporate strategic and business plans,
 - 3) convene and preside over meetings of Officers and committee chairs to facilitate the exchange of information, to facilitate business planning, and to manage corporate business between Board meetings,
 - 4) ensure any overlap between the Board, Officers and committee chairs is effectively and constructively managed,
 - 5) ensure committee chairs and their respective committee members effectively and efficiently perform their assigned duties,
 - 6) ensure the Board and its committees work effectively toward achieving the approved corporate objects and activities,
 - 7) be an ex-officio member of all standing and ad hoc committees created by the Board and attend committee meetings as required,
 - 8) lead the GUILD Corporate Services Committee,
 - 9) ensure specified processes for the receipt and deposit for all monies and gifts received by the GUILD are followed and the maintenance of financial records,
 - 10) ensure disbursements from the GUILD’s funds are properly authorized, and
 - 11) perform such duties as the Board may require from time-to-time.

RELATIONSHIPS

The President shall:

- a. establish and maintain close contact with the Regimental Family with a view to sharing current knowledge of GUILD activities and plans of each organization;
- b. represent the GUILD with any external organizations; and
- c. lead the development of new and expanded external contacts to further the GUILD Objects and activities.

ANNEX B – THE FIRST VICE-PRESIDENT

MANDATED DUTY AND POWERS

By-law section 45.2 specifies that *the First Vice-President shall be a Director. The First Vice-President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board or the President. In the event the First Vice-President is unwilling or unable to serve, the Board may appoint such other individual to the role as they deem appropriate.*

RESPONSIBILITIES

The First Vice-President, in addition to the mandated duties and powers, shall have the following responsibilities:

- a. represent the interests of retired Dragoons and their families to the GUILD;
- b. assist the President in the execution of that office;
- c. participate as a member of the Corporate Services Committee and serve on such other committees as may be necessary;
- d. participate in meetings of Officers and committee chairs to facilitate the exchange of information, to facilitate business planning, and to manage corporate business between Board meetings;
- e. be familiar with the Canada Not-For-Profit Corporations Act and Regulations, the GUILD Articles of Continuance, By-laws, and other governance documents;
- f. maintain currency on GUILD policy and procedural matters;
- g. be prepared to assume the leadership of the GUILD when the term of office of the incumbent President expires; and
- h. perform such other duties, coincident to the office, as may be required or assigned from time to time.

RELATIONSHIPS

The First Vice-President shall maintain external relationships as designated by the President or the Board.

ANNEX C – THE SECOND VICE-PRESIDENT

MANDATED DUTIES AND POWERS

By-law section 45.3 specifies that *the Second Vice-President shall be a Director. The Second Vice-President and shall have such duties and responsibilities as the Board may determine. In the event the Second Vice-President is unwilling or unable to serve, the Board may appoint such other individual to the role as they deem appropriate.*

RESPONSIBILITIES

The Second Vice-President, in addition to the mandated duties and powers, shall have the following responsibilities:

- a. represent the interests of serving Dragoons and their families to the GUILD;
- b. assist the President in the execution of that office;
- c. participate as a member of the Corporate Services Committee and serve on such other committees as may be necessary;
- d. participate in meetings of Officers and committee chairs to facilitate the exchange of information, to facilitate business planning, and to manage corporate business between Board meetings;
- e. be familiar with the Canada Not-For-Profit Corporations Act and Regulations, the GUILD Articles of Continuance, By-laws, and other governance documents;
- f. maintain currency on GUILD policy and procedural matters;
- g. be prepared to assume the leadership of the GUILD when the term of office of the incumbent President expires; and
- h. perform such other duties, coincident to the office, as may be required or assigned from time to time.

RELATIONSHIPS

The Second Vice-President shall maintain external relationships as designated by the President or the Board.

ANNEX D – THE SECRETARY-TREASURER

MANDATED DUTIES AND POWERS

By-law section 45.4 specifies that *the Secretary-Treasurer shall be a Director. The Secretary-Treasurer shall:*

- *attend and be the Secretary of all meetings of the Board, Members, and committees of the Board;*
- *enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;*
- *give or cause to be given, as and when instructed, notices to Members, Directors, the public accountant, and members of committee;*
- *be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation; and*
- *have such other powers and duties as the Board or the President may specify.*

RESPONSIBILITIES

The Secretary-Treasurer, in addition to the mandated duties and powers, shall have the following responsibilities.

