



## Fall 2024 Call for Applications to the Board of Directors

**Mission Services London (MSL) Board of Directors** is launching a new process for Board Recruitment. During the launch, we are seeking up to five (5) directors with the expectation of them joining the Board on January 1, 2025.

The MSL Executive Committee, operating as the Nominating Committee, is seeking expressions of interest from individuals interested in joining the MSL Board of Directors.

The nominating process is described in the attached excerpt from MSL's Bylaws (Appendix 2). The MSL Executive Committee is required to review all potential candidates and make a recommendation to the MSL Board.

**Please submit your application no later than 12 noon, Friday November 1st, 2024.**

### Priorities for Board Recruitment

The MSL Board has outlined the key attributes (attitudes, skills, knowledge and experience) that it is seeking in its Board members as outlined in the following Board Application. All Board members are expected to be committed to MSL's mission, vision, values, purpose and objectives, Statement of Faith and Witness, and best interests. Board members are to participate collaboratively and effectively and have general leadership and governance experience. A Director should be able to think strategically, bring a broad understanding of the local challenges facing marginalized populations, and be able to commit the necessary time and effort.

In the coming year, the Board will be focusing its efforts on a number of areas; among them are strategic planning and further enhancing various aspects of culture, including equity and inclusion. To that end, MSL is seeking up to five (5) candidates with the following characteristics:

- Agreement with the Statement of Faith and Witness, and ability to model the vision, mission and values of MSL
- Commitment to equity and inclusion, ideally with experience in supporting marginalized populations
- Strategic and generative thinking mindset
- Not-for-profit financial experience, and/or business development/fundraising experience
- Quality improvement and/or accreditation knowledge and experience
- Organizational risk management experience/knowledge
- Experience in a not-for-profit, community-centred environment
- Christian Faith based ministry / Clerics
- Human Resources experience, facilities management & property development experience

**Applications must be submitted no later than Friday, November 1, 2024 at 12:00 p.m.  
To submit your application, or for more information, please contact:**

*Donna Gordon, Executive Assistant*

**Mission Services London**

**Email: [dgordon@missionservices.ca](mailto:dgordon@missionservices.ca)**



**Time Commitment Required:**

- Terms of office are three (3) years with up to two (2) terms per Director.
- Currently, the MSL Board holds six (6) meetings per year. These meetings are two (2) hours in length. Some are held virtually and others in person at the MSL Administration Office or other London area location.
- Directors are expected to attend all Board meetings. Directors who are absent from three (3) regularly scheduled meetings of the Board, will be removed from the Board.
- Directors are expected to be involved in at least one (1) committee or task group. There are three (3) standing committees: Program Steering Committee, Governance Committee and Finance/Audit Committee. We are currently developing a Community Engagement Committee. Committees meet virtually on a regular schedule defined in their annual workplan (typically every other month) for approximately two (2) hours per meeting.
- Preparation time for meetings can involve about 30 – 45 minutes per each hour of meeting time.
- Total meeting commitments range from four (4) to six (6) hours per month with an additional three (3) to five (5) hours devoted to preparation.

**Recruitment Timeline:**

Deadline for Applications .....	November 1, 2024
Interviews/References .....	Week of November 11, 2024
Selection of Slate of Nominees:.....	November 19, 2024
Presentation of Slate of Nominees to the Board .....	November 25, 2024
Notification to Successful Nominees: .....	by November 27, 2024
Confirmation at Annual General Meeting: .....	June 19, 2025
Board Orientation:.....	December 2024
Board Term: .....	January 1, 2025



## Board Application

To build a strong and effective Board of Directors, Mission Services of London recruits volunteer Board Members with the same diligence you would apply to any other important position. Thank you for being willing to serve on our Board. Please complete this application. Use additional pages if needed.

