

TESL CANADA FEDERATION

I. Current name of the corporation

TESL Canada Federation

II. Corporation number

162978-6

III. Province or Territory where the registered office is situated

Alberta

IV. Minimum and maximum number of directors

Minimum number: 11

Maximum number: 23

V. Statement of the purpose of the corporation

The purposes of the Federation are to serve members, teachers of English as a second language, and Provincial/Territorial Associations, by:

- a) promoting excellence in the teaching of English as a second language,
- b) setting and maintaining standards for professional certification and for teacher training program recognition, and promoting those standards to others,
- c) providing a forum within which Provincial/Territorial Associations may work together, and determine and promote their common goals,
- d) representing members to governments, the public, news media, international organizations with like goals, and others,
- e) advocating with regard to language and settlement issues, and
- f) supporting research and scholarship in the field of teaching English as a second or additional language.

VI. Restrictions on the activities that the corporation may carry on, if any

The Federation must carry on its operations without pecuniary gain to its members and any profits or other accretions to the Federation must be used in promoting its objects.

VII. The classes, or regional or other groups, of members that the corporation is authorized to establish

The Federation shall have one class of member, Voting Members. A Voting Member is a person who is interested in furthering the objects of the Federation and who is:

- a) ordinarily resident in Canada and a member of a Provincial/Territorial Association, or
- b) a direct member of the Federation where no Provincial/Territorial Association exists or where direct membership is permitted by the Board, or
- c) not ordinarily resident in Canada, in which case the member need not be a member of a Provincial/Territorial Association.

VIII. Statement regarding the distribution of property remaining on liquidation

In the event of liquidation, dissolution or winding-up of the Federation, all its remaining assets after payment of its liabilities must be distributed to one or more organizations in Canada carrying on similar activities.

General Operating By-Law No. 1

A by-law relating generally to the conduct of the affairs of TESL Canada Federation (the "Federation ")

BE IT ENACTED as a by-law of the Federation as follows:

1. DEFINITIONS

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

- a) "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,
- b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Federation,
- c) "Board" or "Board of Directors" means the directors of the Federation, acting as a body, and "director" means a member of the Board,
- d) "by-law" means this by-law and any other by-law of the Federation as amended and which is, from time to time, in force and effect,
- e) "ESL" means English as a second language,
- f) "Federation" means TESL Canada Federation,
- g) "meeting of members" includes an annual meeting of members and a special meeting of members,
- h) "member" means a member in good standing of the Federation,
- i) "ordinary resolution" means a resolution passed by a simple majority of the votes cast on that resolution,
- j) "proposal" means a proposal submitted by a member of the Federation that meets the requirements of section 163 of the Act,
- k) "Provincial/Territorial Association" means an association in a Canadian province or territory that is recognized by the Board and:
 - i. that has objects similar to those of the Federation,

- ii. that is affiliated in writing with the Federation, and
 - iii. the members of which are teachers of English as a second language or have an interest in the teaching of English as a second language, and whom are also required to be members of the Federation,
- l) "Regulations" means the regulations made pursuant to the Act, as amended, restated or in effect from time to time, and
 - m) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution, and
 - n) "TESL" means teachers of English as a second language.
- 1.2** 1) In the interpretation of this by-law, unless the context requires otherwise, 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.
- 2) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

2. FINANCE AND SEAL

- 2.1** The Federation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the TESL Canada Administrator must be the custodian of the corporate seal.
- 2.2** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Federation may be signed by any two of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document must be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Federation to be a true copy thereof.
- 2.3** The financial year end of the Federation must be determined by the Board.
- 2.4** The banking business of the Federation must be transacted at such credit union, bank, trust company or other firm or Federation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it must be transacted by an officer or officers of the Federation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

- 2.5** The directors of the Federation may, without authorization of the members,
- a) borrow money on the credit of the Federation,
 - b) issue, reissue, sell, pledge or hypothecate debt obligations of the Federation,
 - c) give a guarantee on behalf and
 - d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Federation, owned or subsequently acquired, to secure any debt obligation of the Federation.
- 2.6** The Federation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172 (1) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172 (1) are available in digital format on a password protected cloud storage and any member may, on request, obtain access free of charge.

