

The Constitution and By-law of Laubach Literacy Ontario Inc.

A by-law relating generally to the transaction of the affairs of
Laubach Literacy Ontario Inc.
BE IT ENACTED as a by-law of Laubach Literacy Ontario Inc.

INTERPRETATION

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

- A. “Act” means the Corporations Act, Revised Statutes of Ontario, 1980, c. 95 as from time to time amended, and every statute that may be substituted therefore and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- B. “Board” means the Board of Directors of the Corporation;
- C. “By-laws” means this by-law and all other by-laws and special by-laws of the Corporation from time to time in force and effect;
- D. “Corporation” means the Corporation incorporated by Letters Patent issued pursuant to the Corporations Act of the Province of Ontario and named:
Laubach Literacy Ontario
- E. “Recorded address” means, in the case of a member, his address as recorded in the register of members and, in the case of a director, officer, auditor or member of a committee of the board, his address as recorded in the records of the Corporation;
- F. “Special Resolution” means a resolution passed by the vote of at least two-thirds of the members present and voting at a duly convened meeting;
- G. Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLE 1: NAME OF THE CORPORATION

- 1.1 The name of the corporation is Laubach Literacy Ontario Inc., or LLO.

ARTICLE 2: MISSION STATEMENT

- 2.1 Laubach Literacy Ontario provides training, resources and services to meet the changing needs of our members and adult students to create a stronger, more literate Ontario.

ARTICLE 3: HEAD OFFICE

- 3.1 Until changed in accordance with the Act, the head office of the Corporation shall be at the City of **Waterloo** in the Regional Municipality of Waterloo in the Province of Ontario and at such location therein as the board may from time to time determine by resolution.

ARTICLE 4: CORPORATE SEAL

- 4.1 Until changed by resolution of the Board, the corporate resolution of the board, the corporate seal of the Corporation shall be in the form appearing on this page of this by-law opposite this sub-clause and impressed hereon.

ARTICLE 5: FISCAL YEAR

- 5.1 Until changed by resolution of the board, the financial year of the Corporation shall end on the 31st day of March in each year.

ARTICLE 6: RELATIONSHIPS WITH OTHER ORGANIZATIONS

- 6.1 Laubach Literacy Ontario shall maintain cooperative relations with Pro-Literacy Worldwide and other literacy advocates.

ARTICLE 7: BOARD OF DIRECTORS

- 7.1 **Number of Directors and Qualification:**
The affairs of the Corporation shall be managed by a board of (6) directors, each of whom at the time of election or within 10 days thereafter and throughout the term of office shall be a member of the Corporation.
- 7.1.2 **Provincial Student Representative:**
The Director, designated as the Provincial Student Representative, will be either a current or a past student of a program of a member council at the time of election and throughout the term of office.
- 7.2.1 **Nomination Application to join the Board of Directors:**
Nomination applications to join the Board of Directors must be sent to LLO no later than 30 days before the AGM.

7.2.1.1 Nomination Application for the Provincial Student Representative:

The Provincial Student Representative will be nominated and elected at the time of the LLO Conference and AGM. All students attending the Annual Student Meeting will have the right to elect the student of their choice .

7.2.2 Length of Term of Office:

A Director will be elected to hold office for three years, with the exception of the Student Representative who will be elected to hold office for two years. Any Director may offer for re-election for a maximum of three (3) consecutive terms, providing they remain qualified. An Executive position(s) may be held for a maximum of three consecutive years.

7.2.3 Subsequent re-election:

A director having served the maximum 3 terms must remain off the board for a period of one year before they are eligible to stand for re-election.

7.3 Removal of Directors:

The members of the Corporation may, by resolution passed by two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting elect any person in his stead for the remainder of his term.

7.3.1 Removal of Directors by the Board:

The Board of Directors, by Special Resolution, may also remove any Director before the expiration of his term of office. Acceptable basis for removal is in the event that the person's performance of their duties and obligations and/or attendance record at meetings are considered by the Board of Directors to be either inconsistent with and/or harmful to the purposes of the Corporation and the performance of its undertakings.

7.4 Vacancies:

Vacancies in the Board of Directors, however caused, may so long as a quorum of Directors remains in office be filled at the next annual meeting of the members, at which directors for the ensuing term are elected by members. If the directors shall see fit to do so, they may fill the vacancy from among their membership, but directors so appointed must be elected at the next annual meeting of the members. If there is not a quorum of directors in office, the remaining directors shall forthwith call a general meeting of the members to fill any vacancy in the Board of Directors.

7.5 Quorum and Meetings of the Board of Directors:

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise provided by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. The board will meet a minimum of four (4) times a year. No formal notice of any such meeting shall be necessary if all the directors are

present or if those absent have signified their consent to the meeting being held in their absence. An additional meeting of the new board will be held directly following the annual meeting of the members of the Corporation, to elect the executive. The directors may consider or transact any business either special or general, at any meeting of the board.

