

TESL ONTARIO BY-LAWS

Adopted on November 14, 2008

**Being a by-law relating generally
to the conduct of the affairs of**

TESL ASSOCIATION OF ONTARIO

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BE IT ENACTED as a by-law of **TESL ASSOCIATION OF ONTARIO** (hereinafter called the "Corporation") as follows:

SECTION ONE

INTERPRETATION

1.01 Definitions. In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

- (i) "Affiliate" or "Affiliate Group" - means each of the following:
 - (i) members residing or working in the City of North York and York Region ("the North York-York Region Affiliate")
 - (ii) members residing or working in the Greater Metropolitan Toronto area (the "Toronto Affiliate")
 - (iii) members residing or working in the following area: Ottawa, Carleton, Renfrew County, Prescott and Russell County, Stormont, Dundas and Glengarry County and Lanark County (the "Ottawa Affiliate")
 - (iv) members residing or working in the following area: Windsor, Essex County, Kent County and Lambton County (the "Windsor Affiliate")
 - (v) members residing or working in the following area: London, Elgin County, Middlesex County and Norfolk (the "London Affiliate")
 - (vi) members residing or working in the following area: Hamilton, Wentworth County and Brant County (the "Hamilton-Wentworth Affiliate")
 - (vii) members residing or working in the following area: Lincoln County and Niagara South (the "Niagara Affiliate")
 - (viii) members residing or working in the following area: Wellington County, Perth County, Waterloo County and Oxford County" (the "Waterloo-Wellington Affiliate")
 - (ix) members residing or working in the following area: Peel County, Halton County, City of Etobicoke (the "Peel/Halton/Etobicoke Affiliate")
 - (x) members residing or working in the following area: Leeds and Grenville County, Frontenac County, Lennox and Addington County, Hastings County and Northumberland (the "Kingston Affiliate")
 - (xi) members residing or working in Northern Ontario (the "Northern Region Affiliate")
 - (xii) members residing or working in the following area: the Municipalities of Ajax, Brock, Clarington, Oshawa, Pickering, Scugog, Uxbridge and Whitby (the "Durham Affiliate")
- (ii) "Act" means the *Corporations Act* (Ontario) and any act that may be substituted for it, as from time to time amended.

- (iii) "Affiliate Representative" means a person elected by an Affiliate Group in accordance with Section Thirteen herein.
- (iv) "Board" means the Board of Directors of the Corporation.
- (v) "By-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect.
- (vi) "Director" means any Director elected or appointed.
- (vii) "ESL" means, for the purpose of these documents, ESL plus ELD (English Literacy Development) and shall mean either one or both, as content dictates.
- (viii) "Executive Director" means the person responsible for the day to day operation of the head office of the Corporation who is an ex-officio member of the Board.
- (ix) "Letters Patent" means the letters patent of the Corporation, as from time to time amended and supplemented by supplementary letters patent.
- (x) "Meeting of Members" means an annual or general or special general meeting of members.
- (xi) "Officer" means the President, Vice-Chair, Secretary and Treasurer of the Corporation. For the purposes of these by-laws, the President shall be referred to as the Chair of the Corporation.
- (xii) "Recorded Address" means, in the case of a member, the address as recorded in the register of members and, in the case of a Director, Officer or auditor of the Corporation, or any other person, the address as recorded in the records of the Corporation (and where no address is so recorded, then the last address of such Director, Officer or auditor known to the Secretary of the Corporation).
- (xiii) "Signing Officer" means, in relation to any instrument, any person authorized to sign it on behalf of the Corporation.
- (xiv) "Special Resolution" means, a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general or special meeting of the Members of the Corporation called for that purpose or at an annual meeting.

Except for these definitions, words and expressions defined in the Act have the same meanings when used in this by-law.

- 1.02 General. In this by-law and all other by-laws and resolutions of the Corporation, the word "person" shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies and other legal entities and words importing the singular number or shall, unless the context otherwise requires, include the plural, as the case may be, and vice versa.
- 1.03 Robert's Rules of Order. In the management of the affairs of the Corporation, in carrying out their duties as Officers and in the transaction of any business at the annual or any other general meeting of the members, the Directors, Officers and members of the Corporation, respectively, shall be guided by Robert's Rules of Order in the absence of any specific provisions in the letters patent, supplementary letters patent or by-laws of the Corporation.