<b>Name</b>	
<b>Home Address</b>	
<b>Phone</b>	<b>E-Mail</b>
<b>Work (if applicable) Company &amp; Address</b>	
<b>Phone</b>	<b>E-Mail</b>
<b>Please summarize your experience with and/or interest in our organization</b>	
<b>MSL Board Desired Attributes and Competencies</b>	<b>Describe how you meet some or all of these criteria</b>
<ul style="list-style-type: none"> <li>• Committed to MSL's Mission, Values, Purpose, Statement of Faith and Witness</li> <li>• Commitment to equity and inclusion</li> <li>• Organizational change experience</li> <li>• Previous governance experience</li> <li>• Strategic and generative thinking mindset</li> <li>• Broad understanding of homelessness, addiction/Mental Health in local area</li> <li>• Committed to participate collaboratively and effectively</li> <li>• Ability to commit time and effort</li> <li>• Community health or social service experience with sectors served by MSL</li> <li>• Experience with organizations that are larger/smaller, urban/rural</li> <li>• Experience supporting diverse communities</li> </ul>	



MSL Board Desired Attributes and Competencies	Describe how you meet some or all of these criteria
<ul style="list-style-type: none"><li>• Experience supporting marginalized populations</li><li>• Not-for-profit financial and/or business development experience</li><li>• Quality improvement or accreditation knowledge and experience</li><li>• Organizational risk management</li><li>• Experience with policy governance</li><li>• Fundraising</li></ul>	

Highlight the unique skills, strengths, your life experience, and background you would bring to the Board.

Describe any other work or educational background that would be helpful to know?

If you have a resume, please attach it and provide highlights for the nominations committee.

**Applicant Declaration**

**Personal Commitment:**

I can commit to the time required and am interested in furthering the vision, mission and values of MSL. I also align with the Statement of Faith and Witness which guides the organization.

Signed (Signature):

Name (Please Print): \_\_\_\_\_ Date: \_\_\_\_\_

<b>Please email the completed form no later than Friday, November 1, 2024 at 12:00 p.m:</b>
<i>Donna Gordon, Executive Assistant</i>
<b>Mission Services London</b> Email: <a href="mailto:dgordon@missionservices.ca">dgordon@missionservices.ca</a>



## Appendix 1 - Board of Directors Introduction (aka FAQs)

**Motivated by our love for God and for others, and moved by compassion:**

**Our Vision**

That all people are accepted, valued and can thrive in a caring community

**Our Mission**

We actively respond to people experiencing need, affirm human dignity and inspire hope.

**Our Values:**

Our values are grounded in faith: Compassion, Hope, Integrity, Diligence

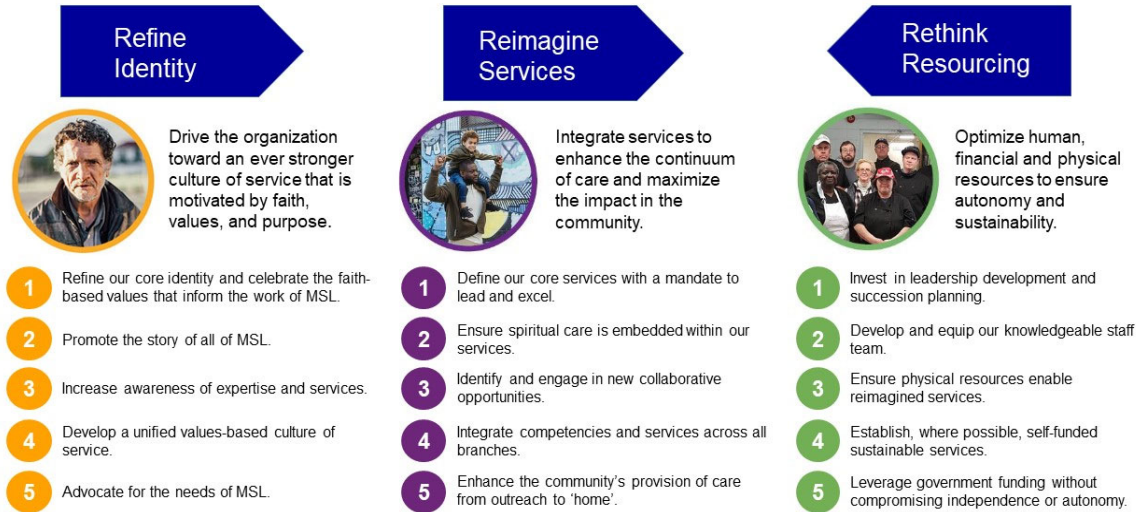
**As you consider this opportunity to serve, we know that you may naturally have a few questions. We hope that these few summary pages may address some of your initial concerns and provide a basis for further discussion to discern if the MSL board is a good fit for your skills and interests at this time.**