3. MEMBERSHIP

- 3.1** 1) There is one class of member, Voting Members.
- 2) A Voting Member is a person who is interested in furthering the objects of the Federation, who applies and is accepted for Voting Membership, and who is:
- a) ordinarily resident in a province/territory of Canada that has a Provincial/Territorial Association and is a member in good standing of that Provincial/Territorial Association, or
 - b) ordinarily resident in a province/territory of Canada that does not have a Provincial/Territorial Association, in which case the member need not be a member of a Provincial/Territorial Association, or
 - c) not ordinarily resident in Canada, in which case the member need not be a member of a Provincial/Territorial Association.
- 3) The Federation may agree with a Provincial/Territorial Association to provide joint memberships, including provisions whereby:
- a) a person applying to become a member of a Provincial/Territorial Association also applies to become a member of the Federation,

- b) there is a joint membership application process, administered by a Provincial/Territorial Association,
 - c) a Provincial/Territorial Association periodically reports the particulars of new, current, and former members to the Federation, including their names, addresses, and other required information, and
 - d) a Provincial/Territorial Association collects annual membership dues on behalf of and remits them to the Federation.
- 4) A person who resides outside Canada or in a province/territory that does not have a Provincial/Territorial Association may become a Voting Member by applying to the Board.
- 5) An employee of the Federation must not be a member of the Federation, or of a Provincial/Territorial Association.

3.2 1) An application for membership must:

- a) where applicable, be made jointly to a Provincial/Territorial Association,
 - b) be in writing and in a form approved by the Board,
 - c) include the name, address, and e-mail address of the applicant, and
 - d) be accompanied by the applicable annual membership dues.
- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and may delegate the authority to do so to a Provincial/Territorial Association where the membership request is being made through that Association.

3.3 Membership is not transferable.

3.4 Every member must uphold:

- a) the Articles and By-Laws,
- b) any rules and policies made by the Federation, including procedures for its governance, and
- c) any rules of order governing the conduct of meetings of members and of meetings of the Board.

- 3.5** A member must promptly notify the Federation of any change in the member's name, address, or e-mail address. A notification pursuant to this by-law may be provided to a Provincial/Territorial Association, which must notify the Federation of the change as soon thereafter as is reasonably practicable.
- 3.6** 1) Membership must be renewed annually.
- 2) The amount of membership dues, and the date for their payment, must be set by the Board.
- 3.7** 1) A member ceases to be a member on:
- a) delivering a written resignation to the Federation,
 - b) death,
 - c) having been a member not in good standing for 30 days,
 - d) ceasing to meet any other qualification for membership described in the Articles and/or Bylaws of the Federation, or
 - e) being expelled.
- 2) A member becomes a member not in good standing on failure to pay:
- a) annual membership dues by or before the time set for their payment, or
 - b) a debt due and owing to the Federation.
- 3.8** Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Federation, automatically cease to exist.

4. MEMBERS - DISCIPLINE

- 4.1** The Board has the authority to suspend or expel any member from the Federation for any one or more of the following grounds:
- a) violating any provision of the articles, by-laws, or written policies of the Federation,
 - b) carrying out any conduct which may be detrimental to the Federation as determined by the Board in its sole discretion,
 - c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Federation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Federation, the president, or such other officer as may be designated by the Board, must provide twenty (20) days' notice of suspension or expulsion to the member and must 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 that no written submissions are received by the president, 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 Federation. If written submissions are received in accordance with this section, the Board must consider such submissions in arriving at a final decision and must 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 is final and binding on the member, without any further right of appeal.

- 4.2**
- 1) A member may be expelled by special resolution at a meeting of members.
 - 2) The notice of a resolution to expel a member must be accompanied by a brief statement of the reason or reasons for the proposed action, and must be sent in writing to every member at least 30 days before the meeting of members at which it will be considered.
 - 3) The member who is the subject of the proposed resolution must be given an opportunity to be heard at the meeting of members before the resolution is put to a vote.