SECTION TWO

OBJECTS OF THE CORPORATION

2.01 Objects. The objects and mission of the Corporation are as follows:

TESL Ontario provides support and direction to professionals, government bodies and learners involved in English as a Second Language in Ontario.

GOALS AND OBJECTIVES:

1. To ensure excellence in the field of Adult non-credit ESL through TESL Ontario Certification.
2. To provide opportunities for professional development for all involved in ESL through local and provincial conferences.
3. To provide opportunities for linking with other ESL professional bodies, nationally and internationally, through the TESL Ontario web site
4. To provide expertise to local, provincial and national government bodies through consultations, representation on committees, etc.
5. To promote the development of materials which are appropriate to the needs and the culture of our client groups.
6. To operate in a fiscally responsible manner within standard accounting practices.

SECTION THREE

BUSINESS OF THE CORPORATION

- 3.01 Head Office. Unless changed by special resolution, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at the address in Toronto that the Board shall from time to time by resolution determine. The Board may establish any additional offices the affairs of the Corporation may require.
- 3.02 Corporate Seal. The seal, an impression of which is imprinted in the margin of this page, shall be the corporate seal of the Corporation.
- 3.03 Financial Year. Unless otherwise ordered by the Board, the financial year of the Corporation shall terminate on the 31st day of March.
- 3.04 Banking Arrangements. The banking business of the Corporation, or any part thereof, shall be transacted with any bank or trust company as the Board may by resolution from time to time determine. All banking business, or any part thereof, shall be transacted on the Corporation's behalf by the Directors, Officers, or members that the Board may by resolution from time to time appoint.
- 3.05 Execution of Instruments. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any of the following: the Chair, the Executive Director and any of the Directors or other persons so authorized by the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board may direct the manner in which, and the person or persons by whom any specific, or general class of, contract, document or instrument in writing may or will be signed on behalf of the Corporation.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing.

- 3.06 Corporate Name. No member shall use the name "TESL Association of Ontario" for any purpose whatsoever unless such use has been approved in writing by the Board.
- 3.07 Books and Records. The Board shall ensure that all necessary books and records of the Corporation are regularly and properly kept.
- 3.08 Dissolution. Upon the dissolution of the Corporation, and after payment of all debts and liabilities, its remaining property shall be distributed in Ontario for the purpose of benefiting the teaching of English as a second language.

SECTION FOUR

MEMBERS

- 4.01 Members. The members shall consist of all persons now enrolled as members of the Corporation and of all other persons as are admitted as members by the Board.
- 4.02 Notification. The Membership Secretary shall promptly inform any person admitted of their acceptance as a member.
- 4.03 Honourary Members. The Board may from time to time confer Honourary Member status upon any person for such period of time as is appropriate. Any person so designated shall be a member of the Corporation.
- 4.04 Qualification for Membership. The Board may from time to time by resolution prescribe categories of membership, conditions for membership and forms of application for membership as may be appropriate in the circumstances. No person shall be admitted as a member of the Corporation unless their admission has the prior approval of Board.
- 4.05 Non-Transferability of Membership Membership in the Corporation is not transferable or assignable.
- 4.06 Resignation. Any member may resign membership in the Corporation at any time by giving notice to that effect to the Secretary of the Corporation, but the member shall remain liable for any amounts payable to the corporation prior to acceptance of the resignation.
- 4.07 Dues. The Board may by resolution:
- (i) prescribe the amount of annual membership dues;
 - (ii) assess amounts that shall be paid by all or any class of members in addition to the annual membership dues; and
 - (iii) exempt any member or class of members from payment of all or any specified part of the annual membership dues or any specific assessment.
- 4.08 Termination of Membership. Membership in the Corporation shall automatically terminate if the member dies or, if the membership is held by an entity other than individual, it shall terminate when the existence of the entity is terminated for any reason. Furthermore, if any dues as prescribed under Section 4.07 are not paid within three months of the due date, or such other time period as determined by the Board, the members in default shall thereupon automatically

cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated automatically as of the date of payment.

- 4.09 Certification. The Corporation shall not certify any person unless the person is a member of the Corporation.

SECTION FIVE

AUTHORIZED REPRESENTATIVES

- 5.01 Appointment of Authorized Representative. Each member of the Corporation that is not an individual shall notify the Chair in writing appointing an individual to act as its Authorized Representative.

The Authorized Representative shall be entitled to represent and, where applicable, vote on behalf of the member at all meetings of members and to sign waiver instruments and, where applicable, resolutions for and on behalf of such member.