2025 is our 74th anniversary as an organization. Since 1951, MSL has sought to meet the needs of vulnerable neighbours in the London area; this includes men, women and children experiencing (or at risk of) homelessness, men struggling to break free of substance addictions, men and women facing mental illness along with housing challenges, and individuals or families living in poverty.

In our 2011-12 fiscal year, we completed a “values renewal” process, which involved discussion at all levels of MSL about the values that drive our work and inform our decisions: **Compassion, Hope, Integrity and Diligence**. We seek to create a culture that reflects these values in all our programs and organizational structures.

The introduction of the above Mission and Vision statements at our 2016 Annual General Meeting (AGM) culminated a year-long process led by an employee committee; the process looked back to our legacy and forward to our dreams.

We began the process of developing a new strategic plan in 2020 with consultations starting with the City of London expanding to other community partners, staff, board members, and most particularly the participants who seek our services on a daily basis. The result of the work completed in 2021 is below.



## Statement of Faith & Witness

Mission Services of London is grounded in the Christian faith tradition and belief system. It is the foundation of who we are as an organization. Our core beliefs are rooted in God the trinity, as expressed in historic Christian doctrine. They are centered in Jesus Christ as the living Word of God and His message found in scripture.

Many different spiritual beliefs and Christian denominations are represented within the corporation's membership, directors, staff, students, volunteers and participants. Mission Services of London itself is not directly affiliated with any particular Christian denomination or group. We welcome participants without any discrimination or prejudice.

### WHAT WE BELIEVE...

#### 1.0 GOD

We believe there is one God, perfect and loving, eternally existent in three persons: Father, Son, and Holy Spirit – The Trinity. We believe in the deity of Jesus Christ, in His virgin birth, in His sinless life, in His death on the cross, in His bodily resurrection, in His ascension to heaven, in His mediatorial work and His physical return to earth in power and glory. We believe in the Holy Spirit, sent to help us to recognize our sin, lead us to repentance and personal faith in Christ as saviour and Lord, and to encourage, empower, equip and comfort us with Christ's presence alive in us.

#### 2.0 THE BIBLE

We believe the Bible is the inspired Word of God in all matters of faith and conduct.

#### 3.0 PEOPLE

We believe that all people are created in the image of God to have fellowship with Him. Each of us has great value and dignity, and each is full of promise and unique potential.

#### 4.0 OUR WITNESS

We believe that all people are separated from God by sin. Access to salvation is freely available by God's grace through faith in the sacrifice of Christ on the cross. In the context of our social service obligations and respecting the diversity of people we encounter, sharing our faith must be approached with sensitivity and discretion.

#### 5.0 THE CHURCH

We believe the Church is the embodiment of Christ in the world – the Body of Christ. The local church is the tangible expression of the Body of Christ, made up of people who follow Christ, and are part of a global community of believers. The Church is called to live in the unity of the Spirit, to love God, to love others sacrificially, and to take the good news of God's love, forgiveness and freedom to everyone, everywhere.

#### **What does Mission Services of London do exactly?**

MSL is a multi-sited, Christian faith-based charitable organization; we are committed to serving London and area.

For more detailed information, we invite you to visit our website: <https://missionservices.ca/>. The following is a summary.

