

GOVERNING BY-LAWS

of the

Federation of Canadian Secondary Students
Fédération des élèves du secondaire au Canada

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Preamble

In response to the expansion of the Federation of Canadian Secondary Students / Fédération des élèves du secondaire au Canada (“the Corporation”), and the resulting expectations of the Executive Director and the College of Chief Officers, they conclude that By-laws are essential to both the orderly governance of the Corporation, and to ensure the adherence of the Corporation’s core values and beliefs.

The Authors, taking into account both the fundamental guiding principles of the Corporation, and the ways with which the Corporation plans to implement these principles, as it expands to reach more students, have written this document to support the free expansion of the Corporation and to ensure orderly conduct in its business.

Definitions

1(1) In these By-laws and all other By-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-For-Profit Corporations Act*, SC 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 Corporation.
- (c) “Board” means the Board of Directors of the Corporation and “Director” means a member of the Board.
- (d) “By-law” means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “College” means the College of Chief Officers of the Corporation composed of individuals at the head of the department of the Corporation and “Chief Officer” means a member of the College.
- (f) “Corporation” means the legally registered corporation, the Federation of Canadian Secondary Students / Fédération des élèves du secondaire au Canada, with corporation number 913651-7 and charitable business number 818506784RR0001, unless otherwise noted.
- (g) “Executive” means the Class A Members of the Corporation.
- (h) “meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.

- (i) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- (j) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the *Act*.
- (k) “Regulations” means the regulations made under the *Act*, as amended, restated or in effect from time to time.
- (l) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

(2) In the interpretation of this By-law, 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.

(3) In the interpretation of this By-law, words in a capitalized sense (e.g., “the Corporation”) have the same meaning as the non-capitalized version (e.g., “the corporation”) unless otherwise noted.

(4) Other than as specified above, words and expressions defined in the *Act* have the same meanings when used in these By-laws.

(5) In the event of discrepancy or lack of clarity, the Board determines the correct interpretation.

ARTICLE I: Name

Full Legal Name

2(1) The full legal name of the Corporation, as registered with the Government of Canada, is: the “Federation of Canadian Secondary Students / Fédération des élèves du secondaire au Canada.”

Abbreviation

(2) The official abbreviation for the Corporation and the name it will operate as is: the “FCSS-FESC.”

ARTICLE II: Mission and Purpose

Mission and Purpose

3(1) The mission of the Corporation is to expand opportunities for students in the development, promotion, and enhancement of student leadership, voice, and passion through a diverse range of programs, services, and initiatives.

(2) The purpose of the Corporation is to:

- (a) Advance education by operating leadership and mentorship programs for secondary/CÉGEP students from across Canada to provide assistance with preparing for post-secondary education;
- (b) Advance education by providing conferences, workshops, and seminars for secondary/CÉGEP students from across Canada on issues related to youth, such as identity-based discrimination and mental health issues; and
- (c) Undertake activities ancillary and incidental to the attainment of the aforementioned charitable purposes.

(3) The College, with the advice and input of the Executive, is vested with the necessary authority, power, autonomy, and privileges to implement the programs, services, events, and initiatives to attain the Mission and Purpose described in this Article.

ARTICLE III: Affiliations

Stance

4(1) The Corporation affirms a non-partisan position in all political activities and press communications.

Participation in Activities

5(1) The Corporation must not participate in the activities of, or receive monies from, any party-specific political or religious organizations, or organizations espousing values and beliefs contrary to those outlined in Article II, the *Canadian Charter of Rights and Freedoms* (Part I of the *Constitution Act, 1982*, being Schedule B to the *Canada Act 1982 (UK)*, 1982, c 11), the *Ontario Human Rights Code* (RSO 1990, c H.19), or other Policies as the Corporation may adopt from time to time.

Right to Affiliate

6(1) The Corporation establishes the right to forge affiliations with not-for-profit organizations and initiatives where the prospective affiliate:

- (a) Is an initiative that is being led by current secondary school students residing in or attending a school in the provinces and territories of Canada;
- (b) Aims to effect profound and positive social change within their local and global community;
- (c) Demonstrates values that are congruent with those of the Corporation;
- (d) Is not in itself affiliated with a religious organization or political party;
- (e) Has established a firm commitment to their mission, values and vision;
- (f) Has sought to organize unique and innovative events, campaigns, or initiatives to further their cause; and

- (g) Presents a unique opportunity that seeks to develop, enhance, and engage student voice and leadership.