5. NOTICES TO MEMBERS

- 5.1** Notice of the time and place of a meeting of members must be given to each member by the following means:
- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, not less than 30 days before the day on which the meeting is to be held, or
 - b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, not less than 30 days before the day on which the meeting is to be held.
- 5.2**
- 1) 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 Federation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

2) A member may at any time waive notice of a meeting of members and may ratify, approve and confirm any or all proceedings taken or had thereat.

3) For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the member's last address recorded on the books of the Federation.

4) Notice of a meeting of members must, when a special resolution will be proposed, contain sufficient information to permit members to form a reasoned judgment on the decision to be taken.

5.3 Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant must be sufficiently given, if:

- a) delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Federation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Federation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors),
- b) mailed to such person at such person's recorded address by prepaid ordinary or air mail,
- c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose, or
- d) provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered is deemed to have been given when it is delivered personally or to the recorded address as aforesaid, a notice so mailed is deemed to have been given when deposited in a post office or public letter box, and a notice so sent by any means of transmitted or recorded communication is 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 registered address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law is sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Federation to any notice or other document to be given by the Federation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

6. MEETINGS OF MEMBERS

- 6.1**
- 1) Meetings of members must be held at the date, time and place, in accordance with the Act and these by-laws, that the Board decides.
 - 2) An annual general meeting must be held at least once in every calendar year, and not more than 15 months after the last preceding annual general meeting.
 - 3) The Board may at any time call a special general meeting.
 - 4) The Board must call a special general meeting in accordance with Section 167 of the Act on a written requisition of 5% of the members. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
- 6.2**
- 1) The business of an annual general meeting is:
 - a) the adoption of rules of order, if required,
 - b) the report of the Board,
 - c) consideration of the financial statements,
 - d) the report of the auditor, if required,
 - e) appointment of the auditor, if required,
 - f) election of directors,
 - g) resolutions, and
 - h) the other business that, pursuant to these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
 - 2) The business at a special general meeting is limited to:
 - a) adoption of rules of order, if required, and
 - b) that set out in a requisition of the members, if applicable, and
 - c) that determined by the Board.

- 6.3** Subject to the Regulations, a proposal pursuant to the Act may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- 6.4** A member who submits a proposal pursuant to the Act must pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise determined by ordinary resolution at the meeting.
- 6.5** Subject to the Act and the By-Laws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

7. PROCEEDINGS AT MEETINGS OF MEMBERS

- 7.1** 1) Ten Voting Members present in person at a meeting of members constitute a quorum.
- 2) No business, other than the election of a chair for the meeting, if required, and the adjournment or termination of the meeting, can be conducted at a meeting of members at a time when a quorum is not present.
- 3) If at any time during a meeting of members there ceases to be quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 7.2** 1) The President, the Vice-President, or in the absence of both, one of the other directors present, must preside as chair of a meeting of members.
- 2) If at a meeting of members:
- a) there is no President, Vice-President, or other director present within 15 minutes after the time set for the meeting, or
 - b) the President and all other directors present are unwilling or unable to act as chair, the members present must choose one of their number to be chair.
- 7.3** Subject to section 159 of the Act, a meeting of members may be held virtually or in person at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.
- 7.4** The only persons entitled to be present at a meeting of members are those entitled to vote at the meeting, the directors and the public accountant of the Federation and such other persons who are entitled or required pursuant to any provision of the Act, articles or by-laws of the Federation to be present at the meeting. Any other

person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution.

- 7.5**
- 1) A meeting of members may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 2) When a meeting of members is adjourned for more than 30 days, notice of the adjourned meeting must be given as in the case of the original meeting.
 - 3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting of members.
- 7.6**
- 1) If the Federation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Federation has made available for that purpose.

8. VOTING AT MEETINGS OF MEMBERS

- 8.1**
- 1) Each Voting Member in good standing has the right to one vote.
 - 2) At a meeting of members every question, resolution or motion must, unless otherwise provided by the articles, by-laws or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting does not have the right to a second or casting vote.
 - 3) Voting must be by show of hands, except:
 - a) where otherwise required,
 - b) in an election of directors, or

- c) when a secret ballot is requested before a vote is taken, by a majority of Voting Members, on a show of hands.