Services include:

- [Men's Mission](#)
  - Emergency shelter and temporary residence for men aged 16+
- [Rotholme Family Shelter](#)
  - Emergency shelter and housing services (including shelter diversion, housing selection and housing stability) for families
- [Quintin Warner House](#)
  - Live-in addiction treatment (focused on substance use) and relapse prevention program for men aged 18+
- [Community Mental Health Programs \(CMHP\)](#)
  - Services for men and women coping with mental illness; CMHP offers a drop-in Resource Centre, Transitional Case Management, and Streetscape outreach services
- [Mission Store](#)
  - A thrift store and social enterprise that also runs:
    - the Emergency Voucher Program (provides clothing and household items to thousands of individuals each year – at no cost to them)

In fiscal 2023-2024, our funding sources – and uses – were:

### Total Revenue

- Government Funding: \$5.6 million
- Donations: \$3.5 million
- Other Sources: \$1.6 million (including Mission Store sales)




### Expenses

- Programs (incl. Amortization): 76%
- Administration: 12%
- Fundraising & Promotion: 12%



*Making a Difference*

**2023-2024**




**76** single beds  
&  
**20** family rooms


of emergency shelter offered every night

**65** families

were successfully diverted from entering Rotholme Family Shelter, or any shelter, through Rotholme Family Shelter's Prevention of Homelessness Among Families program




**Thousands** of Community Mental Health Programs interactions with, or on behalf of participants



More than

**175,000**

nutritious meals provided across Mission Services of London kitchens



**6,014**

days of live-in addiction treatment provided at Quintin Warner House

**44%**

of participants who used the Emergency Voucher Program only accessed it once

Please take the time to peruse our latest annual report here: <https://missionservices.ca/impact/finances/>.



### **What kind of Board is it?**

Our board is a **governance** board, whose primary role is to determine strategic direction for the organization, as well as ensure appropriate policies are in place to provide guidance and accountability for senior leadership. The Executive Director and senior leadership are entrusted to carry out the operational activities of the organization.

Primary functions of the board are to:

Establish the strategic direction and governance policies for the organization

- Monitor compliance with strategic direction and policies
- Delegate responsibility and authority for the operation of the organization to the Executive Director (who in turn also delegates to senior leadership and so on)
- Ensure accountability for the performance of the Executive Director

In addition, the board helps to:

- Open doors with members of the community that may be known to them
  - Ways in which this can be achieved include connecting MSL staff with pastoral staff at a local church, signing cover letters for proposals drafted by the development (i.e. fundraising) and communications staff, adding a personal note of thanks to a tax receipt for a donation made by an acquaintance, personally calling friends who may have an inclination to become involved in MSL work and inviting them to MSL events, thanking sponsors at events, sharing the name of the key decision-maker at a local company so staff can reach out about event sponsorship, etc.
- Financially support the work of MSL in ways that are commensurate with ability and comfortable to each board member
  - Examples of support include purchasing tickets or a table to attend fundraising events, sponsoring events as ability permits, making donations that are within each person's comfort and desire (there is no set minimum amount), etc.
- Enable/encourage success of fundraising and communications/PR efforts by participating as able and willing
  - Examples include volunteering, walking or helping to recruit walkers for the Coldest Night of the Year event, attending the Donor Appreciation event, donor tour, etc.

### **What is the expected time commitment?**

Board members are elected to serve for two, three-year terms wherever possible.

In a given fiscal year, there are usually 6 Board meetings (no board meetings during July, August or December unless special meetings are needed). Board members are generally elected at the June AGM. Their first board meeting, usually very brief, occurs after the AGM.

Board meetings are generally held every other month, second Monday of the month, usually from 5:00 pm – 7:00 pm. The format could be in-person or online. Preparation and reading material is sent out about one week prior to the Board meetings. The Board uses a consent agenda; each Board member is responsible for reading the pre-read materials before attending the meeting, as well as for coming prepared to ask questions, comment and offer advice/thought leadership.

