

ELTOC BY-LAWS

(Ratified by the members at a Special Members' Meeting 09/06/2011)

A by-law relating generally to the transaction of the affairs of
ENGLISH LANGUAGE TUTORING FOR THE OTTAWA COMMUNITY (ELTOC)

Head Office

1.1 The Head Office of ELTOC shall be in the City of Ottawa in the Province of Ontario. The Board of Directors of ELTOC (the Board) may, from time to time, determine the specific location of the Head Office.

Members

2.1 To obtain membership in ELTOC an eligible person must submit a completed membership form. Membership is limited to current staff members, current tutors (including those who are attending the tutor orientation and/or are waiting to be matched) and current Board members and those persons whose application to become a member has received the approval of the Board. The membership status of persons in the latter group shall be reviewed annually by the Board .

2.2 The Board may, from time to time, set membership fees.

2.3 Every member in good standing, who has paid the applicable annual membership fee, if any, is eligible to;

- (i) attend any members' meetings of ELTOC;
- (ii) vote at any members' meetings of ELTOC.

2.4 The membership of an individual, who is not a Board member, can be revoked at any time upon a majority vote of the Board.

Fiscal Year

3.1 Unless otherwise ordered by the Board, the fiscal year of ELTOC shall begin on April 1st of each year and end on March 31st of the following year.

ELTOC Members' Meetings

4.1 The Board shall call an Annual General Meeting (AGM) of members within six (6) months of the end of the fiscal year, and in no case more than fifteen (15) months after the last AGM and may, from time to time, call a members' meeting. The AGM and members' meetings called by the Board shall be chaired by the President of the Board.

4.2 The AGM and other members' meetings shall be held at the Head Office of ELTOC unless the Board determines otherwise.

4.3 Seven (7) members of ELTOC, including no fewer than three (3) Board members, shall constitute quorum for the AGM or members' meetings called by the Board.

4.4 Each member is entitled to one vote with the exception of the Chair who shall only cast a vote in the event of a tie.

4.5 At every AGM, in addition to any other business that may be transacted, the financial statements shall be presented.

4.6 The Board shall call a members' meeting if any ten (10) members of ELTOC request that a meeting be called. In the event that the request to call a meeting is not fulfilled within two (2) weeks, then any ten (10) members may call a members' meeting. Those members calling the meeting shall select a Chair for that meeting.

4.7 Notice of the AGM and all other members' meetings (including meetings referred to in 4.6) shall be announced by email no less than 10 (ten) days prior to the meeting. Members without email or those who do not consent to receiving notice by email shall receive notice by mail.

Board of Directors and Executive Committee

5.1 The affairs of ELTOC shall be managed by a Board of Directors of at least five (5) Directors and up to nine (9) Directors. The number of Board members shall be determined from time to time by the Board, by resolution.

5.2 The Board shall appoint from among themselves a President, Vice-President, Secretary and Treasurer. The positions of Secretary and Treasurer may be combined into one position where the Board considers it appropriate.

5.3 The President and Vice-President and a third Board member, selected by the President and Vice President, together constitute the Executive Committee. The Executive Committee is authorized to act on behalf of the Board for matters requiring immediate attention, excluding financial matters that normally require a resolution by the Board. The other Board members are to be informed of any actions taken by the Executive Committee, by email or phone, within one (1) week of the action being taken. A formal report on the action(s) shall be tabled no later than the next Board meeting.

5.4 The Board may, on behalf of ELTOC, exercise all the powers that it may legally exercise under the Ontario Corporations Act, the letters patent or otherwise, unless the Board is restricted by law or by the members of ELTOC from exercising these powers. These powers pertain to, but are not limited to;

- (i) banking and financial matters
- (ii) contracts and agreements entered into by ELTOC
- (iii) insurance purchased by ELTOC
- (iv) execution of documents

5.5 The Board may appoint committees whose members will hold their offices at the will of the Board. The Board shall determine the duties of such committees and may appoint a person(s) who is not a Board member to a committee, as it sees fit.

5.6 The Board may appoint agents as it deems necessary from time to time for Board-related matters. The remuneration of such agents must be approved by the Board by resolution.

5.7 The Board shall appoint one or more auditors on an annual basis to perform an audit.

5.8 Board members shall not receive remuneration for their services as Board members.

Nomination and Election of Board Members

6.1 Prior to each AGM, the Board shall prepare a slate of candidates for election to the Board.

6.2 The Board shall strike a Nominating Committee to recruit new Board members and shall set terms of reference of this committee from time to time.

6.3 A candidate for the Board, who is not currently on the Board, must be presented to and interviewed by the Nominating Committee. The Nominating Committee shall assess the candidate's suitability for becoming a Board member and make a recommendation to the Board.