Directors' meetings may be called by the President, or Vice-President, or by the Secretary on direction of the President or Vice-president, or by the Secretary on direction in writing of two directors.

7.6 Notice of Meetings:

Notice of such meetings shall be delivered by any one of the following methods: mail, facsimile or electronic mail to each director not less than five days before the meeting shall take place. The declaration of the Secretary or President that notice has been given shall be sufficient and conclusive evidence of giving of such notice.

7.7 Errors in Notice, Board of Directors:

No error or omission in giving such notice for a meeting of the directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat. Any director absent from a duly-called Board meeting because of error or omission of notice will have seven days from receiving of minutes to notify the Board in writing of their disagreement with any or all proceedings

7.8 Voting, Board of Directors:

Questions arising at any meeting of the Directors shall be decided by a majority of votes. The chairman shall not have a vote, except in the case of a tie, when he shall cast the deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting 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 favor or against such resolution. In the absence of the President his duties may be performed by the Vice-President, or such other director as the board may from time to time appoint for the purpose.

7.9 Powers of Directors:

The directors of the Corporation are responsible for making sure the business of the Corporation is properly administered. The directors may enter into any contract for the Corporation, approve any expenditures for the Corporation that promotes LLO's purposes, appoint agents, hire employees; decide on their duties and pay their salaries. It can also give this responsibility to the Executive Director as stated in the Personnel Policies, or any designated officer.

7.10 **Remuneration of Directors:**

Directors of the Corporation shall receive no remuneration for acting as such.

ARTICLE 8: ELECTIONS AND APPOINTMENTS

8.1 **The Directors** shall be elected by a simple majority of votes cast by Voting Members present at the Annual General Meeting or represented by proxy duly appointed.

8.2 **The Officers** of the Corporation will be: President, Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may determine from time to time. One person may hold more than one office, except that the office of President cannot be held concurrently with any other office.

8.3 **Appointments:** The Directors, from among their number and at the first board meeting directly following the annual meeting shall appoint the President, Vice-President, Secretary and Treasurer.

ARTICLE 9: DUTIES OF OFFICERS OF THE CORPORATION

9.1 **President:** The President shall be responsible for the general management and supervision of the affairs of the Corporation and the operations of the Corporation. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President with the Secretary or other officer or agent appointed by the board for the purpose shall sign all by-laws, board minutes and membership certificates.

9.2 **Vice-President:** During the absence or inability of the President, his duties shall be performed and his powers shall be exercised by a Vice-President, who is a director, and if such Vice-President or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power in the absence or the inability of the President it shall be presumed with reference thereto.

9.3 **Secretary:** The secretary shall oversee that all facts and minutes of all proceedings are recorded and signed by two of any designated signing authorities, and that said minutes are in a book kept for that purpose. The secretary shall be the custodian of the seal of the Corporation, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. Though the Secretary can delegate responsibility for these duties, the Secretary is responsible for making sure that minutes of all LLO meetings are properly recorded and

kept. The Secretary shall also perform such other duties as may from time to time be determined by the Board of Directors.

- 9.4 **Treasurer:** The Treasurer or person performing the usual duties of the Treasurer shall keep full and accurate accounts of all receipts and disbursements, the proper books of account, and shall deposit all money or other valuable effects in the name and to the credit of the Corporation in such bank or banks as they may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meeting thereof whenever required of him an account of all his transactions as Treasurer, and of the financial position of the Corporation. Though the Treasurer can delegate responsibility for record keeping to any other person, the Treasurer is responsible for making sure that all financial records of LLO are properly recorded and kept. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.
- 9.5 **Duties of Other Officers and Directors:** The duties of all other officers and directors of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

ARTICLE 10: MEMBERSHIP

- 10.1 **The Membership Year** is from January 1 to December 31 of each year.
- 10.2 **Membership Privileges and Benefits:** All members will receive the benefits for the paid membership as outlined in the “Member Benefits” document in LLO’s Policy and Procedures manual.
- 10.3 **Categories of Membership:** Organizational members provide literacy delivery services in Ontario; are not-for-profit agencies or are affiliated with a not-for-profit agency, and support the mission, aims and purposes of LLO. Associate members are any organization, business or individual supportive of the mission, aims and purposes of LLO.
- 10.4 **Membership Fees:**
Membership fees will be recommended by the Board of Directors and approved by the membership at an Annual or Special Meeting.
- 10.5 **Members in Default** shall automatically cease to be Members of the Corporation if fees are not paid within ninety (90) days of the date of such notice. The members in default shall lose their benefits and privileges of membership, but the Board of Directors may on payment of all unpaid dues or fees reinstate any such members.