Good attendance is an expectation of the Board; attending all meetings ensures that all voices are heard in meaningful, robust discussion. If a Board member cannot attend a meeting (life happens), they are asked to send regrets in advance via the Executive Assistant. They are also still encouraged to submit their feedback and questions regarding upcoming agenda items; they can do that via email to the meeting chair.



The Board uses Microsoft (MS) Office 365 for Board-related work and communication. Each Board member is assigned a missionservices.ca email address/MS Office 365 account; they log into that confidential account to access minutes, agendas, committee work plans, reading materials, etc. In addition, MS Office 365 includes the Teams videoconferencing platform, which the Board uses to hold most of its meetings virtually; some meetings are held in person.

For instance, an in-person, Saturday planning/training retreat is generally held annually for the board either in the spring or the fall, depending on the annual focus.

Each Board member will be asked to sit on one of three working committees: Program Steering; Finance/Audit; or Governance. We are currently developing a Community Engagement Committee. The Chairs of these committees and two other Board members, also sit on the Executive Committee. These committees generally meet four to five times a year, determined by their work plan. In addition, one or two ad hoc members from the community at large may be asked to sit on these committees. The Executive Committee meets 6 to 7 times but does not normally meet in August or December.

From time to time throughout the year, Board members are invited to participate (at their discretion) in a variety of activities to engage with staff, donors, volunteers and/or participants. These opportunities may enhance their understanding of both the organization and the challenges of poverty, homelessness, addiction, and mental illness. Many Board members have found these opportunities to be enriching experiences.

### **How do the committees work?**

The committees assist the Executive Director in specific areas by sharing their expertise and experience to help formulate good policies and practices for the organization. Agendas and reading materials are sent out prior to the meetings, which are held on weeknights (usually from 5:00 pm – 7:00 pm). Currently, committee meetings are held virtually over Microsoft Teams. Current items are brought forward for discussion and recommendations are made. Summarized minutes are circulated to encourage continued accountability.

### **How are members selected for the Board?**

We look for individuals of all ages and backgrounds, with a concern for neighbours in need, and – as a Christian faith-based organization – people who share the Christian faith perspective. We seek out prospective Board members who have a desire to make a difference in the London and area community, and we welcome those with lived experience to add their voice at the Board table.

We look for specific skills that need to be rounded out in the yearly Board complement, and that would assist us to make better decisions. If you know of someone who may be a good fit for the Board, please let us know.

### **Are there any fundraising or economic expectations?**

MSL seeks to direct as much funding into participant programming as possible. In 2023-2024, we spent 76% of our total budget on programs that assist neighbours in need in achieving a different tomorrow. MSL's programs and services (e.g. nutritious meals, emergency shelter, temporary housing, drop-in services, prevention of homelessness services for families, crisis outreach, addiction treatment, life-skills coaching, etc.) are in part funded by generous donors. We also receive funding from the federal, provincial, and municipal governments (see dashboards on page 2), and from the MSL Foundation. The latter is a separate organization with a separate Board of Directors. Its purpose is to receive and steward funds that will later be granted for the use of the MSL operating entity.

Summarized MSL financial statements are contained within our annual reports; full-length audited financial statements for MSL are also available on our website. You can find both annual reports and audited financial statement available for download here: <https://missionservices.ca/impact/finances/>.



Below is a summary taken from our 2023-2024 MSL annual report:

### Statement of Financial Position

(As at March 31)	2024	2023
<b>Assets</b>		
Current Assets	3,082,674	4,716,446
Non-Current Assets	6,598,034	6,461,445
<b>Total Assets</b>	<b>9,680,708</b>	<b>11,177,891</b>
<b>Liabilities</b>		
Current Liabilities	1,144,049	1,456,440
<b>Net Assets</b>		
Operating Fund	1,192,632	2,307,086
Property Fund	5,838,447	6,156,153
Restricted Fund	1,505,580	1,258,212
<b>Total Liabilities and Net Assets</b>	<b>9,680,708</b>	<b>11,177,891</b>