6.4 Each Board member is eligible for re-election if deemed to be qualified to continue as a Board member by the outgoing Board.

6.5 At each AGM, the slate of Board candidates will be put to a vote by the ELTOC membership. A simple majority vote is required for election to the Board.

6.6 In the period between AGMs, the Board may, by resolution, appoint a Board member(s) to the Board in order to fill any vacancies.

6.7 All candidates named on a slate for election to the Board and those appointed by the Board to fill a vacancy must be members of ELTOC in good standing.

6.8 Each Board Member shall be elected/appointed to hold office until the first AGM following his/her election/appointment.

6.9 A Board Member who wishes to resign from the Board shall do so by providing written notice to the President.

6.10 The removal of a Board member during his/her term requires the passing of a resolution by at least two thirds of the votes cast at an ELTOC members' meeting. A minimum of twenty (20) members must be present at the meeting.

Meetings of the Board

7.1 A quorum for a meeting of the Board is a majority of the Board members (50% +1). The Board may hold its meetings at any place in Ontario as it may, from time to time, determine.

7.2 Board meetings may be called by any Board member. Notice must be given not less than one (1) day before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings. If regular meetings are scheduled, no additional notice is required. A meeting of the Board may also take place without notice immediately after an AGM or a members' meeting to transact business.

7.3 No formal notice of any meeting of the Board shall be necessary if all the elected Board members are present or if those absent have indicated their consent to a meeting being held in their absence.

7.4 Meetings of the Board shall be held at least six (6) times a year. This requirement may be waived by a majority vote of the Board.

7.5 No error or omission with respect to the giving of notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at such meeting.

7.6 The Board shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution.

7.7 Meetings may be held electronically if agreed to by resolution of the Board. Prior notice of the meeting must be provided.

7.8 A declaration by the Secretary of the Board that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

7.9 A Board member may be requested to resign if he/she misses three (3) consecutive board meetings without providing due cause and notice or more than 50% of meetings over any six (6) month period.

Officers

8.1 The Officers of ELTOC shall have the following duties:

(i) Duties of the President

- Chair the AGM , members' meetings which have been called by the Board and meetings of the Board
- Ensure that the affairs of ELTOC are being properly executed
- Perform any other duties which the Board may, from time to time, assign.

- (ii) Duties of the Vice-President
 - Exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties
 - Perform any other duties which the Board may, from time to time, assign.

- (iii) Duties of the Secretary
 - Ensure that the records and books of ELTOC are being properly kept and maintained
 - Ensure that proper notice is given for the AGM, members' meetings called by the Board and meetings of the Board
 - Record the minutes of the AGM, members' meetings called by the Board and meetings of the Board. Ensure that in camera minutes are forwarded to the ELTOC office for safe-keeping.
 - Act as custodian of the corporate seal
 - Perform any other duties which the Board may, from time to time, assign.

- (iv) Duties of the Treasurer
 - Ensure that the financial records and books of ELTOC are being properly kept and maintained and that the annual charity return is submitted by the Revenue Canada deadline
 - Ensure that an annual audit is undertaken. Assist the financial firm that is retained by ELTOC to prepare the audit, as required
 - Perform any other duties which the Board may, from time to time, assign

8.2 The President will determine who will have the authority to sign cheques, other payments and legal documents on behalf of ELTOC. Two (2) signatures are required for cheques and other payments. Payments made from petty cash are excluded. The Board determines the maximum allowable petty cash expenditure. The Executive Director of ELTOC is authorized by the Board to administer the petty cash within the parameters set by the Board.

Indemnification

9.1 ELTOC shall indemnify and save harmless the Officers and Board members, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- (i) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- (ii) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

Amendment, Repeal or Re-enactment of By-laws

10.1 Any amendment, repeal or re-enactment of the by-laws must be passed by the Board and is effective only until the earlier of either the next AGM or a members' meeting called for the purpose of presenting the bylaws, unless confirmed thereat. If it is not confirmed by at least two-thirds of the members present, the amendment, repeal or re-enactment ceases to have effect from that time. In the event of non-confirmation, no act done or right acquired under any such by-law is prejudicially affected.

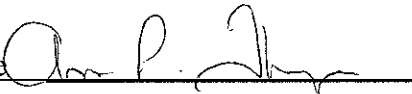
Dissolution

11.1 Upon dissolution, and after payment of all debts and liabilities, ELTOC's remaining property shall be distributed or disposed of to charitable organizations qualified to carry on work in the area of English as Second Language and/or promote literacy in the Ottawa-Carleton region.

Bylaws ratified by the members of ELTOC at a members' meeting on June 9, 2011.

President:

Print Name Ann Thompson

Signature 

Secretary:

Print Name Kathryn Brookfield

Signature 