Compelled Affiliation

7(1) No person may be forcefully compelled to enter an affiliation agreement with the Corporation.

Fraudulent Affiliations

8(1) No person may enter an affiliation agreement on the basis of fraudulent or false information.

(2) If an affiliation agreement is entered on the basis of fraudulent or false information, the Corporation reserves the right to terminate said agreement immediately.

Superlative Authority

9(1) The Executive Director, at the advice of the College, reserves the right to exercise superlative authority over all affiliations.

ARTICLE IV: Executive

Introduction

10(1) The Corporation is governed by an appointed Executive, headed by an Executive Director and a College, all of whom report to and are subordinate to the Board.

Executive Director

11(1) To be eligible for appointment, the Executive Director must:

- (a) be an individual (i.e., not a corporation, society, or agency);
- (b) be a resident of Canada (i.e., a Canadian Citizen, permanent resident, or person on whom refugee protection has been conferred under the *Immigration and Refugee Protection Act*);
- (c) be a resident of the province of Ontario;
- (d) be enrolled in an Ontario publicly funded school board (i.e., public non-denominational or public Catholic) in either English or French;
- (e) be entering grades 10, 11, 12, or 13 in the subsequent academic year;
- (f) not have been declared incapable by a court in Canada or in another country; and
- (g) not be in bankrupt status.

(2) For the position of Executive Director, recognizing the power and trust that exists in the office, the following procedures of election and appointment are mandatory for all those seeking appointment to the high office:

- (a) Each candidate must submit a complete electronic application in the form prescribed by the Board.
- (b) The electronic application described in paragraph 11(2)(a) of this Article must be accompanied by a written Candidate Statement that specifically draws attention to the candidate's vision and mission for the role and the Corporation as a whole.
- (c) The Board may determine the screening procedures used in each application cycle, which may include interviews with results reported to the Board.
- (d) The Board must prepare the Meeting of Members package that includes anonymized candidate statements from each eligible candidate. At the Meeting of Members:
 - (i) Each Class A Member of the Corporation may cast one ranked-choice ballot in a non-binding advisory election for the position of Executive Director.
 - (ii) The result of the vote will not be announced at the Meeting of Members but will privately be communicated to the Board by secure electronic means.
 - (iii) For the avoidance of doubt, the Board retains final authority to appoint the Executive Director and is not bound by the results of the advisory election.
- (e) Following the Board's decision, the Chairperson or their designate must inform all candidates of the status of their respective applications.
- (f) The incumbent Executive Director and the successful candidate must begin a handover process to ensure the transfer of all necessary assets and information during the months of July and August between academic years.

Departments and Leadership

12(1) The Corporation as a whole is under the supervision of the Board.

(2) In the day-to-day operations of the Corporation, the College assumes responsibility for the Members, finances, tasks, events, and general affairs of the Corporation.

(3) From time to time as the Board and College may require, a meeting of the Leadership Committee may be called. The Leadership Committee is:

- (a) Composed of the members of the Board, the members of the Advisory Council, and the members of the College.
- (b) Responsible for the exercise of shared strategic decision-making responsibilities and providing advice and guidance to the College in managing the operations of the Corporation.
- (c) Reposed with decision-making authority only where expressly provided for in these or other By-laws of the Corporation, or by a written instrument of the Board.
- (d) Required to meet quorum for each meeting where a decision is taken. Quorum of the Leadership Committee is six individuals as follows:
 - (i) At least two (2) members of the College;
 - (ii) One (1) of either the Chairperson or Vice-Chairperson; and
 - (iii) Any one (1) other Director or Advisor.

(4) The Departments, at the ratification of these By-laws, are the:

- (a) Department of Finances;
- (b) Department of Communications;
- (c) Department of Operations; and
- (d) Department of Marketing.

Department of Finances

13(1) The Department of Finances exists at a national level with Executive Members appointed to fill the necessary positions and vacancies from any province or territory in Canada, subject to the conditions in Article VII.