*Mission Services of London is committed to stewarding all the economic resources entrusted to it by various stakeholders. The financial information shown in this report has been extracted and summarized from the 2023-2024 audited financial statements.*

*A complete set of audited financial statements is available online at [missionservices.ca](http://missionservices.ca).*

### Statement of Operations & Changes in Net Assets

(Year ended March 31)	2024	2023
<b>Revenue</b>		
Government	5,579,359	5,382,638
Donations (incl. MS Voucher)	3,497,518	5,158,241
Investment Income	76,047	30,049
Gain (Loss) on Disposal of Tangible Asset	447	499
Other Revenue (incl. MS Sales)	1,558,626	1,523,568
<b>Total Revenue</b>	<b>10,711,997</b>	<b>12,094,995</b>
<b>Expenses</b>		
Programs & Amortization	9,095,115	9,348,682
Administration, Fundraising, & Promotion	2,801,674	2,674,105
<b>Total Expenses</b>	<b>11,896,789</b>	<b>12,022,787</b>
<b>Net Revenue for the Year</b>	<b>(1,184,792)</b>	<b>72,208</b>
<b>Net Assets Beginning of Year</b>	<b>9,721,451</b>	<b>9,649,243</b>
<b>Net Assets End of Year</b>	<b>8,536,659</b>	<b>9,721,451</b>

Beyond the very generous offer of your time as a Board member, we ask that you prayerfully consider financially partnering with MSL to deliver vital services to men, women and children who are struggling. There is no minimum contribution; please feel free to consider a gift according to your own individual ability and desire.

As a non-profit organization that seeks funding from individuals, corporations, other foundations, and government, Board participation in a financial way helps to signal our own commitment to our mission, and to inspire confidence in community supporters. Having said that, there is no formal obligation to donate.

Another way in which you may wish to attract financial resources that help fulfil MSL's worthwhile and important mission, is to encourage others to share their funds, advocacy voice and time with MSL. You can spread the word in your workplace, service club, professional association or church; you can help educate friends, neighbours and family; you can share and like social media posts. **As a Board member, you can be a great goodwill ambassador for our work everywhere.**

Last, we host signature fundraising events (e.g. a pledged Walk). Board members are strongly encouraged to participate in a variety of ways, potentially including inviting acquaintances and other interested individuals, selling tickets, greeting guests, thanking the speaker, or thanking sponsors. There are many ways for you to participate.

### **How is the Christian faith-based foundation of the organization expressed at the Board level?**

Each board and committee meeting begins with a devotional and a prayer, often presented by the meeting chair or a designated volunteer from the Board. We recognize that each person expresses faith uniquely, and each one of us is on a unique faith journey. Board members come from a wide variety of Christian faith communities and experiences. These devotional reflections serve to focus our recognition that we are motivated by our love of God and our love for others, and that compassion stimulates the work of MSL.

We encourage Board members to pray regularly for the work of MSL – for staff and volunteers, for participants, for other partners in our work, and for the decisions we make as a Board. In 2024, the Board began a monthly online prayer circle.

Each year, opportunities are made available to Board members, to develop broader spiritual perspectives on the issues of poverty, homelessness, mental illness and addictions; these can come in the form of special speakers, books or conferences.

### **Why should I choose to serve on this Board?**

MSL has served those in need in London and area for 73 years; we have done so in a consistent manner, garnering and maintaining a good reputation as a respected service provider in the London area. We believe we each have a social, moral, and spiritual responsibility to care for our neighbours who are challenged by their life circumstances. We can do that by making available safe shelter, food, and counselling; we can be a voice for people whose ability to advocate for themselves is limited; we can provide quality care and practical support, or even

spiritual comfort – whatever circumstances and participants will allow as we seek to walk alongside them. Listen to some comments by recent Board members, our best recruiters:

*“It has been a real privilege for me to serve on this board. I honestly had no idea of the scope of work done by Mission Services of London when I began and I am forever impressed by the quality and commitment of both the board and the staff of this organization.”*

*“It is really meaningful work. I have been humbled by the many stories of those in need and the caring that I have seen and heard about. Hopefully, the direction and oversight we give allows this organization to thrive and make a real difference in the community of London.”*

*“This has been a wonderful growing, stretching learning experience for me. It is my first board experience. The collaborative style and the diversity of the board make me feel like taking the time is very worthwhile.”*

*“You will learn much about the needs in London that you don’t see every day. You will learn much more about the complexities of meeting those needs. You will learn how a good functional board works. And you will be grateful for an organization that quietly serves this community effectively.”*

*“It is a humbling experience to realize how blessed many of us are and how much we have to share. I have also come to realize how very much I have to learn from these individuals we serve and to treat each with the great dignity they deserve.”*

### **How can I learn more?**

We recognize that each person learns in different ways, and that the initial learning curve for Board members can be steep. There is a comprehensive Board package (which includes Board policies, responsibilities, etc.) and an orientation process that will support onboarding of new Board members.



Orientation may include a presentation by the Executive Director and/or senior leadership, providing an overview of the structure of the organization and answering any initial questions you may have. Board members also have the opportunity to tour the different MSL sites, and see first-hand how their thought leadership helps shape the practical work happening within our programs each day. Many have found participation in this tour to be very helpful.

Last but not least, existing Board members are willing to mentor new peers, answer questions, interpret agency-specific language/terms/acronyms (every organization has its own unique vocabulary!), and to generally encourage new Board members in their learning process. Please ask the Board President about Board mentorship opportunities if you think that would work for you.

**FOR MORE INFORMATION, PLEASE CONTACT:**

*Donna Gordon*  
Executive Assistant  
Mission Services of London (Admin. Office)  
4 – 797 York Street  
London, ON N5W 6A8  
[dgordon@missionservices.ca](mailto:dgordon@missionservices.ca)

## Appendix 2 – MSL Selected Excerpts from MSL By-law 1 (Feb, 27, 2024)

### 3.1 Establishment of the Board of Directors

(a) Number of Directors

The affairs, business and property of the Corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) and not more than eighteen (18) Directors, as determined by Special Resolution of the Board from time to time, or, if a Special Resolution empowers the Directors to determine the number within the minimum and maximum number of Directors, by Resolution of the Directors.

(b) Qualifications for Directors

The qualifications to be a Director of the Corporation shall include all of the following:

- (i) the Person shall at the time of his election or within ten (10) days thereafter, be a Member of the Corporation in good standing, having signed a current Membership application as outlined in 2.01(a) and having signed a written consent to act as Director;
- (ii) the Person must be eighteen (18) years of age or older, and have power under law to contract;
- (iii) the Person must be in full agreement to be subject to the authority of the Constitution Documents;
- (iv) save and except where permitted by law, the Person and any of his Family Members must not be an Employee, Agent or contractor who is receiving remuneration, either directly or indirectly, from the Corporation;
- (v) the Person must not be an undischarged bankrupt or become one at any time during his term as a Director;
- (vi) the Person must not be found mentally incapable person by a court in Canada or elsewhere or under the Substitute Decisions Act, 1992 or under the Mental Health Act or become a mentally incapable person at any time during his term as a Director; and
- (vii) the Person must not be in contravention of the conflict of interest provisions set out in Section 3.09 (a) of this By-law.

### 3.2 Composition and Election of Board of Directors

(a) Composition of Board of Directors

The Board of Directors shall consist of not less than seventy-five percent (75%) of Persons who are residents of Canada and not more than twenty-five (25%) percent of Persons who deal with each other in a non-arm's length relationship as defined in the Income Tax Act (Canada) from time to time.

(b) Nomination of Directors

Nomination of qualified Persons to be elected as Directors and admitted as Members of the Corporation shall be made by the Board by a Resolution.

