Canadian Society of Information Theory

Terms of Reference for Directors and Officers

1. Directors

The Board of Directors (or “Board”) is responsible to “manage or supervise the management of the activities and affairs of a corporation.”¹ Thus, the Board’s duty is to oversee the work of the Officers, particularly the President. The Board will normally consist of three or more Directors.

Directors are expected to:
• Be in frequent contact with the President and other officers to remain informed of the Society’s business;
• Attend each annual general meeting (AGM) and other meetings of the members; and
• Be available for other meetings of the Board in order to deal with the Society’s business in a timely matter.

It is possible for a person to be both a Director and an Officer of the Society, although this is discouraged.

Additional powers and responsibilities of the Board are specified in the corporate by-laws.²

2. President

The President of the Society “shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation.”³

The President is generally responsible to the Board for the supervision of the Society’s affairs. The President is specifically responsible to:
• Oversee preparations for conferences organized by the Society, and liaise with the conference organizing committee;
• Oversee the Canadian Award for Telecommunications Research, and chair the Society’s Award Committee;

¹ Canada Not-For-Profit Corporations Act, part 9, section 124.
² A by-law relating generally to the conduct of the affairs of Canadian Society of Information Theory / Société Canadienne de Théorie de l’Information (Society by-laws)
³ Society by-laws, 34.3
• Liaise between the Society and other external organizations;
• Ensure that the Society’s annual filings are made with Corporations Canada;
• Chair each AGM and other meetings of the members (unless the members present, in accordance with the Society by-laws, choose someone else as chair);
• Deliver a report on the activities of the Society at each AGM and other meetings of the members; and
• If required, attend and deliver a report at meetings of the Board.

3. Secretary

The Secretary is generally responsible to the President and Board for keeping the records of the Society. The Secretary is specifically responsible to:
• Attend and take the minutes for each AGM and other meetings of the members, and ensure that these minutes are recorded in the Society’s minute book;
• Act as record-keeper for the Society’s Award Committee;
• To “give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees;”\(^4\) and
• To “be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation,”\(^5\) normally on a shared file repository (such as Dropbox).

4. Treasurer

The Treasurer is generally responsible to the President and Board for the financial affairs of the Society. The Treasurer is specifically responsible to:
• Maintain the bank accounts of the Society;
• Advise the Board and President on the Society’s finances;
• Keep detailed records of all Society financial transactions;
• Ensure that the Society’s tax returns are filed annually;
• Deliver a report on the finances of the Society at each AGM; and
• If required, attend and deliver a financial report at meetings of the Board.

\(^4\) Society by-laws, 34.4
\(^5\) Society by-laws, 34.4
5. **Vice-President**

The Vice-President is responsible to shadow the President, learning their role and becoming familiar with the operations of the Society.

Normally, at least one year of experience as Vice-President is required before election to President, though this requirement may be waived.

The office of Vice-President may be left vacant. It will normally be filled only when a transition in the office of President is anticipated.

6. **Vice-Treasurer**

Similar to the Vice-President, the Vice-Treasurer is responsible to shadow the Treasurer.

Normally, at least one year of experience as Vice-Treasurer is required before election to Treasurer, though this requirement may be waived.

The office of Vice-Treasurer may be left vacant. It will normally be filled only when a transition in the office of Treasurer is anticipated.