(2) The Department of Finances is overseen by the Chief Financial Officer who is a member of the College.

(3) The Department of Finances, in its capacities, is responsible for:

- (a) Maintaining the financial accounts and assets of the Corporation;
- (b) Developing materials and supporting documentation for grant applications submitted by the Corporation;
- (c) Developing and managing connections with prospective and current sponsors or benefactors;
- (d) Organizing and spearheading fundraising activities for the Corporation;

- (e) Planning and organizing events, galas, dinners, and other such events with the purpose of raising capital for the Corporation;
- (f) Pursuing and managing relationships with corporate benefactors, sponsors, and donors; and
- (g) Creating budgets at the start of every operating year for each thematic program and preparing financial statements at intervals determined by the Board.

Department of Communications

14(1) The Department of Communications exists at a national level with Executive Members appointed to fill the necessary positions and vacancies from any province or territory in Canada, subject to the conditions in Article VII.

(2) The Department of Communications is overseen by the Chief Communications Officer who is a member of the College.

(3) The Department of Communications, in its capacities, is responsible for:

- (a) Author and publish quarterly newsletters to update the public on the current activities of the Corporation, to be delivered via electronic mail;
- (b) Post regular updates to the public-facing blog of the Corporation to complement the existing electronic mail newsletters;
- (c) Authoring and publishing press releases, position papers, and publications when necessary to convey the official stance of the Corporation; and
- (d) Ensuring that the Corporation meets its bilingualism mandate set out in Article XV.

Department of Operations

15(1) The Department of Operations exists at a national level with Executive Members appointed to fill the necessary positions and vacancies from any province or territory in Canada, subject to the conditions in Article VI.

(2) The Department of Operations is overseen by the Chief Operations Officer who is a member of the College.

(3) The Department of Operations, in its capacities, is responsible for:

- (a) Managing human resources;
- (b) Administering new programs, initiatives and campaigns for the Corporation to undertake;

- (c) Overseeing the Corporation's programs for alignment with the Corporation's objectives;
- (d) Coordinating logistics for events to help the Corporation achieve its objectives set out in subsection 2(2) of Article II ;
- (e) Managing recruitment, hiring, and termination policies and procedures; and
- (f) Screening applicants and conducting interviews when necessary.

Department of Marketing

16(1) The Department of Marketing exists at a national level with Executive Members appointed to fill the necessary positions and vacancies from any province or territory in Canada, subject to the conditions in Article VI.

(2) The Department of Marketing is overseen by the Chief Marketing Officer who is a member of the College.

(3) The Department of Marketing, in its capacities, is responsible for:

- (a) Regularly updating the social media and publicity accounts and profiles of the Corporation;
- (b) Acquiring, creating, and managing the digital and electronic assets of the Corporation, including images and graphics;
- (c) Maintaining the website of the Corporation and updating it when necessary;
- (d) Marketing and raising awareness of the Corporation and its programs and services through a comprehensive marketing strategy, including responsibility for advertising; and
- (e) Providing support and assistance to other Departments and Working Groups when requested, such as through the deployment or secondment of its members temporarily to other teams.

Executive Compensation

17(1) No member of the Executive may receive monetary compensation for their services to the Corporation, except where approved by the Board.

Appointment of Positions

18(1) The Executive Director may, at the advice and consent of the College, make appointments to fill vacancies in each Department, where said appointment is necessary to satisfy the obligations of the Department.

Executive Applications

19(1) The Executive Director must, at the expiration of the terms of the preceding Executive or from time to time as it may be required, open applications to vacant positions on the Executive.

(2) The application period may not exceed two (2) weeks in duration from its commencement.

(3) Upon a simple majority vote of the College, the application period may be extended for a period determined by the College.

(4) The College is responsible for:

- (a) Ensuring that each individual appointed to an Executive position within the Corporation meets the eligibility criteria for Membership in the Corporation set out in Article VII;
- (b) Determining a fair and equitable process of the review of applications; and
- (c) Providing a response to all applicants regarding the status of their application within reasonable time as may be specified in policies of the Corporation.