(c) Election of Directors

The Board of Directors shall be elected at the annual Meeting of Members by the Members from Persons who are Members or who become Members of the Corporation within ten (10) days and have consented to act as a Director as of the date of their election.

### 3.3 Term and Maximum Term

(a) Term for Director

Each Director shall be elected for a term of three (3) years.

(b) Maximum Term for Director

The maximum terms of office for a Director is two (2), and as such a Director will be eligible for re-election to the Board at the end of his term on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director in Section 3.01(b). After serving two (2) consecutive terms, a Director must not serve as such for a minimum of one (1) year, except if authorize to do so by Resolution of the Board for an additional one (1) year term. The only exception will be in the case of the President, Vice-President and past President whose terms will be automatically extended if necessary to complete a term of office.

### 3.4 Resignation and Removal of Director

(a) Resignation of Director

If for any reason a Director chooses to resign, a letter of resignation shall be directed to the President of the Board, who in turn shall call it to the attention of the Board of Directors. The Board shall then have the power to accept such resignation between Meetings of Members. Such letter of resignation shall, as much as possible, set out the reasons for the departure of the Person from the Board.

(b) Removal of a Director

The position of a Director shall be automatically vacated if any of the following occurs:

- (i) a Director resigns in accordance with Section 3.04(a);
- (ii) a Director no longer fulfils all of the qualifications to be a Director in Section 3.01(b) as determined in the sole discretion of the Board;
- (iii) at a Meeting of Members of the Corporation called for that purpose, the Members determine by a Special Resolution that a Director be removed from office provided that the Director is first given an opportunity to give a statement for opposing his or her removal as a Director. The Corporation shall immediately give the Members a copy of the statement;
- (iv) a Director becomes prohibited from being a Director by reason of any order made under the Act;
- (v) a Director is removed in accordance with Section 3.09(e);

- (vi) a Director is found by a court to be of unsound mind;
- (vii) a Director becomes bankrupt; or
- (viii) upon the death of a Director.

(c) Written Notification of Removal of a Director

When a Director is deemed to have automatically resigned in accordance with Section 3.04(b), the Corporation shall not be required to take any further action other than the sending of written notification to the Director that he is no longer a Director effective as of a certain date as determined by the Board.

(d) Deemed Coordinated Resignation

Where a Director resigns or where a Director is removed as a Director pursuant to Section 3.04(b), then such Person shall be deemed to have also automatically resigned as a Member, an Officer and/or a Committee Member, as applicable, provided that the Board may in its discretion subsequently re-appoint such Person as a Committee Member if the Board deems it appropriate in the circumstances.

### 3.5 Filling Vacancies of Directors

(a) Filling Vacancies

So long as a quorum of Directors remains in office, any vacancy occurring on the Board shall, as much as possible, be filled for its unexpired term within ninety (90) days from the date on which the Board declares the seat vacant either:

- (i) by election if an annual Meeting of Members falls within the ninety (90) day period; or
- (ii) where no annual Meeting of Members falls within the ninety (90) day period, by having those Directors remaining in office designate a suitable Person to fill the vacancies for the unexpired term, provided that such Person fulfils all the qualifications to be a Director as set out in Section 3.01(b).

(b) Increase in Number of Directors

If the number of Directors is increased by Board Resolution during the year within the prescribed limit of Directors, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

(c) Continuation of Director's Powers

Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. If no quorum of Directors remains in office, the remaining Directors shall forthwith call a special Meeting of Members to fill the vacancies for the unexpired terms.



### 3.6 No Remuneration of Directors

The members of the Board shall serve as such without remuneration and no member of the Board shall directly or indirectly receive any profit from his position as such, nor shall any member of the Board receive any direct or indirect remuneration from the Corporation, except where specifically permitted by law and approved by a Resolution of the Board, provided that Directors may be reimbursed for Reasonable Expenses incurred by them in the performance of their duties.