- 5.02 Replacement of Authorized Representative. A member may at any time by notice in writing filed with the Chair of the Corporation remove and/or replace any Authorized Representative previously appointed by it.
- 5.03 Authorized Representative Entitled to Act as Director. An Authorized Representative shall be entitled to act as a Director of the Corporation.

SECTION SIX

MEETINGS OF MEMBERS

- 6.01 Place and Time of Meetings. Meetings of members shall be held at the head office of the Corporation or elsewhere in Ontario on such day and at such time in each year as the Board or the Chair may from time to time determine, such meeting to be held not more than fifteen months after the previous annual meeting of members.

- 6.02 Annual Meeting. At every annual meeting of members, in addition to any other business, the following business shall be transacted:

- (i) there shall be presented:
 - (a) the report of the Directors; and
 - (b) the financial statements and auditors report;
- (ii) election of Directors for the ensuing term;
- (iii) appointment of auditors for the ensuing year; and
- (iv) appointment of Officers for the ensuing term.

- 6.03 Notice of Meeting. No public notice or advertisement of meetings of members shall be required, but notice of the time and place of every such meeting and, in the case of a special general meeting, the general nature of business to be transacted at such meeting, shall be given to each member in the manner provided in Section Eleven of this by-law not less than ten (10) days before the time fixed for holding such meeting; provided that any meeting of members may be held at any time and place without notice if all members of the Corporation are present or

represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

The auditors of the Corporation are entitled to receive all communications relating to any meeting of members.

- 6.04 Error or Omission Notice. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members 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. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be the last address recorded on the books of the Corporation.
- 6.05 Chair. The Chair, if present, shall chair any meeting of members. If the Chair is not present within fifteen minutes from the time fixed for holding the meeting, the members present at any meeting of members shall choose one of their number to be Chair of the meeting.
- 6.06 Quorum. A quorum for the transaction of business at any meeting of members shall consist of not less than fifty (50) members present in person or by proxy.
- 6.07 Vote. Every member shall have one vote on all matters arising at any meeting members. Honorary members shall be entitled to vote at meetings of members.
- 6.08 Voting. Every question to be decided at a meeting of members shall be decided in the first instance by a show of hands and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. A member may demand a poll at any time and, unless such demand is withdrawn, such poll shall be taken in such manner as the Chair shall direct.
- 6.09 Majority of Votes. Subject to the provisions of the Act and the by-laws, at all meetings of members every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes, the Chair shall have a second or casting vote.
- 6.10 Adjournment. Any meeting of members may be adjourned. No notice of the continuation of such adjourned meeting need be given to members. Any business may be brought before or dealt with at the continuation of the meeting which might have been brought before or dealt with at the original meeting. A meeting may be adjourned notwithstanding that no quorum is present.

SECTION SEVEN

QUALIFICATION AND ELECTION OF DIRECTORS

- 7.01 Number and Term. Subject to increase or decrease in such number by Special Resolution, the Board shall consist of nine (9) Directors. The number of Directors shall be set from time to time by Special Resolution of the Directors. Each Director shall hold office for a term of three (3) years, commencing on the date of election, and each Director shall hold office until his or her successor is elected, or until his or her earlier death, resignation, or removal. At each subsequent annual meeting of members, the successor of those Directors whose term then expires shall be elected to serve a term of three (3) years and until their successors are elected and qualified or until their earlier death, resignation, or removal.

- 7.02 Successive Terms. Each Director is eligible to be elected as a Director of the Board for an additional three (3) year term after the initial three (3) year term expires. In no event shall a Director serve more than two (2) terms as a Director of the Corporation.
- 7.03 Qualification. Every Director shall be eighteen or more years of age and no Director shall be a salaried employee of the Corporation, an undischarged bankrupt or a mentally incompetent person. Every Director shall, at the time of their election, or within ten days thereafter, and throughout their term of office be a member of the Corporation.
- 7.04 Election of Directors. The election shall be by mail-in ballots or by electronic means to be completed not later than eight (8) days prior to the annual general meeting of members. The Board shall establish such procedures as may be required to conduct the election and for any challenges which may arise.
- 7.05 Transition Board. Notwithstanding Sections 7.01 to 7.03, the nine (9) Directors of the Board immediately subsequent to the confirmation of these by-laws shall be elected/appointed as follows:
- (i) The incumbent Chair shall continue to be a Director of the Board until the next annual general meeting of the members.
 - (ii) The remaining eight (8) Directors shall be elected by the Members and shall serve for a term of three (3) years. Five (5) of the remaining eight (8) Directors shall have been Directors of the Board immediately before the confirmation of these by-laws.
- 7.06 Vacancy. Any vacancy in the Board, howsoever caused, so long as a quorum of Directors remains in office, may be filled by the Directors if they shall see fit to do so from among the qualified members of the Corporation.

