



## **GENERAL BY-LAWS**

**of**

**TESL NORTH YORK AND YORK REGION, Affiliate of TESL Ontario**

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## 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 members residing or working in the North York and York Region area (the “North York and York Region Affiliate”)
- ii. “Affiliate Representative” means a person elected by an Affiliate Group
- iii. “Board” means the Executive Board of TESL North York and York Region
- iv. “By-laws” means this by-law and all other by-laws of the Affiliate from time to time in force and effect.
- v. “Meeting of Members” means an annual or general or special general meeting of members.
- vi. “Officer” means the President, President-Elect, Secretary and Treasurer of the Affiliate
- vii. “Recorded Address” means, in the case of a member, the address as recorded in the register of members and, in the case of an Officer, or any other person, the address as recorded in the records of the Affiliate (and where no address is so recorded, then the last address of such Officer known to the Secretary of the Affiliate).
- viii. “Signing Officer” means, in relation to any instrument, any person authorized to sign it on behalf of the Affiliate.
- ix. “Special Resolution” means, a resolution passed by the Affiliate Board 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 Affiliate 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 TESL North York and York Region, 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 TESL North York and York Region, 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 TESL North York and York Region, respectively, shall be guided by Robert's Rules of Order.

## **SECTION TWO**

### **OBJECTIVES OF TESL NORTH YORK AND YORK REGION**

2.01 Objectives. The objectives and mission of TESL North York and York Region are as follows:

#### **GOALS AND OBJECTIVES:**

- To support professional development and networking opportunities in North York and York Region
- To represent North York and York Region issues and concerns to TESL Ontario;
- To support and reinforce the objectives of TESL Ontario and to liaise with affiliates;
- To promote and recognize the local ESL/ELL Community;
- To operate in a fiscally responsible manner within standard accounting practices.

## **SECTION THREE**

### **BUSINESS OF TESL NORTH YORK AND YORK REGION**

3.01 Arrangements. The banking business of TESL North York and York Region, or any part thereof, shall be transacted with any bank or trust company as the Executive may by resolution from time to time determine. All banking business, or any part thereof, shall be transacted on TESL North York and York Region's behalf by the president and treasurer, or members that the Executive may by resolution from time to time appoint.

3.02 Execution of Instruments. Contracts, documents or instruments in writing requiring the signature of TESL North York and York Region may be signed by any of the following: the President, and any of the Officers so authorized by the Executive and all contracts, documents and instruments in writing so signed shall be binding upon TESL North York and York Region without any further authorization or formality. The Executive shall have power from time to time by resolution to appoint any Officers or other persons to sign and deliver on behalf of TESL North York and York Region either contracts, documents and instruments in writing generally or specific contracts, documents and instruments in writing generally or specific contracts, documents or instruments in writing.

- 3.03 TESL North York and York Region Name. No person shall use the name “**TESL North York and York Region**” or logo for any purpose whatsoever unless such use has been approved in writing by the Executive.
- 3.04 Books and Records. The Executive shall ensure that all necessary books and records of the Corporation are regularly and properly kept.

## **SECTION FOUR**

### **MEMBERS**

- 4.01 Members. The affiliate members shall consist of all persons now enrolled as members of TESL Ontario and who have identified their affiliate as TESL North York and York Region.

## **SECTION FIVE**

### **MEETINGS OF MEMBERS**

- 5.01 Place and Time of Meetings. Meeting of members shall be held in the fall on such day and at such time in each year as the Executive may determine.

The Annual General Meeting for the Affiliate shall be held no later than December 31 of each year

- 5.02 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 Officers
  - b. the reports of all committees

- (ii) Appointment or election of Officers and Members at Large to the Executive Board for the ensuing year.

- 5.03 Notice of Meeting. Public notice or advertisement of meetings of members shall be deemed adequate when sent electronically. The notice and any accompanying documents need to be sent a minimum of 2 weeks prior to the meeting date.

- 5.04 Error or Omission Notice. No error or omission in giving notice to individual members of any annual or general meeting or any adjourned meeting, whether annual or general, of members of the Affiliate shall invalidate such meeting or make void any proceedings taken thereat. For the purpose of sending notice to any member, or

Officer for any meeting or otherwise, the address of any member or Officer shall be the last address recorded on the books.

- 5.05 President. The President, if present, shall be Chair of any meeting of members. If the President 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.
- 5.06. Quorum. A quorum at any meeting of members shall consist of not less than 5% of the members present in person.
- 5.07 Business Year The official fiscal year commences on April 1 of any year and ends on March 31 of the following year to coincide with the TESL Ontario financial year-end
- 5.08 Vote. Every member of TESL North York and York Region shall have one vote on all matters arising at any meeting of members.
- 5.09 Voting. Every question to be decided at a meeting of members shall be decided in the first instance by a show of hands and a declaration made by the Chair that a resolution has been carried or not carried and an entry to that effect made in the minutes.
- 5.10 Voting for Executive Positions. Voting for Executive Board positions shall be done by a secret ballot unless acclaimed.
- 5.11 Majority of Votes. Subject to 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 a tie, Roberts Rules of Order shall apply
- 5.12 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 SIX**

### **QUALIFICATION AND ELECTION OF EXECUTIVE**

#### **6.0 Election of Executive**

The election shall be by vote at the annual general meeting. The Executive shall establish such procedures as may be required to conduct the election and for any challenges which may arise.