4) A resolution proposed at a meeting of members must be seconded, and the chair must not move or propose a resolution.

8.2 Pursuant to section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Federation 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 Federation without it being possible for the Federation to identify how each member voted.

8.3 Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment,
- b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary:
 - i) at the registered office of the Federation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting,
- c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands,
- d) if a form of proxy is created by a person other than the member, the form of proxy must:

- i) indicate, in bold-face type:
 - A) the meeting at which it is to be used,
 - B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and instructions on the manner in which the member may appoint the proxyholder,
- ii) contain a designated blank space for the date of the signature,
- iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
- iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
- v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice pursuant to subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly,
- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters,
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information, and
- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

9. DIRECTORS

9.1 1) The Board must be made up of:

a) the President, Vice-President, Treasurer, and Secretary, who are the elected officers,

b) one Regional Director representing each province/territory of Canada that has a Provincial/Territorial Association, and

c) no fewer than five and no more than eight directors at large, who may be given such titles as the Board deems fit.

2) A candidate for election as a director pursuant to paragraph 1 (a) or (c) above must be nominated by a Provincial/Territorial Association, two Voting Members, or the Board, and must consent to the nomination.

3) A candidate for election for a member-at-Large on the National Board to address sector and geographical gaps.

4) A candidate for election as a director pursuant to paragraph (b) above must be nominated by the Provincial/Territorial Association in the province/territory they represent. Each Provincial/Territorial Association may nominate one individual, and all such nominations must be decided by a majority vote of the members of the Provincial Territorial Association who are also members of the Federation.

5) A separate election must be held for each elected officer, but the election of directors at large may be combined.

6) In an election, each member has as many votes as there are positions to be filled. A voter must not cast more than one vote for a candidate.

7) Nominations from the floor of any members' meeting are prohibited.

8) A person must not be President, Vice-President, Secretary or Treasurer for more than three consecutive years, but during or at the end of those three years may be elected to another of those offices, or as a director at large.

9) The President must, on the date of first being elected:

a) have been a director for not less than two years immediately preceding that date, and

b) so far as is reasonably practicable, have been Vice-President in the year immediately preceding that date.

- 9.2** Directors must be elected at the annual general meeting, and have a normal term of office of one year, ending at the adjournment or close of the next annual meeting of members.
- 9.3** 1) A quorum of the Board may fill a vacancy in the Board, provided that:
- a) the vacancy is not the result of an increase in the number or the minimum or maximum number of directors provided for in the Articles or a failure to elect the number or minimum number of directors provided for in the Articles;
 - b) the vacancy is filled by a Voting Member; and
 - c) if the vacancy is of a Regional Director, it is filled by an individual nominated in compliance with subsection 9.1(3) of these Bylaws
- 2) A director so appointed holds office until the next annual general meeting, and may then be re-elected.
- 9.4** A director ceases to be a director at the end of the director's term of office, or if the director:
- a) dies,
 - b) ceases to be a Voting Member, or otherwise eligible to be a director pursuant to the By-Laws,
 - c) resigns in writing,
 - d) is appointed pursuant to paragraph 9.1 (1)(c), and the appointment is revoked,
 - e) becomes unable to act as a director due to physical or mental disability,
 - f) cease to be eligible to be a director in accordance with section 126 of the Act, or
 - g) is removed from office by an ordinary resolution.
- 9.5** A director may be removed from office by ordinary resolution, in accordance with section 130 of the Act.
- 9.6** A director must not be remunerated for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Federation.

10. BOARD MEETINGS

10.1 1) A meeting of the Board may be called by:

- a) the President, or
- b) any three directors, or
- c) resolution of the Board.

2) A quorum of the Board is a majority of directors then in office, but not less than five directors.

3) There must be not less than one meeting of the Board each year.

10.2 1) Notice of the time and place for the holding of a meeting of the Board must 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 Federation not less than three days before the time when the meeting is to be held. Notice of a meeting is not 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, notice of meeting need not specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors must specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

2) No error or omission in giving notice of any meeting of the Board, or any adjourned meeting of the Board, invalidates such a meeting or makes void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3) No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by sub-section 9.1.