If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a meeting of members to fill any vacancies. If the number of Directors is increased between terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, and such vacancy or vacancies shall be filled in the manner hereinbefore provided.

Where there is a vacancy or vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

- 7.07 Vacation of Office of Director. A Director shall cease to be a Director:
- (i) if they resign the office by delivering a written resignation to the Secretary of the Corporation;
 - (ii) if they are found to be mentally incompetent;
 - (iii) if the member of which they are the Authorized Representative, surrenders its charter or is wound up and dissolved either voluntarily or by order of the Court or otherwise, or the existence of such member is terminated for any reason whatsoever;
 - (iv) if the members of the Corporation, by resolution passed by a majority of the votes cast at a meeting of members duly called for that purpose, remove them from office;
 - (v) if they cease to be an Authorized Representative of a member or such member ceases to be a member of the Corporation; or

(vi) on the death of the Director.

- 7.08 Remuneration of Directors. The Directors of the Corporation shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such.
- 7.09 Exceptions. A Director may be paid or reimbursed for reasonable expenses incurred by them in the performance of their duties at such rates as are determined from time to time by the Board. The Board may grant payment of honoraria to Directors in such circumstances and on such terms as it may establish. Such payments are not valid until confirmed by Special Resolution at the next general meeting of members.

SECTION EIGHT

MEETINGS OF DIRECTORS

- 8.01 Place of Meeting. Meetings of the Board may be held at any place within or outside Ontario.
- 8.02 Convening of Meeting. A meeting of the Board may be formally convened by the Chair or Vice-Chair, or by the Secretary when directed or authorized by the Chair or Vice-Chair.
- 8.03 Notice of Meeting. Notice of any meeting of the Board shall be given to each Director in the manner provided by Section Fourteen of this by-law, not less than one day before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.
- 8.04 No Notice of Meeting Required. For the first meeting of the Board held immediately following the election of Directors at an annual or general meeting of the members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed Director or Directors in order legally to constitute the meeting provided that a quorum of the Directors is present.
- 8.05 Chair. The Chair shall chair any meeting of the Board, if the Chair is absent, the Directors present shall choose one of their number as Chair.
- 8.06 Quorum. A majority of the Directors shall be a quorum for the transaction of business.
- 8.07 Majority of Votes. Every question arising at any meeting of Directors shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 8.08 Voting. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 8.09 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings at any hour and place to be named and for such regular meetings no notice need be sent.
- 8.10 Meetings by E-mail or Telephone. If all the Directors of the Corporation present at or participating in the meeting consent, a meeting of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

- 8.11 Powers. The Board shall have full power to administer the affairs of the Corporation in all things and to enter into any contract which the Corporation may legally enter, and except as provided in the by-laws of the Corporation. May exercise all powers and do all acts and things as the Corporation is authorized to do.
- 8.12 Committees. The Corporation shall establish by Special Resolution such committees as may be required and shall prescribe such duties and procedures as may be appropriate.
- 8.13 Duties of Directors. The Board may establish a comprehensive description of the duties, responsibilities, accountability and qualifications for all Directors. The Corporation shall maintain a written record of all such descriptions which shall be available to all members and will be revised when necessary at the direction of the Board.

