

Chapter 6

Duties the EOSARDA Secretary

The Secretary prepares and keeps records of members' and directors' meetings. Under EOSARDA by-law 5.05, the Secretary must:

- (a) keep the Association's records and other documents safe
- (b) work with the President to prepare agendas for directors' and members' meetings, and keep records of those meetings
- (c) send required notices to member clubs and directors

The Secretary also:

- (a) manages software used for online meetings
- (b) keeps EOSARDA's Ontario Business Account up to date
- (c) makes records available for members and directors to inspect when requested
- (d) keeps the documents listed below
 - incorporation documents
 - a register of directors and officers, including the current list and the past 6 years
 - permanent records of members' meetings and board meetings
 - the text of all resolutions passed at members' and board meetings
 - details of any conflict of interest reported by a director or officer to the board
 - meeting notices, including reasons for refusing to add a proposal to a members' meeting agenda
 - resignations from directors, officers, and the person appointed to do a review engagement

Minutes from members' and board meetings are official records. They should include:

- (a) the organization's name, date and time of the meeting, and where it was held (in person or online),
- (b) who attended, who was absent, and any guests,
- (c) approval of the previous minutes, and
- (d) the exact wording of each motion, who moved and seconded it, whether it was passed, defeated, amended, or tabled; and, if requested, the name of anyone opposing the motion.

Minutes should be brief and focus on decisions and actions, not a word-for-word record of the discussion. The writing should be neutral and clear.

Under the Ontario Not-for-profit Corporations Act, records must be available for members and directors to inspect if they ask. Members may receive one free copy of the articles of incorporation, by-laws, and any amendments. EOSARDA may charge a reasonable fee for copies of other records.

During regular office hours, members may inspect and copy:

- minutes and resolutions from members' meetings and committees of members
- annual financial statements and any auditor's or review engagement reports

A member wishing to review or obtain the register of members must provide the EOSARDA Secretary with a statutory declaration stating that the information will be used only for matters relating to the corporation's affairs, such as influencing how members vote, requesting a members' meeting, or any other matter relating to the affairs of the corporation.

Members do not automatically have a legal right to see certain sensitive records, such as:

- minutes of directors' meetings
- resolutions passed by the directors
- internal accounting and financial records