- 10.6 **Resignation:** Any member council may resign by resignation in writing which shall be effective upon acceptance by the Board of Directors.

ARTICLE 11: ANNUAL AND OTHER MEETINGS OF MEMBERS

11.1 **Place of Meetings:**

The annual or any other general meeting of the members shall be held at the Head Office of the Corporation, or elsewhere in the Province of Ontario as the Board of Directors may determine and upon such day as the said directors may appoint.

11.2 **Annual Meeting:**

At every annual meeting and in addition to any other business that may be transacted, the report of the auditors shall be presented and a board of directors elected and auditors appointed for the following year. The members may consider and transact business, either special or general, without any notice thereof at any meeting of the members.

11.3 **Calling of Meetings:**

The Board of Directors, or the President or Vice-President shall have the power to call at any time a general meeting of the members of the Corporation.

11.4 **Notice of Meetings:**

Notice of the time and place of every such meeting shall be given to each member by sending a written notice not less than thirty days prior to the set date of the meeting. However any meeting of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed. At such meeting any business may be transacted which the Corporation at any annual or general meetings may transact.

11.5 **Errors in Notice:**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting whether annual or general of the members of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify approval, confirm any or all proceedings taken or had thereat. For the purpose of sending notices to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

11.6 Quorum:

A quorum for the transaction of business at any meeting of all members shall consist of not less than 25% of members in person or by proxy.

11.7 Voting of Members:

Every organizational member that has paid its annual membership fee shall have one vote on each question arising at any special or general meeting of the Corporation. Associate members do not have voting privileges at Annual or Special Meetings of LLO.

At all meetings of members every question shall be decided by a simple majority of the votes of the organizational members present in person or represented by proxy, unless otherwise required by the by-laws of the Corporation or by law.

Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, unless a poll be demanded, a declaration by the chairman that a resolution has been carried or not carried and duly recorded in the minutes shall be proof of the status of the question. The demand for a poll may be withdrawn, but if it is not, then the question shall be decided, with a count taken, by a majority of the voters (in person or by proxy). The result of the poll shall be deemed to be the decision of the Corporation in general meeting upon the question. In case of a tie at any general meeting, the chairman of the meeting shall cast the deciding vote.

11.8 Proxy Votes:

Such vote may be made by duly authorized proxy, which shall be deposited with the Secretary of the Corporation before the meeting begins.

11.9 Adjournments:

Any meetings of the Corporation or of the Directors may be adjourned to a future time. Business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 12: TRANSACTIONS OF THE LEGAL AFFAIRS OF THE CORPORATION

12.1 Execution of Instruments:

The President and the Executive Director shall sign deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation, unless otherwise directed by the Officers of the Corporation. Contracts in the ordinary course of the Corporation's operations shall be entered into on behalf of the Corporation by any one of the President, the Vice-President and the Treasurer or by any person authorized by the Board of Directors. Any person from time to time designated by the Board of Directors may transfer

and/or accept any and all shares, bonds or other securities standing in the name of The Corporation.

Said person may affix the corporate seal to any such transfers or acceptance of transfers and may make, execute and deliver under the corporate seal all instruments in writing necessary or proper for such purposes.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which a person or persons by whom any particular instrument, contract or obligation of the corporation may or shall be executed.

12.2 Books and Records:

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation, or by any applicable statute, law or contract are regularly and properly kept.

12.3 Notice:

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act or the Letters Patent or the By-Laws or otherwise to a Member, Director, or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his last known address or if mailed to him at his last known address by registered mail, or if sent to him at his last known address by any means of transmitted or recorded communication. The Secretary or his designate may change the recorded address of any Member, Director, or auditor in accordance with any information believed by him to be reliable.

12.4 Dissolution:

Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations carrying on work solely in Canada.

ARTICLE 13: TRANSACTIONS OF THE FINANCIAL AFFAIRS OF THE CORPORATION

13.1 Cheques, Etc.:

All cheques, bills of exchange or other orders for the payment of money or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and releases or verification slips.

13.2 Deposit of Securities for Safekeeping:

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies, or other financial institutions. One officer and agent may withdraw any or all securities so deposited from time to time.

13.3 Auditors:

One or more auditors may be appointed by resolution of the members at the annual meeting of the members of the Corporation. The qualifications of the auditor must satisfy all of the requirements of the Act. The auditor or auditors shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Corporation.

ARTICLE 14: AMENDING FORMULA

14.1 Changes—Members:

Any changes to the Constitution and By-laws of the Corporation must be passed at a general meeting by a special resolution of voting members. Written notice of a motion to repeal or amend the Constitution and/or By-laws must be sent to the members at least thirty days before the Annual General Meeting.