SECTION NINE

OFFICERS & EMPLOYEES

- 9.01 Number and Qualifications. The Officers of the Corporation shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer. No person may simultaneously hold more than one office at a time. All of the Officers of the Corporation shall be a member of the Board of Directors.
- 9.02 Election and Term of Office. The Officers of the Corporation shall be elected, for a term commencing on election, by the Corporation's Directors at the annual meeting of the Board of Directors held after the annual meeting of members. Each Officer shall hold office for term of one (1) year or until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal.
- 9.03 Remuneration. The Officers shall receive no remuneration for acting as such except that an Officer may be reimbursed for reasonable out of pocket expenses incurred in the performance of their duties.
- 9.04 Removal of Officers. All Officers shall be subject to removal by resolution of the Board at any time with cause.
- 9.05 Duties of Officers. The Board may establish a comprehensive description of the duties, responsibilities, accountability and qualifications for all Officer positions. The Corporation shall maintain a written record of all such descriptions which shall be available to all members and will be revised when necessary at the direction of the Board.
- 9.06 Employees. The Board shall establish such policies as may be required for the hiring, employment and termination of employees.
- 9.07 Executive Director. The Board shall recruit an Executive Director who, as Chief Executive Officer under its supervision and direction, shall carry on the general affairs of the Corporation. The Executive Director shall be a member of the Corporation. The Board may settle the terms of employment of the Executive Director, including without limitation the remuneration and perquisites. The Executive Director shall make an annual report and periodic reports to the Board of Directors concerning the programs of the Corporation. He or she shall comply with all orders from the Board of Directors. All employees (excluding Officers) and contractors of the Corporation shall report and be responsible to the Executive Director. He or she shall perform such other duties as may be determined from time to time by the Board of Directors.

SECTION TEN**PROTECTION OF DIRECTOR, OFFICERS AND OTHERS**

- 10.01 Indemnity. Every Director, Officer, Affiliate Representative and committee member of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, executors, administrators, estate and effects, respectively, shall from time to time and at all times, be indemnified out of the funds of the Corporation from and against:
- (i) all costs, charges and expenses whatsoever which the person incurs in any legal action, which is brought in respect of any act, deed, matter or thing done or permitted by them in the execution of the duties of their office; and
 - (ii) all other costs, charges and expenses which they incur in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- 10.02 Limitation of Liability. No Director, Officer, Affiliate Representative or committee member shall be liable for:
- (i) the acts, receipts, neglects or defaults of any other Director, Officer, Affiliate Representative, committee member or employee;
 - (ii) joining in any receipt or act for conformity;
 - (iii) any loss, damage or expense happening to the Corporation through the insufficiency of title to any property acquired by the Corporation;
 - (iv) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be invested;
 - (v) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited;
 - (vi) any other loss, damage or misfortune which may happen in the execution of the duties of their office unless through their own wilful act or through their own wilful neglect or default.
- 10.03 Director Remunerated for Services. Subject to Section 10.04 herein any Director or Officer of the Corporation or any entity with which they are associated may perform and be paid for services to the Corporation.
- 10.04 Contracts. In supplement of and not by way of limitation upon any rights or obligations conferred upon Directors by the Act, it is declared that no Director shall be disqualified by their office in the Corporation, or by reason of being otherwise in any way directly or indirectly interested, from contracting with the Corporation either as a vendor, purchaser or otherwise. Any contract or arrangement entered into by the Corporation in which any Director is in any way directly or indirectly interested will not be avoided or voidable, nor shall any Director be liable to account to the Corporation or any of its members or creditors for any profit realized by reason of the fiduciary relationship existing or established thereby, provided that such Director shall be obligated to declare any interest and refrain from voting in respect of a contract or proposed contract with the Corporation in which they are in any way directly or indirectly interested.

SECTION ELEVEN

AUDITORS

- 11.01 Appointment of Auditor. The members of the Corporation shall at each annual meeting appoint one or more auditors to hold office until the close of the next annual meeting and, if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of auditor.
- 11.02 Removal. The members of the Corporation may, by resolution passed by a majority of the votes cast at a general meeting duly called for the purpose, remove any auditor of the Corporation before the expiration of their term of office and shall, by a majority of the votes cast at that meeting, appoint another auditor in his or her stead for the remainder of their term.
- 11.03 Remuneration. The remuneration of an auditor appointed by the members shall be fixed by the Board.
- 11.04 General. Notice of the appointment of an auditor shall be given in writing to them forthwith after the appointment.

No person shall be appointed as auditor who is a Director, Officer or employee of the Corporation or an affiliated corporation or who is a partner, employer or employee of any such Director, Officer or employee

The auditor shall make such examination as will enable them to report to the members as hereinafter required.

The auditor shall make a report to the members on the financial statement, to be made available to the general membership at any annual meeting during their term of office and shall state in their report whether in their opinion the financial statement referred to therein presents fairly the financial position of the Corporation and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

The auditor of the Corporation has a right of access at all times to all records, documents, books, accounts and vouchers of the Corporation and is entitled to require from the Directors and Officers of the Corporation such information and explanation as in their opinion are necessary to enable them to report as required above.

