

# 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.”<sup>1</sup> 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.<sup>2</sup>

### 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.”<sup>3</sup>

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;

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<sup>1</sup> *Canada Not-For-Profit Corporations Act*, part 9, section 124.

<sup>2</sup> *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)*

<sup>3</sup> *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;"<sup>4</sup> and
- To "be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation,"<sup>5</sup> 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.

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<sup>4</sup> Society by-laws, 34.4

<sup>5</sup> 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.