

WORLD OVARIAN CANCER COALITION
BOARD REGULATIONS
APPROVED BY THE BOARD OF DIRECTORS

_____, 2016.

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BOARD REGULATIONS

The following Board Regulations have been approved by the Board of Directors pursuant to General By-Law Number 2016 - 1.

1 INTERPRETATION

1.01 Defined Terms in By-Laws

All defined terms contained in the By-Laws of the Corporation shall be deemed to be defined terms in the Board Regulations.

1.02 Meaning of Words

In these Board Regulations of the Corporation:

- (a) “Committee” means a Standing Committee or Ad Hoc Committee established from time to time by the Board pursuant to section 3;
- (b) “Executive Committee” means the Executive Committee established by the Board pursuant to Article 4; and
- (c) “Officer” means any Officer elected or appointed pursuant to the By-Laws or Board Regulations.

2 OFFICERS

2.01 Officers

Subject to the Act, the Articles and the By-Laws of the Corporation, there may be the following Officers:

- (a) a Chair of the Board and a Vice-Chair of the Board elected by and from among the Directors;
- (b) a Past-Chair who shall be the person who, in the immediately preceding year, held the office of Chair of the Board;
- (c) a Chief Executive Officer;
- (d) a Secretary and a Treasurer (or a Secretary-Treasurer) who may but need not be Directors, appointed by the Board to serve at the pleasure of the Board;
- (e) such other Officers as are provided in this Article 2.

2.02 Term of Office of Officers

Any Officer who is also a Director shall hold office for a period of one (1) year, to expire at the next Annual Meeting following election or appointment and may be re-elected or appointed if qualified; provided that the Past-Chair shall only hold office for one (1) year following completion of his/her office as Chair of the Board. Any Officer who is not a Director shall be appointed by the Board and shall hold office at the pleasure of the Board, or pursuant to terms of employment.

2.03 Remuneration of Officers

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

2.04 Chair of the Board

The Chair of the Board shall supervise and control the operations of the Corporation if there shall be no Chief Executive Officer in office. The Chair of the Board shall, when present, preside at all meetings of the Board, the Executive Committee and Members. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board or incident to the office. The Chair may also be called the President.

2.05 Vice-Chair of the Board

The duties and powers of the Chair of the Board may be exercised by the Vice-Chair of the Board when the Chair is absent or unable to act. If the Vice-Chair of the Board exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair of the Board shall also perform the other duties prescribed by the Board or incident to the office.

2.06 Past-Chair of the Board

The Past-Chair of the Board shall also perform the other duties prescribed by the Board or incident to the office.

2.07 Chief Executive Officer

The Chief Executive Officer shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board and/or the Chair of the Board, supervise and control the operations of the Corporation.

2.08 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation, the Board and Executive Committee, if any;
- (b) attend all meetings of the Corporation, the Board and the Executive Committee, if any, to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors and the Executive Committee, if any;
- (d) be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform the other duties prescribed by the Board.

2.09 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board;
- (c) disburse the funds of the Corporation under the direction of the Board;
- (d) render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (e) co-operate with the Public Accountants of the Corporation during any audit of the accounts of the Corporation; and
- (f) perform the other duties prescribed by the Board.

2.10 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

2.11 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

2.12 Holding More Than One Office

Except for the offices of Chair of the Board and Vice-Chair of the Board, a person may be nominated or selected for, elected or appointed to, and hold, more than one office including the offices of Secretary and Treasurer.

2.13 Removal from Office

Any Officer may be removed by Ordinary Resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

3 COMMITTEES

3.01 Standing Committees

There shall be a Nominating Committee at any time there is no Executive Committee. There may be such other Standing Committees and for such purposes as the Board may determine by Ordinary Resolution.

3.02 Combined and Inactive Committees

The Board may combine the work of two or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

3.03 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

- (a) the delivery of its report;
- (b) the completion of its assigned task;
- (c) a change in the membership of the Board by which it was constituted; or
- (d) a resolution to that effect of the Board by which it was constituted.

In the case of termination pursuant to subsection (b), the Board may continue such Ad Hoc Committee.

3.04 Nominating Committee

The Nominating Committee shall:

- (a) prepare a slate of one or more candidates for each office which will be vacant and for which an election will be held at or after the Annual Meeting; and
- (b) make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year.

3.05 Rules Governing Committees

Subject to the By-Laws of the Corporation and Board Regulations, all Committees other than the Executive Committee are subject to the requirements listed below. Where no Executive Committee exists, the Board shall act in its place.

- (a) The chair and members shall be appointed by the Board.
- (b) At least one (1) Director shall be appointed to serve on each Committee.
- (c) A member of a Committee shall serve for a term ending at the commencement of the Annual Meeting of Members following appointment, and is eligible for reappointment for one or more additional terms.
- (d) Each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board.
- (e) Each Committee shall be responsible to, and report after each meeting to, the Board.
- (f) Subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

4 EXECUTIVE COMMITTEE

4.01 Composition

The Board, whenever it consists of more than six (6) individuals, may by Ordinary Resolution elect from among its number an Executive Committee consisting of such number of members that is not less than three (3). The Executive Committee may be composed of the Executive Officers and the chairs of the Standing Committees. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only for as long as such member shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy exists in the Executive Committee, the remaining members may exercise all their powers so long as a quorum remains in office.

4.02 Powers

Subject to the By-Laws of the Corporation, during the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee deems to be in the best interests of the Corporation, subject to any Board Regulations.

4.03 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that written notice of the meeting be given in the same manner and within the same time frame as meetings of the Board, as required by section 5.4 of By-Law No. 2016 - 1. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

4.04 Procedures

The Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure, subject to sections 4.05, 4.06 and 4.08 and any Board Regulations. The Executive Committee shall keep minutes of its meetings recording all action taken by it, and at least a summary of the meeting shall be submitted to the Board at least annually.

4.05 Quorum

The quorum of any meeting of the Executive Committee shall be determined in accordance with section 4.04. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

4.06 Place of Business

Meetings of the Executive Committee may be held at the registered office of the Corporation or at any other place within or outside the geographical location of the registered office as specified in the notice calling the meeting.

4.07 Meetings by Electronic Conference

- (a) Each member of the Executive Committee may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Executive Committee from time to time.
- (b) The chair of the Executive Committee may call a meeting of the Executive Committee and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

4.08 Other Directors Present

Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Director is present. However, only a Director elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee and the presence of such Director shall not be included for the purpose of calculating a quorum.

5 EXECUTION OF DOCUMENTS

5.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two of the Chair of the Board, Vice-Chair of the Board, Chief Executive Officer, Secretary, Treasurer, or Secretary-Treasurer, or any one (1) of the foregoing together with any one (1) Director. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

6 AMENDMENT

Subject to the Act, the Articles, and the By-Laws, the Directors may make, amend or repeal any Board Regulation that regulates the activities or affairs of the Corporation.

PASSED by the Board of Directors as a Board Regulation of the **World Ovarian Cancer Coalition** this ____ day of _____, 2016.

Chair of the Board

Vice-Chair of the Board