

# STEM INNOVATION ACADEMY SOCIETY

## GENERAL TERMS OF REFERENCE FOR COMMITTEES

### ARTICLE 1 GENERAL

- 1.01 General Terms. These General Terms of Reference for Committees ("General Terms") are to be read together with the one or more specific Terms of Reference for committees that are established by the Board.
- 1.02 Authority. The Committee is authorized by the Board to investigate any matter set out in these Terms of Reference or otherwise delegated to the Committee by the Board. The Committee shall have all of the powers delegated to it by the Board.
- 1.03 Reporting. The Committee shall report to the Board. The Committee shall report its decisions and recommendations to the Board promptly after each Committee meeting.
- 1.04 No Rights Created. These Terms of Reference are a broad policy statement and are intended to be part of the Committee's flexible governance framework. While these Terms of Reference should comply with all applicable laws and the Society's articles and By-laws, these Terms of Reference do not create any legally binding obligations on the Committee, the Board, or the Society.

### ARTICLE 2 INTERPRETATION

- 2.01 Defined Terms. In these General Terms, unless the context otherwise requires:
  - (a) "By-laws" shall mean the by-laws of STEM Innovation Academy Society, a society organized under the laws of Alberta; and
  - (b) "Chair" shall mean the Chair of the Board.
- 2.02 Other Capitalized Terms. Capitalized terms not otherwise defined in these Terms of Reference shall have the meanings ascribed thereto in the By-laws or in the Terms of Reference.
- 2.03 Gender and Number. Unless the context otherwise requires, words importing the singular number or a particular gender shall include the plural number or other genders as the case may be and *vice versa*.
- 2.04 Supremacy. The By-laws shall supersede these Terms of Reference, and in the event of any conflict or inconsistency between the terms of the By-laws and these Terms of Reference, the By-laws shall govern.

- 2.05 Headings. The headings used in these Terms of Reference are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.

### ARTICLE 3 MEMBERSHIP

- 3.01 Casting Vote. The Committee Chair, presiding at any meeting of the Committee, shall have a casting vote.
- 3.02 Secretary. At each meeting, the Committee shall appoint a secretary, who need not be a Committee Member. The secretary shall keep minutes of the meeting.

### ARTICLE 4 COMMITTEE MEETINGS

- 4.01 Rules. The Committee is governed by the same rules regarding meetings (including the procedure used to call meetings, and conducting meetings in person, by telephone, or other means), notice of meetings and waiver of notice by committee members, written resolutions in lieu of a meeting and voting at meetings that apply to the Board. For the avoidance of doubt, a resolution in writing signed by all of the Committee Members shall be as effective as a resolution passed at a Committee meeting duly convened and held.
- 4.02 Private Meetings. The Committee may meet for a private session, excluding management or other third parties, following each Committee meeting or as otherwise determined by the Committee.
- 4.03 Quorum. A quorum for recommendations or decisions of the Committee shall be two members unless otherwise specified in the individual Terms of Reference for a Committee. In the event of a vacancy, the remaining Committee Members may exercise all of the Committees powers and duties so long as quorum exists.

### ARTICLE 5 RESPONSIBILITIES

- 5.01 Outside Advisors. The Committee shall have the authority to retain and obtain the advice and assistance of independent outside counsel and such other advisors, as it deems necessary to fulfil its duties and responsibilities, at the cost and expense of the Society.