



Proposal: M.Mirza – Exec Committee -- VOTING

Submitted to GCIG Exec Committee: October 2017

Submitted to Exec. BoD: October 2017

Approved: November 2, 2017

To be considered as a ruling immediately; to be revised in GCIG Bylaws with next legal revision.

12.2 However, the election of working group/committee chairs, co-chairs and election of other executive positions shall be performed by Board of Directors. The EC has authority to suggest candidates for such election and shall ensure timely conduct of elections.

12 EXECUTIVE COMMITTEE (EC)

12.1 Composition

The Board, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of such number of Directors, not less than three (3), as the Board may by resolution determine. The core of the Executive Committee shall be composed of the Executive Officers of the Corporation, the Chair of the Membership Committee and the Chair of the CCRN. The Chair of the Board shall be ex officio the Chair of the Executive Committee. 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 shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

12.2 Powers

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) 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 shall deem to be in the best interests of the Corporation in all cases and in which specific directions shall not have been given by the Board. **However the election of working group/committee chairs, co-chairs and election of other executive positions shall be performed by Board of Directors. The EC**

has authority to suggest candidates for such election and shall ensure timely conduct of elections.

The Executive Committee shall conduct annual evaluations of the Secretariat (Operations Manager(s), Book-keeper, and Webmaster) and report and make recommendations to the Board. Contracts of Secretariat will be refreshed annually.

12.3 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by such Committee provided that written notice of any such meeting shall be given in the same manner and within the same time frame for meetings of the Board, as set out in section 7.2. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

12.4 Procedures

Subject to sections 12.5, 12.6 and 12.7 and to any regulations imposed from time to time by the Board, 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 from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

12.5 Quorum

The quorum of any meeting of the Executive Committee shall be as determined pursuant to section 12.4 and 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.

12.6 Place of Business

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

12.7 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, no Director who has not been 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.