



TESL ONTARIO BY-LAWS 2023

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

SECTION ONE - GENERAL

1.01 Definitions

- i. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- ii. "Affiliate Chapters" means Chapters that have been approved by the TESL Board.
- iii. "Affiliate Representative" means a person elected by an Affiliate Chapter in accordance with policies and procedures as approved by the Board;
- iv. "Board" means the board of directors of the Corporation;
- v. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- vi. "Chair" means the chair of the Board;
- vii. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- viii. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- ix. "Executive Director" means the person responsible for the day to day operations of the Corporation;
- x. "Meeting of Members" means an annual or general or special general meeting of members.
- xi. "Member" means a member of the Corporation;
- xii. "Members" means the collective membership of the Corporation;
- xiii. "Officer" means an Officer of the Corporation;

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability & Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 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.

1.06 Execution of Contracts

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.

SECTION TWO - DIRECTORS

2.01 Election & Terms

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.

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.

The election of Directors 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.

2.02 Qualification of Directors

Every Director shall be eighteen or more years of age and no Director shall be a salaried employee of the Corporation. Every Director shall, at the time of their election and throughout their term of office be a member of the Corporation.

2.03 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

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 and abide by applicable policies established by the board.

2.04 Vacancies

A Director shall cease to be a Director:

- i. if they resign the office by delivering a written notice to the Corporation;
- ii. if they are found to be incapable by a court or incapable of managing property under Ontario Law;
- iii. 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; or
- iv. on the death or bankruptcy of the Director.

2.05 Filling Vacancies

Any vacancy on the Board may be filled by the Directors if they shall see fit to do so from among the qualified members of the Corporation provided there is a quorum of Directors present.

If there is not a quorum of Directors present, the remaining Directors shall call a meeting of members to fill any vacancies.

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 is achieved.

2.06 Committees

The Board shall establish such committees as may be required and shall prescribe such duties and procedures as may be appropriate.

2.07 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

SECTION THREE – BOARD MEETINGS

3.01 Calling of Meetings

Meetings of the Board may be held at any place within or outside Ontario or by electronic means as approved by the Board. 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. The Executive Director shall attend all board meetings.

3.02 Notice

Notice of any meeting of the Board shall be given to each Director in the manner provided by this by-law, not less than seven days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the Directors are present and agree to waiving notice, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

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.

3.03 Chair

The Chair shall chair any meeting of the Board. If the Chair is absent, the Vice Chair shall chair the meeting, and if the Vice Chair is absent, then the Directors present shall choose one of their number as Chair.

3.04 Voting & Quorum

Each Director has one vote. 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.

A majority of the Directors present shall be a quorum for the transaction of business.

3.05 Participation by Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic, virtual or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION FOUR – FINANCIAL

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

Unless otherwise ordered by the Board, the financial year of the Corporation shall terminate on the 31st day of March.

SECTION FIVE – OFFICERS

5.01 Officers

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.

5.02 Election & Terms

The Board shall appoint its Officers from among its directors at the first board meeting held after the annual meeting of members. Each Officer shall hold office for term of one (1) year or until their successor has been duly appointed. Officers can be re-appointed for additional terms as determined and approved by the board.

5.03 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- i. the Officer's successor being appointed,
- ii. the Officer's resignation, or

- iii. such Officer's death.

5.04 Duties

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.

SECTION SIX – PROTECTION OF DIRECTORS AND OTHERS

6.01 Protection of Directors & Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for 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 or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- i. complied with the Act and the Corporation's articles and By-laws; and
- ii. exercised their powers and discharged their duties in accordance with the Act.

SECTION SEVEN – CONFLICT OF INTEREST

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION EIGHT – MEMBERS

8.01 Members

There shall be two classes of members: Certified Members and Standard Members. Both classes shall be entitled to vote at Member meetings.

The Members shall consist of all persons enrolled as members of the Corporation and of all other persons as are admitted as members by the Corporation.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

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.

The Board will set the annual membership dues or exempt any member of class of members from payment of all or any specified part of annual membership dues.

8.03 Resignation, Disciplinary Act or Termination of Membership for Cause

Any member may resign membership in the Corporation at any time by giving notice to the Corporation, but the member shall remain liable for any amounts payable to the Corporation prior to acceptance of the resignation.

Membership in the Corporation shall automatically terminate if the member dies.

A member may be disciplined or their membership may be terminated as follows:

- i. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- ii. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

SECTION NINE – MEMBERS’ MEETINGS

9.01 Annual Meeting

The annual meeting of members shall be held at the head office of the Corporation or elsewhere in Ontario or by electronic means on such day and at such time in each year as the Board may from time to time determine, such meeting to be held not more than fifteen months after the previous annual meeting of members.

Members shall be provided not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report and other financial information required by the by-laws or articles.

The business transacted at the annual meeting shall include:

- i. receipt of the agenda;
- ii. receipt of the minutes of the previous annual and subsequent special meetings;
- iii. consideration of the financial statements;
- iv. report of the auditor or person who has been appointed to conduct a review engagement;
- v. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- vi. election of Directors; and
- vii. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member’s proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than fifty (50) members entitled to vote that are present in person or by proxy . A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05 Chair of the Meeting

The Chair of the board shall chair any meeting of members. If the Chair is not present, the Vice Chair will chair the meeting. If the Vice Chair is absent, then the members present at any meeting of members shall choose another director as chair and if no Director is present or if all of the directors present decline to act as chair, the members present shall choose one of their number to be Chair of the meeting.

9.06 Voting of Members

Every member, including Directors, shall have one vote on all matters arising at any meeting members. Honorary members shall be entitled to vote at meetings of members.

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 vote has been passed or not passed A member may demand a written or electronic ballot at any time.

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.

Special resolutions 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.

9.07 Adjournments

Any meeting of members may be adjourned. If the meeting is adjourned by one or more adjournments for an aggregate of less than 30 days, the following shall be announced at the time of adjournment:

- I. The time and place of the continued meeting.
- II. If applicable, the place of the continued meeting.
- III. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

If a meeting is adjourned by one or more adjournments for an aggregate of 30 days or more, notice shall be given of the continued meeting in accordance with the notice provisions of section 9.03.

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.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation, staff and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION TEN – NOTICES

10.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not

invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION ELEVEN – ADOPTION AND AMENDMENT OF BY-LAWS

11.01 Amendments to By-Laws

This By-law may be amended by a majority vote of the Board and the Members.