4) For a first meeting of the Board held immediately after the election of directors, or for a meeting of the Board at which a director is appointed to fill a vacancy, it is not necessary to give notice of the meeting to the newly elected or appointed director for the meeting to be valid, if a quorum is present.

10.3 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board must be sent to each director forthwith after being passed, but no other notice must be required

for any such regular meeting except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

- 10.4** Except where otherwise required, at all meetings of the Board, every question must be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting does not have a second or casting vote, and the question is defeated.
- 10.5** Subject to the Act and these By-Laws, the most recent edition of Robert's Rules of Order govern all meetings of the Board.
- 10.6**
- 1) The Board may appoint committees whose members hold office at the will of the Board. The Board must determine the duties of such committees and may fix by resolution any remuneration to be paid.
 - 2) A committee must comply with any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the next meeting of the Board.
 - 3) A committee may meet and adjourn as its members think proper.
 - 4) The President has the right to notice of, to attend, to speak at, but not to vote at all committee meetings. The President also has the right to vote at meetings of the Managing Committee, and of any committee to which the President is appointed pursuant to by-law 11.1.

11. OFFICERS, MANAGING COMMITTEE

- 11.1**
- 1) The elected officers are the President, Vice-President, Secretary and Treasurer.
 - 2) An elected officer holds office from the date of election or appointment until a successor is elected or appointed.
 - 3) The Executive Director, who may also be given the title Chief Executive Officer or General Manager, is an appointed officer.
 - 4) The Immediate Past President, who is that person who most recently was but who is no longer the President, is an *ex officio* officer.
 - 5) An elected officer ceases to be an elected officer on:
 - a) a successor being elected or appointed,
 - b) being dismissed pursuant to sub-section (5),
 - c) resigning,

- d) ceasing to be a director, or
- e) death.

If the office of any elected officer of the Federation is or becomes vacant, the Board may, by resolution, appoint a director to fill such vacancy.

6) The Board may by resolution of which 2/3 of the directors then in office are in favour, dismiss an elected officer, but an elected officer who is so dismissed continues to be a director.

7) With the exception of the Past-President, when an elected officer ceases to hold office between annual general meetings, the Board may appoint a director to replace that person.

8) No person may hold more than one elected office at any one time.

9) The Board may appoint co-chairs or co-holders for executive or board positions where deemed appropriate for the effective operation of the TESL Canada Federation.

11.2 1) The Managing Committee is made up of the President, Vice-President, Secretary, Treasurer, and Immediate Past-President, who are voting members of the committee, and the TESL Canada Administrator, who is a non-voting member of the committee.

2) The Managing Committee must:

- a) hold such responsibility and authority as are delegated to it by the Board,
- b) manage or supervise the management of the affairs of the Federation between Board meetings, and
- c) report regularly to the Board.

3) A meeting of the Managing Committee may be held at any time and place determined by its members.

4) Not less than 48 hours written notice of a meeting of the Managing Committee must be given, other than by mail, to each member. Notice by mail must be sent at least 14 days prior to the meeting.

5) Quorum at a meeting of the Managing Committee is a majority of voting members of the committee present, but not less than two.

6) No error or omission in giving notice of any meeting of the Managing Committee or any adjourned meeting of the Managing Committee invalidates such meeting or makes void any proceedings taken thereat and any member of such

committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7) A member of the Managing Committee may at any time waive notice of a meeting of the Managing Committee, and may ratify, approve and confirm any or all proceedings taken at that meeting.

11.3 The President:

- a) must chair meetings of the members and meetings of the Board,
- b) must supervise the directors and officers in the performance of their duties,
- c) is the chief executive officer of the Federation, unless one is appointed pursuant to sub-section 11.8 (2), and
- d) must see that all resolutions of the Board are carried out.

11.4 The Vice-President must, in the absence or disability of the President, perform the duties and exercise the powers of the President, and must perform such other duties as are from time to time imposed on the Vice-President by the Board.

