



General Operating ByLaw No. 1  
**Teaching and Learning Canada / Apprentissage Médiation Enseignement**  
(The “Corporation”)

*Revised November 2017*

## **SECTION 1—GENERAL**

### **Article 1—Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- **"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- **"Board"** means the board of directors of the Corporation and "director" means a member of the board;
- **"By-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- **"Meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- **"Ordinary resolution"** means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- **"Proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- **"Special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **Article 2—Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **Article 3—Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its directors. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

#### **Article 4—Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **Article 5—Financial Year End**

The financial year-end of the Corporation shall be December 31 in each year.

#### **Article 6—Annual Report and Financial Statements**

The Corporation shall send to the members an annual report along with the financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

The Board of Directors will determine whether or not the financial statements prepared by the Treasurer should be audited.

### **SECTION 2—MEMBERSHIP**

#### **Article 7—Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members (Directors) and Class B members (Advisors). The board of directors of the Corporation may, by resolution, approve admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

- a) Class A Members shall be entitled to receive notice of, and to attend all meetings of the members of the Corporation. Each Class A member shall have one (1) vote at each such meeting.
- b) Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C. 2009, C23, Class B members shall not be entitled to receive notice of, attend or vote at meetings of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

#### **Article 8—Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be sent by email to each member entitled to vote at the meeting 14 days before the day on which the meeting is to be held. If a member requests the notice be given by non-electronic means, the notice will be sent via Canada Post.

#### **Article 9—Absentee Voting at Members Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by email ballot if the Corporation has a system that:

- a) Enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

#### **Article 11—Quorum at Members Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **Article 12—Termination of Membership**

A membership in the Corporation is terminated when:

- a) The member dies or resigns;
- b) The member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) The member's term of membership expires; or
- d) The Corporation is liquidated and dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

#### **Article 13—Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) Violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) For any other reason that the board in its sole and absolute discretion considers being reasonable, having regard to the purpose of the Corporation.

In the event the board determines a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event no written submissions are received, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

### **SECTION 3—DIRECTORS**

#### **Article 14—Number of Directors**

The board shall consist of a minimum of three (3) and a maximum of six (6) directors, as determined from time to time by the members by ordinary resolution.

### **Article 15—Term of Office of Directors**

Each director shall be appointed to a four-year term on the board. The term is renewable.

### **Article 16—Calling of Meetings of Board of Directors**

The president or chair of the board may call meetings of the board.

### **Article 17—Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **Article 18—Committees of the Board of Directors**

The board may from time to time appoint a committee or advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. A committee will provide a summary of its activities to the Chair for inclusion in the annual report.

### **Article 19—Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. One person may hold two or more offices.

### **Article 20—Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify. The chair will be responsible for preparation of an Annual Report on the activities of the Corporation for submission to Board of Directors.
- b) President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. If the chair of the board is absent or is unable or refuses to act, the President shall, when present, preside at all meetings of the board of directors and of the members. The president shall, subject to the authority of the board, also have general supervision of the affairs of the Corporation.

- c) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The secretary will assist the chair in the preparation of the annual report.
- d) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify. The treasurer will assist the chair in the preparation of the annual report.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

#### **Article 21—Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) The officer's successor being appointed,
- b) The officer's resignation,
- c) Such officer ceasing to be a director (if a necessary qualification of appointment) or
- d) Such officer's death.
- e) If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

#### **Article 22—Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, 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.

#### **Article 23—Effective Date**

These bylaws were amended and approved by the TLC Board of Directors on November 29, 2017.