

**Policies relating generally to the conduct of the affairs of
NEWFOUNDLAND AND LABRADOR THERAPEUTIC RECREATION ASSOCIATION
(NLTRA)**

(the "Corporation")

ARTICLE I – INTERPRETATION

1.01 Definitions

In this policy and all other policies or bylaws of the Corporation, unless the context otherwise requires:

- a. **"Act"** means the Canada Not-for-profit Corporations Act or the Newfoundland and Labrador Corporations Act, and the regulations made thereunder;
- b. **"Articles"** means the original or restated articles of incorporation or articles of amalgamation of the Corporation;
- c. **"Board"** means the board of directors of the Corporation;
- d. **"Bylaw"** means this bylaw and any other bylaw of the Corporation as amended;
- e. **"Meeting of members"** includes an Annual General Meeting (AGM) of members or a special meeting of members;
- f. **"Member"** means a member of the Corporation;
- g. **"Ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. **"Recorded address"** means the address of any person as recorded in the register of members or directors; and
- i. **"Special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders and vice versa. Words importing persons shall include individuals, partnerships, associations, trusts, unincorporated organizations and bodies corporate.

ARTICLE II - CONFLICT OF INTEREST POLICY

2.01 Definition of Conflict of Interest

A conflict of interest exists when a director or subcommittee member's personal, professional, or financial interests could reasonably be seen to influence their judgment in acting in the best interests of the Corporation.

2.02 Types of Conflicts

Conflicts of interest include but are not limited to:

- a. financial interests in contracts or transactions with the Corporation;
- b. employment or business relationships with suppliers, competitors, or partners;
- c. board positions with organizations that compete with or conflict with the Corporation;
- d. family relationships with persons seeking to do business with the Corporation;
- e. opportunities that belong to the Corporation; and
- f. use of Corporation information for personal benefit.

2.03 Disclosure Requirements

- a. All actual, potential, or perceived conflicts must be disclosed in writing to the board;
- b. Disclosure must be made immediately upon becoming aware of the conflict;
- c. Conflicts must be disclosed at the beginning of any meeting where the matter may be discussed; and
- d. All disclosures shall be recorded in meeting minutes.

2.04 Management of Conflicts

When a conflict is disclosed:

- a. the conflicted person shall not participate in discussion of the matter;
- b. the conflicted person shall not vote on the matter;
- c. the conflicted person may be asked to leave the meeting during deliberation;
- d. decisions shall be made by the remaining disinterested directors/members; and
- e. the process followed shall be documented in meeting minutes.

2.05 Violation of Policy

Failure to disclose conflicts or violation of this policy may result in:

- a. removal from the board or subcommittee;
- b. termination of contracts or relationships;
- c. recovery of any benefits improperly received; and
- d. such other action as the board deems appropriate.

ARTICLE III - CONFLICT RESOLUTION POLICY

3.01 Purpose

This policy establishes procedures for resolving disputes and conflicts within the Corporation in a fair, timely, and constructive manner.

3.02 Scope

This policy applies to conflicts between:

- a. board members;
- b. subcommittee members;
- c. members;
- d. volunteers; and
- e. any combination of the above.

3.03 Informal Resolution

- a. Parties are encouraged to resolve conflicts informally through direct communication;
- b. If direct resolution is not possible, parties may seek assistance from:
 - i. the President; or
 - ii. another mutually acceptable board member.
- c. Informal resolution should be attempted within [30] days of the conflict arising.

3.04 Formal Complaint Process

If informal resolution fails, a formal complaint may be filed:

- a. Complaints must be in writing and detail the nature of the conflict;
- b. Complaints should be filed with the President or, if the President is involved, with another board member;
- c. The respondent shall be provided with a copy of the complaint within [5] business days;
- d. The respondent shall have [10] business days to provide a written response.

3.05 Investigation Committee

- a. For serious conflicts, the board may establish an investigation committee of [3] disinterested persons;
- b. The committee may include external persons with relevant expertise;
- c. The committee shall:
 - i. review all relevant documents;
 - ii. interview parties and witnesses;
 - iii. conduct the investigation fairly and impartially;
 - iv. prepare a written report with findings and recommendations.

3.06 Mediation

- a. The board may require mediation by a qualified external mediator;
- b. Mediation costs shall be borne by the Corporation;
- c. Parties must participate in mediation in good faith;
- d. Mediation agreements shall be binding if accepted by all parties.