Extraordinary Appointment

20(1) The Executive Director, at the advice of the College, reserves the authority to appoint members of the Executive extraordinarily without an application.

Term of Office

21(1) Any person appointed to the Executive serves a term beginning on a date determined by the Executive Director and expiring on June 30.

(2) The renewal or promotion of a Member of the preceding Executive to a new term may not be limited, except where the Member:

- (a) is not returning to a Canadian secondary school in the subsequent academic year;
- (b) has expressed a genuine intention to resign; or
- (c) has had their Membership in the Corporation has been terminated.

Termination

22(1) The termination of a Member's position on the Executive is equivalent to the termination of Membership in the Corporation.

(2) The procedure set out in subsection 4(1) of Article VII governs for the termination of Membership and termination of Executive status.

Resignation

23(1) All Members have the right to resign from the Corporation, without professed reason or hindrance, and to depart in peace.

(2) A Member's intention to resign must be officiated through the submission of a formal letter of resignation to the Human Resources Officer.

(3) The Executive Director or their designate must remove the resigning Member from all groups and conversations on online platforms related to the official functions of the Corporation and Executive thereof.

ARTICLE V: Committees and Working Groups

Introduction

24(1) A committee constitutes the establishment of a subdivision of the Corporation to act towards a specific purpose, not requiring the efforts of all members of the Corporation.

(2) A newly created committee cannot be formally established with the purposes already upheld by any existing committee, except where a separate committee is necessary to relieve the general efforts of the existing committee.

(3) The Executive Director, at the advice and consent of the College, reserves the authority to establish committees.

Establishment and Recognition

25(1) For a committee to be formally established, the following must occur:

- (a) The establishment of an official Purpose of Committee, to be submitted as a written statement to the Executive Director.
- (b) The Purpose of Committee must outline the specific steps that will be taken by the committee, as well as deadlines the committee is required to meet, in fulfilment of its duty to assist the Corporation as a whole.
- (c) The appointment of at least three (3) members to the committee by the Executive Director, at the advice of the College.

The election of a Chair by the members of the committee within fifteen (15) calendar days of the committee having members appointed to it.

Committee Members

26(1) Each member of a committee:

- (a) Will have specific responsibilities, and must fulfil the duties required of them by the Committee Chair;
- (b) Will assist the Committee Chair in fulfilling the steps outlined by the Purpose of Committee;
- (c) Must adhere to the By-laws, as a whole, when developing programming, events, or the contents of their committee;
- (d) May be removed from the committee by the Committee Chair for failing to fulfil their responsibilities; and
- (e) May resign from their position on the committee upon informing either the Committee Chair, or the Executive Director.

Committee Chair

27(1) The Committee Chair must be elected by Members of the Committee.

(2) The Committee Chair is responsible for overseeing the members of their committee, to meet the goals outlined in the Purpose of Committee, and to report on committee progress to the Executive Director.

(3) The Executive Director may terminate a Committee Chair for failing to comply with the Purpose of Committee.

(4) Upon the vacancy of the Committee Chair, an appointment to fill such vacancy by the Executive Director must be made no later than seven (7) calendar days from the departure of the preceding Committee Chair.

ARTICLE VI: Meetings of Members

Notice of Members Meeting

28(1) Notice of the time and place of a meeting of members must be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

(2) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Members Calling a Members' Meeting

29(1) The Board must call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. 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.

Absentee Voting at Members' Meetings

30(1) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation 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 Corporation without it being possible for the Corporation to identify how each member voted.

(2) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Proposals Nominating Directors at Annual Members' Meetings

31(1) Subject to the Regulations under the Act, any proposal 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.

Cost of Publishing Proposals for Annual Members' Meetings

32(1) The member who submitted the proposal 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 provided by ordinary resolution of the members present at the meeting.

Place of Members' Meeting

33(1) Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held 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.

Persons Entitled to be Present at Members' Meetings

34(1) Members, non-members, Directors, and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

Chair of Members' Meetings

35(1) In the event that the (1) Executive Director, (2) the Chairperson of the Board, and the (3) Vice-Chairperson of the Board are absent, the Class A Members who are present and entitled to vote at the meeting may choose one of their number to chair the meeting.