6.02 Members of Executive The Board is comprised of 12-15 Executive Members of who 6-7 are Core Executive members and the rest are Members-at-Large. At any time the Board will have a minimum of 12 and a maximum of 15 members

The Core Executive Committee comprises the positions of President, Past President, President-Elect (if filled), Recording Secretary, Treasurer, Membership Secretary and Affiliate Representative.

#### 6.03 Duties of the Executive

- i. A member unable to attend a Board meeting will communicate directly with the President by e-mail or telephone prior to the meeting.
- ii. If any member of the Board is absent for three (3) consecutive, or more than 60% of scheduled meetings he/she will automatically be asked by the executive to withdraw from the Board. The person may apply to return to the board at the following AGM at the discretion of the board.
- iii. All Board members must be current TESL Ontario members

#### 6.04 Conduct of Business

- i. Board Meetings shall be held at least 6 times in a year in a location in North York or York Region as determined by the President
- ii. The President shall prepare an agenda of all meetings, or in her/his absence, the Past President ; agenda to be sent out one week in advance with reports
- iii. The meeting shall be conducted in a democratic fashion and the Secretary shall keep adequate notes of the meetings
- iv. Committee meetings shall be held informally at a frequency and timing to suit their purpose.
- v. Member(s) representing the Board at any external meeting(s) will keep the Board informed and submit a complete report upon return

#### 6.05 Quorum

- i. The acceptance of motions shall be by a simple majority.
- ii. Quorum at the Board level shall be two-thirds of the Board members

#### 6.06 Remuneration of Directors.

- i. The Members of the Executive shall serve as such without remuneration, and no Executive Member shall directly or indirectly receive any profit from their position as such, with the following exceptions:

- ii. An Executive Member 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 Executive.

#### 6.07 Terms of Office and Eligibility

- i. Affiliate Board members shall be TESL North York/York Region members within ten (10) days of their election and throughout their term of office
- ii. The President shall be an active member of the NY/YR TESL Board for at least three (3) years prior to his/her election
- iii. Secretary and Treasurer must be a member-at-large for one year prior to election
- iv. All core positions must serve a fixed two (2)-year term with the option to renew for another two (2) years. May be renewed for another two years maximum under special circumstances. May serve in another core position upon completion of two-year term.
- v. Members-at-Large: Members-at-Large must serve a fixed term of two (2) years with the option to renew with no maximum number of years in the position
- vi. Affiliate Representative: The position of Affiliate Representative may be filled by anyone on the Board who has minimum three years of service of which two (2) years must have been served as a member of the Core Executive. The Affiliate Representative is nominated by the members of the Board prior to the AGM
- vii. If the Affiliate Representative resigns before completing his/her term, the Past-President will assume the Affiliate Representative position on an interim basis, but for not longer than a year. If the Past-President is not available, or unwilling to do so, the President may nominate another member of the Executive with a minimum of two years' experience on the Board to the position until the time of the next election
- viii. Where possible, we will strive to include on the Board representatives from both geographic areas
- ix. The Board will also strive to include all interest areas and organizations represented by the Affiliate
- x. Board members leaving must present or e-mail a letter of resignation to the President. Said letter shall be archived by the Recording Secretary.

## SECTION SEVEN

### PROTECTION OF TESL NORTH YORK AND YORK REGION EXECUTIVE MEMBERS

- 7.01 Indemnity. TESL Ontario holds Directors & Officers insurance which provides protection in the event of a legal challenge regarding decisions made in good faith by members of the Board
- 7.02 Contracts. No TESL North York and York Region Executive member shall be disqualified by their office on the executive, or by reason of being otherwise in any way directly or indirectly interested, from contracting with the TESL North York and York Region Executive either as a vendor, purchaser or otherwise. Any contract or arrangement entered into by TESL North York and York Region in which any Executive member is in any way directly or indirectly interested will not be avoided or voidable, nor shall any executive member be liable to account to TESL North York and York Region or any of its members or creditors for any profit realized by reason of the fiduciary relationship existing or established thereby provided that such Executive shall be obligated to declare any interest and refrain from voting in respect of a contract or proposed contract with the TESL North York and York Region Executive in which they are in any way directly or indirectly interested.

## SECTION EIGHT

### NOTICES

- 8.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served, 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, and a notice sent by electronic means shall be deemed to have been given when sent by the sender. 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.
- 8.02 Signature to Notices. The signature to any notice or demand may be written, stamped, typewritten, or inserted as a computer file, or printed or partly written, stamped, typewritten or printed.
- 8.03 Omissions and Errors. The accidental omission to give any notice to any member, 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.