The auditor of the Corporation is entitled to attend any meeting of members of the Corporation and to receive all notices and other communications relating to any such meeting that any member is entitled to receive and to be heard at any such meeting that concerns them as auditor.

SECTION TWELVE

REPRESENTING THE CORPORATION

- 12.01 Corporation's Representative. When any member is appointed to any other organization as a representative of the Corporation, such member is an official representative of the Corporation (a "TESL Ontario Representative") only following receipt by the other organization of a letter from the Chair of the Corporation confirming the member as a authorized TESL Ontario Representative to that organization. All members acting in such a capacity on the date of this by-law shall be deemed to be confirmed TESL Ontario Representatives.

- 12.02 Revocation. The Board may at any time direct the Secretary to notify any outside organization of the revocation of the confirmation or deemed confirmation given under Section 12.01.

SECTION THIRTEEN

AFFILIATE GROUPS

- 13.01 Recognition. In addition to those Affiliate Groups in existence at the date hereof, which are listed in Section 1.01(i) of this by-law the Board may pass a by-law recognizing any group of twenty (20) or more members in good standing residing or working in the same geographical area of Ontario as an Affiliate Group. At the discretion of the Board, smaller groups may be recognized.
- 13.02 Affiliate Representatives. The Board shall pass a by-law granting an Affiliate Group recognized under Section 13.01 status as a class for the election of an Affiliate Representative prior to the next annual meeting of members and shall cause the number of Affiliate Representatives of the Corporation to be increased accordingly. The Affiliate Group shall establish such voting procedures as it deems appropriate for the election or replacement of its Affiliate Representative. The term of the Affiliate Representative shall commence at the annual meeting of members immediately following their election and shall end at the next annual meeting of members.
- 13.03 Annual Meeting with the Board. The Affiliate Representatives shall meet at their discretion but shall formally meet with the Board of Directors once a year.
- 13.04 Affiliate Representatives Not Directors of Board. The Affiliate Representatives are not Directors of the Board and have no equivalent rights and powers granted to the Directors.
- 13.05 Confirmation. A by-law passed pursuant to Sections 13.01 and 13.02 is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of the Corporation.
- 13.06 Removal. The members of an Affiliate Group may remove an Affiliate Representative by a resolution passed by at least two-thirds of the votes cast at a general meeting of the Affiliate Group called for that purpose where notice of the intention to pass such a resolution has been given.

A replacement Affiliate Representative may be elected to complete the terms of the removed Affiliate Representative by a majority of votes cast at the meeting.

- 13.07 Review and Reports. Each Affiliate Group's operations shall be reviewed annually on such terms as may be established by the Board.

The Board may establish such rules as it sees fit for control of the financial operations of Affiliate groups, and may establish requirements for financial and other reporting by Affiliate Groups to the Board and may make provision for such audits as it deems necessary.

- 13.08 Affiliate Rebate. Each Affiliate Group shall receive annually a rebate of member dues at such time and in such amount as may be determined from time to time by the Board.

Funds constituting the Affiliate Rebate are to be segregated by the Affiliate Groups and used solely for professional development or related activities in Canada.

- 13.09 Grant. The Corporation shall assist newly formed Affiliate Groups with such funding as the Board may deem necessary.

- 13.10 Dissolution. An Affiliate Group may dissolve at any time by a special resolution passed at a meeting of its members called for that purpose. The Corporation may from time to time dissolve

any affiliate by Special Resolution. On dissolution of an Affiliate Group, all its assets, liabilities and property of any kind shall revert to the Corporation.

SECTION FOURTEEN

NOTICES

- 14.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to their recorded address, or if mailed to them at their recorded address by prepaid air or ordinary mail, or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency, or its representative, for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer or auditor in accordance with any information believed by them to be reliable.
- 14.02 Signature to Notices. The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 14.03 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 14.04 Proof of Service. A written statement by the Chair, the Vice-Chair, the Secretary, the Treasurer or any other Officer of the Corporation in relation to the mailing or delivery of any notice to or demand upon any member, Director, Officer or auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, Director, Officer or auditor of the Corporation as the case may be.
- 14.05 Omissions and Errors. The accidental omission to give any notice to any member, Director, Officer or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

PASSED by the Directors and sealed with the Corporation's seal this ____ day of _____, 2008.

Chair

Secretary