

## **Annexe A**

***Subject to the articles, the classes of members in the Corporation shall be defined by the Constitution:***

### **8. Structure of Governance, Authority and Management**

The Corporation shall consist of:

- Class A voting members;
- Class B non-voting members;
- Board of Directors;
- Offices:
  - President and Chief Executive Officer (CEO);
  - Executive Vice President (EVP);
  - Vice President Finance and Chief Financial Officer (CFO);
  - Vice President Marketing and Chief Marketing Officer (CMO);
  - Vice President External and Chief External Officer (CXO);
  - Vice President Corporate Relations and Chief Corporate Relationship Officer (CCO);
  - Vice President Members and Alumni Relations East;
  - Vice President Members and Alumni Relations West;
  - Vice President Conferences and Competitions East;
  - Vice President Conferences and Competitions West;
  - Secretary
- Assistants hired on appointment by the Board;
- The Executive committee; and
- Committees created by resolution of the members or the Board.

The Corporation shall be sovereignly governed by the Class A voting members. The Class A voting members shall be responsible for appointing a representative from their Organization's executive council to as a permanent proxy for their President to represent their right of vote and voice at members' meetings and to meet the duties and obligations as outlined in the By-Laws, in the event that the President of the member organization elects to not fulfill this role. Unless the President provides written notice of this election, the President of that organization is by default, the appointed representative of that Class A member organization.

The Class A voting members shall have the power and responsibility to approve the actions of the Board of Directors, and their respective offices, and the governing documents and annual strategies and reports of the Corporation, including without limitation:

- the Constitution, By-Laws, and internal Policies;
- the annual budget as proposed by the Board;
- the annual strategy as proposed by the Board, if applicable or required by the voting members

The Class B non-voting members shall hold no authority or power over the corporation, with the exception that a person holding this type of membership is elected or appointed to the Board, an Office or similar position of management, control or operations, as approved by the voting members or the Board.

The Board of Directors shall be responsible for the strategic, fiscal and budgetary planning, treasury, management, continuance and daily operations of the Corporation. The Board shall be composed of no fewer than three (3) directors and no more than ten (10) directors at any given time. Each Director shall occupy the title of Officer, as responsible for their respective Office.

The Office of Secretary is exceptional, as it is not a position decided by election of the voting members, but by appointment or hire by the Board. If elected Directors or appointed Assistants do not detain a Class B non-voting membership, they will be granted a membership on effective starting date of their term in that position or Office.

The Corporation shall have eleven (11) Offices:

- President and Chief Executive Officer (CEO);
- Executive Vice President (EVP);
- Vice President Finance and Chief Financial Officer (CFO);
- Vice President Marketing and Chief Marketing Officer (CMO);
- Vice President External and Chief External Officer (CXO);
- Vice President Corporate Relations and Chief Corporate Relationship Officer (CCO);
- Vice President Members and Alumni Relations East;
- Vice President Members and Alumni Relations West;
- Vice President Conferences and Competitions East;
- Vice President Conferences and Competitions West; and
- Secretary.

The Board of Directors shall hire, at their freedom, assistants or members to occupy temporary positions for the purposes of improving operations, executing action plans or to hold the Office of Secretary.

The Executive shall be a committee formed of the President, Executive Vice President, Vice President Marketing, Vice President External and Vice President Corporate Relations.

Committees shall be formed by resolution of the members or the Board, and hold any combination of internal and external parties, as required and/or limited by that respective resolution.