3.07 Board Decision

- a. The board shall consider investigation reports and mediation outcomes;
- b. The board may:
 - i. dismiss the complaint;
 - ii. issue warnings or reprimands;
 - iii. require specific corrective actions;
 - iv. suspend persons from positions;
 - v. suspend persons from subcommittees;
 - vi. terminate relationships with the Corporation.
- c. Decisions shall be made by disinterested board members only.

3.08 Confidentiality

- a. All conflict resolution proceedings shall be kept confidential;
- b. Information shall be shared only with persons directly involved in the resolution process;
- c. Records shall be maintained securely and accessed only as necessary.

3.09 No Retaliation

The Corporation prohibits retaliation against any person who:

- a. files a complaint in good faith;
- b. participates in an investigation or mediation; or
- c. supports resolution of conflicts.

ARTICLE IV - REMOVAL OF SUBCOMMITTEE MEMBER(S) POLICY

4.01 Grounds for Removal

Subcommittee member(s) may be removed for:

- a. failure to attend [3] consecutive meetings without a reasonable excuse;
- b. failure to fulfill subcommittee responsibilities or commitments;
- c. violation of the Code of Conduct or other Corporation policies;
- d. conflict of interest that cannot be managed;
- e. conduct prejudicial to the Corporation;
- f. loss of qualifications required for subcommittee membership;
- g. breach of confidentiality obligations; or
- h. any other reason deemed sufficient by the board of directors.

4.02 Who May Initiate Removal

Removal proceedings may be initiated by:

- a. the board of directors;
- b. the subcommittee chair;
- c. a majority of subcommittee members; or
- d. any person with knowledge of grounds for removal.

4.03 Notice Requirements

- a. The sub-committee member shall be given written notice of:
 - i. the grounds for proposed removal;
 - ii. the date, time, and location of any hearing;
 - iii. their right to respond to the allegations;
 - iv. their right to representation or support; and
 - v. the potential consequences of removal.
- b. Notice shall be provided at least [10] business days before any hearing.

4.04 Response Period

- a. The subcommittee member shall have [10] business days to provide a written response;
- b. The response may include:
 - i. explanation of circumstances;
 - ii. corrective actions already taken;
 - iii. proposals for remedying the situation;
 - iv. supporting documentation or witness statements.

4.05 Hearing Process

- a. A hearing shall be conducted by:

- i. the board of directors (for subcommittee chairs);
 - ii. the subcommittee (for subcommittee members); or
 - iii. a designated panel of disinterested persons.
- b. The subcommittee member may:
 - i. attend the hearing in person or virtually;
 - ii. present their case;
 - iii. call witnesses or present evidence;
 - iv. have a support person present.
- c. Hearings shall be conducted fairly and impartially.

4.06 Decision Authority

- a. For subcommittee members: the subcommittee may recommend removal to the board;
- b. For subcommittee chairs: the board shall make the final decision;
- c. Decisions shall be made by majority vote of disinterested persons.

4.07 Alternative Measures

Before removal, the following alternatives may be considered:

- a. verbal or written warning;
- b. additional training or support;
- c. modified responsibilities or role;
- d. temporary suspension;
- e. mediation or conflict resolution;
- f. transfer to different subcommittee; or
- g. voluntary resignation

4.08 Immediate Suspension

- a. Subcommittee members may be suspended immediately pending investigation if:
 - i. continued participation poses risk to the Corporation;
 - ii. serious misconduct is alleged;
 - iii. criminal charges are pending; or
 - iv. emergency circumstances exist.
- b. Suspended members shall not:
 - i. attend subcommittee meetings;
 - ii. access confidential information;
 - iii. represent themselves as subcommittee members;
 - iv. exercise any subcommittee authority.

4.09 Appeal Process

- a. Removed subcommittee members may appeal to the board within [15] business days;
- b. Appeals must be in writing and state grounds for appeal;
- c. The board may:
 - i. uphold the removal;
 - ii. overturn the removal;
 - iii. modify the decision; or
 - iv. order a new hearing.
- d. Board decisions on appeals are final.

4.10 Documentation

All removal proceedings shall be documented, including:

- a. grounds for removal;
- b. notice provided;
- c. response received;
- d. hearing proceedings;
- e. decision and rationale;
- f. any appeals; and
- g. final outcome.

4.11 Removal or Resignation

Following the removal or resignation of a subcommittee member(s), the individual will not be eligible to serve on any subcommittee for a period of 2 years, subject to the board's decision based on the reasons for the resignation.