11.5 Subject to the direction of the Board, the Treasurer must:

- a) have custody of the funds and securities of the Federation,
- b) in consultation with the TESL Canada bookkeeper and the TESL Canada administrator, keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Federation in the books belonging to the Federation,
- c) ensure that all monies, securities and other valuable effects in the name and to the credit of the Federation be deposited in a chartered bank, credit union or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board,
- d) oversee the disbursement of funds of the Federation as may be required, including the use of dual authorization processes for online banking transactions,
- e) in consultation with the TESL Canada bookkeeper, render to the Board at each of its meetings and as required an accounting of all the transactions and a statement of the financial position of the Federation,
- f) maintain regular communication with the TESL Canada bookkeeper and serve as liaison between the bookkeeper and the Board,
- g) help ensure a financial audit, review or review engagement of the

Federation's finances is completed before each Annual General Meeting,
and

h) perform such other duties as may from time to time be directed by the Board.

11.6 Subject to the direction of the Board, the Secretary must:

- a) attend and be the secretary of all meetings of the Board, members and committees of the Board,
- b) enter or cause to be entered in the Federation's minute book, minutes of all proceedings at such meetings,
- c) give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees, and
- d) oversee the custodianship of all books, papers, records, documents and other instruments belonging to the Federation.

11.7 1) The duties of all other officers must be such as the terms of their engagement call for or the Board requires of them.

2) The Board may delegate some but not all of the duties of the Secretary or the Treasurer to another director, or to an employee.

3) The Board may appoint such other officers and agents as it deems necessary.

11.8 1) The Board may appoint an Executive Director, and set the title, remuneration and terms and conditions of employment of that person.

2) The Executive Director:

- a) must, subject to resolutions of the Board, generally supervise the affairs of the Federation,
- b) may also be entitled the TESL Canada Administrator, as the Board may determine,
- c) reports to the Board, and
- d) is entitled to notice of, to attend, and to speak at, but not to vote at, meetings of the Board and of the Executive Committee.

11.9 An elected officer must not be remunerated for acting as such, unless authorized by an ordinary resolution.

12. DISPUTE RESOLUTION

12.1 A dispute or controversy among members, directors, officers, committee members,

or volunteers of the Federation must so far as is reasonably practicable be resolved by with mediation and/or arbitration as provided below.

- 12.2** In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Federation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Federation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Federation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal

action, such dispute or controversy must be settled by a process of dispute resolution as follows:

- a) The dispute or controversy must first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute must be settled by arbitration before a single arbitrator, who must not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Federation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration must be kept confidential and there must be no disclosure of any kind. The decision of the arbitrator must be final and binding and must not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section must be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section must be borne by such parties as may be determined by the arbitrators.

13. AUDIT

- 13.1** 1) The members must, at the annual general meeting, appoint a public accountant to audit or review the accounts and annual financial statements of the Federation for report to the members at the next AGM. The public accountant holds office until the next annual general meeting, provided that the Board may fill any casual vacancy in the office of public accountant. The remuneration of the public accountant must be fixed by the Board. The public accountant must not be a director, officer or employee of the Federation.
- 2) Where permitted by the Act, the members may waive the appointment of a public accountant, or determine that a review engagement be conducted in place of an audit.

14. BY-LAWS, AMENDMENT

- 14.1** The invalidity or unenforceability of any provision of this by-law must not affect the validity or enforceability of the remaining provisions of this by-law.
- 14.2** Subject to the articles, the Board may, by resolution, make, amend or repeal this by-law and any by-laws that regulate the activities or affairs of the Federation. Any such by-law, amendment or repeal has no force or effect until and unless approved by special resolution, and filed with the Minister pursuant to the Act.

The Federation was continued under the Canada Not-for-Profit Corporations Act by certificate issued by the Ministry of Industry on February 13th, 2013. The foregoing by-laws were approved by a 2/3 majority vote of the members at a general meeting on Saturday, October 13th, 2012, and filed by the Minister of Industry on February 13th, 2013.

ENACTED and confirmed by the members on September 11, 2015.