- a. as Secretary-Treasurer, be a member of the Corporate Services Committee and such other committees as the Board or the President may direct;
- b. as Secretary, be responsible for conducting or supervising the Corporation's general administration as set out in the responsibility assignment matrix in the Corporate Services Committee Terms of Reference and the PGM Manual Chapter 2. Responsibilities include:
 - 1) be custodian of the corporate seal of the GUILD (By-law Section 3 and PGM policy 2.3.1),
 - 2) recommend to members present at Members' meetings a person to be chosen for election as meeting chairperson in the absence of designated chairpersons,
 - 3) arrange for Member(s) participation in meetings through electronic means in accordance with the conditions set out in the By-law Section 30 and PGM policy 2.5.13,
 - 4) arrange for Directors to participate in Board meetings to through electronic means in accordance with the conditions set out in By-law Section 37 and PGM policy 2.6.7,
 - 5) maintain and secure dispute resolution records of meetings (PGM policy 2.10.1),
 - 6) collect completed application forms for membership (Policy Chapter 2 Annex A),
 - 7) assist the ad hoc Election Committee (Policy Chapter 2, Annex C) conduct the correspondence of the GUILD, and shall advise all Members of meetings as provided for in the By-law,
 - 8) maintain a complete and accurate membership list (CNCA s. 23 (2)), and

- 9) maintain a complete list of Members, donors, and volunteers;
- c. as Treasurer, be responsible for conducting the Corporation's financial management as set out in the responsibility assignment matrix in the Corporate Services Committee Terms of Reference and the PGP Manual Chapter 5. Responsibilities include:
- 1) transact the GUILD banking business, or any part of it – other Officer(s) of the Corporation and/or other persons as the Board of Directors may by resolution, from time-to-time designate, direct, or authorize may assist,
 - 2) maintain the GUILD's bank account ensuring revenues are correctly deposited, all disbursements authorized and recorded, and monthly reconciliations are completed,
 - 3) receive all dues, donations, gifts, and funds raised by any or all means whatsoever ensuring that:
 - a) funds are collected and deposited in a timely manner, and
 - b) appropriate receipts and acknowledgements are provided,
 - 4) maintain the donor management system,
 - 5) disburse payments to vendors or individuals as are authorized by the Board of Directors, through the approved budget either generally or specifically,
 - 6) maintain invoices and receipts for all payments,
 - 7) maintain corporate security to include:
 - a) physical property,
 - b) physical books and records, and
 - c) electronic filing system and backup systems,
 - 8) prepare and submit the annual business return to Corporations Canada, and
 - 9) support the Public Accountant/Auditor, CFO and President in reviewing and presenting the annual financial statements.

RELATIONSHIPS

The Secretary-Treasurer shall maintain external relationships as designated by the President or the Board.

ASSIGNED DUTY AND POWERS

DESCRIPTION

The mission of the Chief Financial Officer (CFO) is to provide leadership, operational oversight, and system coordination of the GUILD financial services. The CFO adds value with accurate, insightful, and timely information, analysis and solutions that promote informed decision-making. The CFO is a member of the Board of Directors and a principal Officer of the Corporation. The CFO will report directly to the Board of Directors and assume a strategic role in the overall GUILD management.

ASSIGNED DUTY AND POWERS

The CFO is the top financial position in the corporation and acts as the general business advisor to the Board of Directors. This duty is achieved by:

- a. overseeing the financial functions of planning, budgeting, risk management, and record-keeping;
- b. ensuring financial reporting and compliance with Canada Revenue Agency (CRA), Corporations Canada and the applicable Ontario Legislation and regulations for charities; and
- c. ensuring financial books and records are maintained in a secure digital format that is accessible to the Board of Director, auditors, and the CRA.

RESPONSIBILITIES

The CFO, in addition to the assigned duties and powers, shall have the following responsibilities:

- a. provide leadership in the development and continuous evaluation of short and long-term strategic financial objectives;
- b. ensure Corporate credibility by providing timely and accurate analysis of budgets, financial trends, and forecasts;
- c. direct and oversee all aspects of the financial and accounting functions;
- d. evaluate and advise on the impact of long-range planning, introduction of new programs/strategies and regulatory action on GUILD finances;
- e. provide executive management with advice on the financial implications of all GUILD business activities;
- f. manage the processes for financial forecasting, budgeting and consolidation and reporting to the GUILD;
- g. ensure effective internal controls are in place that follow CRA and Ontario regulatory laws and rules for financial and tax reporting;
- h. ensure accurate records are kept of all corporate financial matters in accordance with Accounting Standards for Not-For-Profit Organizations (ASNFPPO) (formerly Canadian Generally Accepted Accounting Principles);

- i. maintain corporate financial records compatible with requirements acceptable to the CRA;
- j. prepare, distribute, and present quarterly financial statements or reports on the corporate financial position and any other reports requested by the Board and/or the Corporate Service Committee;
- k. ensure the preparation and submission of the annual Charities tax return (T3010) and any other financial reports required by law or practice on behalf of the corporation;
- l. prepare an annual financial report for the Board of Directors;
- m. prepare annual financial statements for audit and Board approval;
- n. present the annual financial statements and the auditor's report/comments, at Annual Meeting of Members;
- o. ensure the maintenance and monitoring of an authorized payment system(s) used by the Corporation;
- p. assist with Board training and education related to financial matters; and
- q. participate in committees and perform such duties as the Board may require from time-to-time.

RELATIONSHIPS

The CFO shall:

- a. establish and maintain strong relationships with the other Officers of the GUILD, Directors of the Board, and committee chairs to identify their needs and seek a full range of business solutions;
- b. be the first point of contact with the CRA; and
- c. represent the GUILD with any external financial organizations.