ARTICLE V - DOCUMENT OWNERSHIP AND ACCESS POLICY

5.01 Document Ownership

- a. All documents created, received, or maintained in connection with Corporation business are the property of the Corporation;
- b. This includes documents created by directors, sub-members, and volunteers;
- c. Personal notes and communications become Corporation property if they relate to Corporation business;
- d. Upon termination of relationship with the Corporation, all documents must be returned.

5.02 Categories of Documents

Corporation documents include:

- a. **Corporate Records:** articles, bylaws, resolutions, meeting minutes, registers;
- b. **Financial Records:** financial statements, budgets, banking records, tax returns;
- c. **Governance Documents:** policies, procedures, strategic plans, proposals, subcommittee records;
- d. **Operational Records:** contracts, correspondence, reports, member records;
- e. **Confidential Information:** donor information, legal advice, personnel matters; and
- f. **Electronic Data:** emails, databases, websites, social media accounts.

5.03 Access Rights - Members

Members have the right to examine:

- a. articles and bylaws;
- b. minutes of members' meetings;
- c. resolutions of members;
- d. register of directors;
- e. most recent annual financial statements; and
- f. auditor's report, if any.

5.04 Access Rights - Directors

Directors have the right to examine:

- a. all documents available to members;
- b. accounting records and underlying documentation;
- c. minutes and resolutions of directors and subcommittees;
- d. contracts and agreements;
- e. correspondence and legal documents;
- f. strategic plans and operational reports; and
- g. any other documents reasonably required to fulfill their duties.

5.05 Access Procedures

- a. Requests must be made in writing to the Secretary;
- b. The Corporation shall respond within [10] business days;
- c. Documents may be examined during normal business hours;
- d. Copies may be provided at reasonable cost;
- e. Electronic access may be provided where appropriate;
- f. The Corporation may require proof of identity and authority.

5.06 Restrictions on Access

Access may be restricted or denied for:

- a. personal information of third parties;

- b. commercially sensitive information;
- c. documents that could compromise legal proceedings;
- d. information that could harm the Corporation's interests;
- e. documents protected by confidentiality agreements; and
- f. information restricted by law.

5.07 Confidentiality Obligations

Persons accessing Corporation documents shall:

- a. maintain confidentiality of sensitive information;
- b. use information only for authorized purposes;
- c. not disclose information to unauthorized parties;
- d. protect documents from loss, theft, or misuse;
- e. return or destroy documents as required; and
- f. comply with all applicable privacy laws

5.08 Document Retention

- a. The Corporation shall maintain a document retention schedule;
- b. Corporate records shall be retained permanently;
- c. Financial records shall be retained for at least [7] years;
- d. Meeting minutes shall be retained permanently;
- e. Contracts shall be retained for [7] years after expiry;
- f. Personnel records shall be retained as required by law;
- g. Electronic records shall be backed up and protected.

5.09 Document Security

- a. Documents shall be stored securely with appropriate access controls;
- b. Electronic documents shall be protected by passwords and encryption;
- c. Physical documents shall be stored in locked cabinets or rooms;
- d. Access shall be logged and monitored;
- e. Backup copies shall be maintained off-site;
- f. Documents shall be protected from fire, flood, and other hazards.

5.10 Document Destruction

- a. Documents shall be destroyed only in accordance with the retention schedule;
- b. Destruction must be authorized by the board;
- c. Confidential documents shall be destroyed securely;
- d. Electronic data shall be permanently deleted;
- e. Destruction shall be documented with date, method, and authorization;
- f. No documents under legal hold shall be destroyed.

5.11 Electronic Communications

- a. Corporate email accounts and data are Corporation property;
- b. Personal use of Corporation systems should be minimal;
- c. All electronic communications may be monitored;
- d. Social media accounts created for Corporation business belong to the Corporation;
- e. Passwords for Corporation accounts must be shared with authorized persons;
- f. Upon departure, access to all electronic systems must be revoked.

5.12 Breach of Policy

Violations of this policy may result in:

- a. suspension of access privileges;
 - b. disciplinary action up to and including removal from office;
 - c. legal action to recover documents or prevent disclosure;
 - d. claims for damages caused by improper use or disclosure; and
 - e. referral to law enforcement if criminal activity is suspected.
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ENACTED by the board of directors on the [DAY] day of [MONTH], [YEAR].

CONFIRMED by the members on the [DAY] day of [MONTH], [YEAR].

[SIGNATURE LINE FOR SECRETARY] Secretary

[SIGNATURE LINE FOR PRESIDENT] President