

Science Teachers' Association of Ontario

By-Laws

Introduction

Founded in 1890, the Science Teachers' Association of Ontario / Association des professeurs de sciences de l'Ontario (STAO/APSO) is a non-profit, province-wide professional organization run by volunteers who serve on the Board of Directors. Its membership is made up of science educators from elementary schools, secondary schools, colleges and universities.

The objectives of STAO/APSO are to stimulate and improve the teaching of science in Ontario, to coordinate the activities of its members, and to disseminate information related to science teaching to said members.

The mission statement for STAO/APSO is "to encourage excellence in science education through leadership and service".

The vision for STAO/APSO is to be the leading voice in the advancement of science education in Ontario.

STAO/APSO adheres to the following values: accountability, excellence, inclusiveness, innovation, integrity, respect, responsibility, teamwork.

These by-laws provide rules and procedures to be followed by the Corporation in its day-to-day governance and is intended to apply to the most common corporate events. Relevant provisions of the ONCA have been incorporated where applicable.

By-Laws

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By-Law 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "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;
2. "Board" means the Board of Directors of the Corporation;
3. "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;
4. "Chair" means the chair of the Board;
5. "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;
6. "Director" means an individual occupying the position on the Board of Directors of the Corporation by whatever name he or she is called;
7. "Member" means a member of the Corporation;
8. "Members" means the collective membership of the Corporation; and
9. "Officer" means a Director filling the position of President, Past President, President Elect, Vice President, Secretary or Treasurer.
10. "Teacher" for the purpose of 3.01 means a person who has a minimum of 5 years classroom experience in the elementary, secondary or post-secondary panel in the Province of Ontario.

1.02 Interpretation

Other than as specified in By-Law 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 and 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 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation 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 by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

By-Law 2 – Members 2.01 Members

Membership in the Corporation shall be open to persons interested in furthering the Corporation's purposes.

2.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns, does not pay the required membership fees or such membership is otherwise terminated in accordance with the Act.

2.03 Disciplinary Act or Termination of Membership for Cause

1. 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.
2. The notice shall set out the reasons for 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.

By-Law 3 - Directors

3.01 Composition of the Board

The Science Teachers' Association of Ontario shall be governed by a Board of Directors that consists of 6 Officers including the President, Past President, President-Elect, Vice-President, Secretary and Treasurer, and 5 Directors.

A majority of the members of the Board of Directors and of the Officers of the Board shall be teachers.

3.02 Election and Term

Officers and Directors of the Board of Directors shall be elected by the Members, except for the President and Past-President, who shall assume office at the end of the term of office of the President-Elect and President respectively. The term of office of the President, Past-President, President-Elect and Vice-President shall be one year; the term for all other Officers and Directors shall be three years. Directors may serve for up to two consecutive terms. After a period of one year, a Director may stand for election to subsequent term(s).

3.03 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law;
4. if, at a meeting of the Members, a resolution is passed by at least a 2/3 majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;
5. if a Director's attendance at Board meetings falls below 75% without due notice;
6. if a Director fails to comply with the Act, or the Corporation's By-Laws and/or Policies and Procedures,
7. if a Director is deemed to not be acting in the best interests of the Corporation.

3.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors for a term ending at the next Annual General Meeting;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office until the next Annual General Meeting.

3.05 Board Committees

Committees may be established by the Board as follows:

1. The Board shall appoint the Executive Committee, members of which shall be the Officers of the Corporation. The Board may delegate to the Executive Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
2. The Board shall appoint a Management Committee for the Corporation, which shall be made up of a minimum of two members; and
3. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed only for reasonable expenses they incur in the performance of their Directors' duties.

By-Law 4 – Meetings of Members

4.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Members shall be notified of the time, date and place of the Annual General Meeting at least 30 days prior to the meeting.

Any Member, upon request, shall be provided, not less than 14 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor;
5. reappointment or new appointment of the auditor for the coming year;
6. election of Directors; and
7. 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 the 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.

4.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

4.03 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 and to the auditor or person appointed to conduct a review engagement. 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.