Quorum at Members' Meetings

36(1) A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be fifteen percent (15%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Votes to Govern at Members' Meetings

37(1) At any meeting of members every question shall, unless otherwise provided by the articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. 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 motion is deemed to have failed.

Participation by Electronic Means at Members' Meetings

38(1) If the Corporation 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 Corporation has made available for that purpose.

Members' Meeting Held Entirely by Electronic Means

39(1) If the Directors of the Corporation call a meeting of members pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Meetings of Members Policies

40(1) At each meeting of members, the agenda shall be submitted for approval as soon as possible after the opening of the first session.

40(2) The Chair at the meeting of members may establish such ad hoc commissions as they deem desirable for the conduct of business. The membership and functions of such ad hoc commissions may be determined by the members present, and any such commission must elect its own Chair.

Meetings of Members Rules of Procedure

41(1) Following standard Parliamentary Procedure, the rules contained in the current edition of the *Code de procédures des assemblées délibérantes* par Patrick Véronneau (disponible seulement en français) will govern the Corporation in all cases to which the *Code* is applicable and in which the *Code* is not inconsistent with these By-laws and any special rules of order the Corporation may adopt.

ARTICLE VII: Membership

Membership Conditions

42(1) Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The Board of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A Members (Executives)

- (a) Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the Corporation.
- (b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (c) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- (d) Class B non-voting membership shall be available only to individuals who have applied and have been accepted for Class B non-voting membership in the Corporation.
- (e) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (f) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

(2) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Membership Transferability

43(1) A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Membership Dues

44(1) Members must be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be Members of the Corporation.

Termination of Membership

45(1) A membership in the Corporation is terminated when:

- (a) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- (c) The member resigns by delivering a written resignation in the nature and form specified in subsection 23(2) of these By-laws which becomes effective on the date specified in the resignation;
- (d) The member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or By-laws;
- (e) The member's term of membership expires; or
- (f) The Corporation is liquidated or dissolved under the Act.

Effect of Termination of Membership

46(1) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Discipline of Members

47(1) The Board has authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) Violating any provision of the articles, by-laws, or written policies of the Corporation.
- (b) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.
- (c) Consistent failure to adequately satisfy the duties, responsibilities, and obligations of the position the member occupies.
- (d) The incitement or promotion of mutiny against the leadership of the Corporation.
- (e) Harassment of members of the Federation through verbal, emotional, or physical means.
- (f) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

(2) In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Executive Director, or such other officer as may be designated by the Board, shall provide twenty calendar (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Executive Director, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) calendar day period. In the event that no written submissions are received by the Executive Director, the Executive Director, 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 Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall 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 shall be final and binding on the member, without any further right of appeal.

ARTICLE VIII: Advisors

Appointment and Term of Office

48(1) The Board may appoint individuals as Advisors when presented with a reasoned recommended of the College.

(2) The Corporation may have a maximum of fifteen (15) individuals appointed as Advisors.

(3) Each Advisor, once appointed, may serve a term at the pleasure of the Board, not exceeding one (1) year, subject to re-recommendation by the College and re-appointment by the Board.

Structure and Function

49(1) The Advisors appointed by the Board sit together as a Council of Advisors whose function is to serve as a non-hierarchical advisory body reporting to the Board.

(2) The Council of Advisors shall be composed of individuals with specific-area expertise in industries and professions that complement the programs and services of the Corporation (e.g., psychologists, social workers, community organizers, etc.).

ARTICLE IX: Directors

Number of Directors

50(1) The Board shall consist of the number of Directors specified in the articles. If the articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation the minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

Term of Office of Directors

51(1) At the first election of Directors following the approval of this By-law, all Class A Members and Class B Members may make a proposal nominating Directors in accordance with subsection 31(1) of these By-laws.

(2) Each elected Director shall have a term not exceeding one year after the date of election, subject to re-proposition and election.

(3) A Director may be removed from office prior to the expiry of their term when any one of the following occurs:

- (a) An ordinary resolution for removal of a Director is adopted by the members at a regular or special meeting in accordance with section 130 of the Act;
- (b) A resolution for removal of a Director is adopted by the Board following a finding of serious wrongdoing as defined in a written policy of the Corporation whose removal procedure complies with the principles of natural justice and procedural fairness; or
- (c) Automatic resignation which takes effect after a Director fails to attend three (3) regular meetings of the Board as set out in subsection 54(1) of these By-laws during the term of office without a valid and documented reason for the absence that is deemed acceptable to the Board.