4.04 Quorum

A quorum for the transaction of business at a Members' meeting is 20 Members present and entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not achieved, a meeting may not occur and must be re-scheduled.

4.05 Chair of the Meeting

The President shall be the chair of the Members' meeting; in the President's absence, the President-Elect, then the Vice-President shall be Chair of the meeting. In the absence of the President, President-Elect, and Vice-President, the Members present at any Members' meeting 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 chair the meeting.

4.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by a show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation 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.

By-Law 5 – Meetings of the Board

5.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

5.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

5.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in By-Law 10 to every Director of the Corporation not less than seven days before the date that 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 or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

5.04 President

The President shall preside at Board meetings. In the absence of the President, the President-Elect shall preside, then the Vice-President. In the absence of the President, President-Elect, and Vice-President, the Directors present shall choose one of their number to act as the Chair.

5.05 Voting

Each Director, except the Chair, has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have the option of casting a vote.

5.06 Participation by Telephone or Other Communications Facilities

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits 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.

5.07 Quorum

Quorum shall be 6 Directors, of whom at least 2 must not be Officers of the Corporation.

By-Law 6 - Financial

6.01 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.

6.02 Financial Year

The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.

By-Law 7 – Officers and Directors

7.01 Office Held at Board's Discretion

Any Officer or Director shall cease to hold office upon resolution of the Board.

7.02 Duties

Officers and Directors shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

7.03 Duties of the President

The President shall perform the duties described in Schedule A, sections 4.05 and 5.04 and such other duties as may be required by law or as the Board may determine from time to time.

The President is *ex officio* a member of all committees, but shall not be counted as a member for the purposes of quorum.

7.04 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

7.05 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

7.06 Duties of the Directors

The Directors shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

By-Law 8 - Protection of the Board and Others

8.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is 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:

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

By-Law 9 - Conflict of Interest

9.01 Conflict of Interest

A Director who is directly or indirectly interested in a contract or transaction, or proposed 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 or vote on any resolution to approve any such contract or transaction.

By-Law 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address is given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

By-Law 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this by-law by a special resolution at the annual meeting of members, provided that notice of the amendment is delivered to all members not less than 30 days prior to the meeting.

Enacted [insert date].

President

Secretary

Schedule A

Position Description of the President, Past-President, President-Elect and Vice-President

Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

The Past President provides leadership and counsel to the Board.

The President Elect and Vice President preside over tasks assigned by the Board and are mentored by the President and Past-President.

In the absence of the President, the Past President, President Elect and Vice President will assume the responsibilities of the President.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Officers and Directors' conduct.

Mentorship. Serve as a mentor to other Officers and Directors. Ensure that all Officers and Directors contribute fully. Address issues associated with underperformance of individual Officers and Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. Serve as a voting member on all Board committees and an *ex-officio* member of all non-Board committees.

Terms of Reference.

Additional duties and responsibilities for the President will be described in the Terms of Reference for the position.

Schedule B

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The Treasurer shall ensure appropriate custody of the funds and securities of the Corporation. The Treasurer shall ensure that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation. The Treasurer shall ensure that deposits of all monies, securities and other valuable effects in the name and to the credit of the Corporation are in such Canadian chartered bank or Canadian trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall provide advice and oversight to ensure sufficient, appropriate controls to ensure the funds of the Corporation, as may be directed by proper authority, are properly disbursed, and the Treasurer shall ensure the ability of the Corporation to render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Officers and Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Officers and Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Terms of Reference.

Additional duties and responsibilities for the Treasurer will be described in the Terms of Reference for the position.

Schedule C

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Officers and Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper and timely recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Terms of Reference.

Additional duties and responsibilities for the Secretary will be described in the Terms of Reference for the position.

Schedule D

Position Description of the Directors

1. Role Statement

The Directors provide skills, knowledge and expertise to support the work of the Corporation.

2. Responsibilities:

Board Conduct. Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Officers and Directors' conduct, with particular emphasis on fiduciary responsibilities.

Committees. Each Director is expected to serve on at least one Committee of the Board.

3. Terms of Reference.

Additional duties and responsibilities for the Directors will be described in the Terms of Reference for the position.