(4) To give effect to paragraph 51(3)(c) of these By-laws, each Director must submit to the Secretary of the Board, or where none exists the Vice-Chairperson of the Board, an undated letter of resignation that acknowledges and gives effect to a resignation in the event that the Director fails to attend three (3) regular meetings of the Board without being excused. Such a letter must be submitted no later than five (5) calendar days after the election.

Calling of Meetings of Board of Directors

52(1) Meetings of the Board may be called by the Chairperson of the Board, the Vice-Chairperson of the Board, or any two (2) Directors at any time; provided that for the first Corporation meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

Notice of Meeting of Board of Directors

53(1) Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than three (3) days before the time when the meeting is to be held by one of the following methods:

- (a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;

- (b) mailed by prepaid ordinary mail to the director's address as set out in (a);
- (c) by telephonic, electronic, or other communication facility at the director's recorded address for that purpose; or
- (d) by an electronic document in accordance with Part 17 of the Act.

(2) Notice of a meeting shall not be 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, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Regular Meetings of the Board of Directors

54(1) 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 shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Votes to Govern at Meetings of the Board of Directors

55(1) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Committees of the Board of Directors

56(1) The Board may from time to time appoint any committee or other body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

Appointment of Officers

57(1) The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these By-laws otherwise provide. Two or more offices may be held by the same person.

Description of Offices

58(1) Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chairperson of the Board – The Chairperson of the Board, if one is to be appointed, shall be a Director. The Chairperson of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The Chairperson shall have such other duties and powers as the Board may specify.
- (b) Vice-Chairperson of the Board – The Vice-Chairperson of the Board, if one is to be appointed, shall be a Director. If the Chairperson of the Board is absent or is unable or refuses to act, the Vice-Chairperson of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The Vice-Chairperson shall have such other duties and powers as the board may specify.
- (c) Executive Director – If appointed, the Executive Director shall function as the President/Chief Executive Officer of the Corporation but is not a Director nor a member of the Board, and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (d) Secretary – If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.
- (e) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

Corporate Seal

59(1) The Corporation 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 Secretary of the Corporation shall be the custodian of the corporate seal.

ARTICLE X: Vacancy and Notices

Vacancy in Office

60(1) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) The officer's successor being appointed;
- (b) The officer's resignation;
- (c) Such officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) Such officer's death.

(2) If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

Method of Giving Any Notice

61(1) 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 shall be sufficiently given:

- (a) If 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 Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- (b) If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) If sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- (d) If provided in the form of an electronic document in accordance with Part 17 of the Act.

(2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be 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 shall be 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 recorded 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 shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

ARTICLE XI: Finances

Financial Status of the Federation

62(1) The Corporation's legal status exists as that of a Charitable Organization under the terms of the *Income Tax Act*.

- (a) As the Corporation serves to further the education and involvement of students in secondary school in Canada, it is officially recognized as a Charitable and Tax-exempt Organization per the *Income Tax Act*, RSC 1985, c 1 (5th Supp) (business number 818506784RR0001) with the liability of a Not-for-profit Corporation under the Act (corporation number 913651-7).
- (b) The Corporation shall operate under the authority of the Board to make financial decisions, with input and agreement from the members. All financial decisions shall be made in accordance with these By-laws.

(2) Holding Charitable status, it shall be financially independent from other organizations, but shall accept charitable donations and events profits; however, the Corporation shall not accept donations from any person or entity meeting the criteria in subsection 5(1) of these By-laws.

The Chief Financial Officer

63(1) The Chief Financial Officer shall be responsible for all financial affairs of the Corporation. All financial decisions shall be recorded by members of the Corporation and submitted to the Chief Financial Officer. Their responsibilities are to:

- (a) manage assets of the Corporation;
- (b) ensure that the Corporation stays within the predetermined budget;
- (c) regulate surplus, and retain said surplus at the end of the annual period, December 24; and
- (d) ensure finances are sufficient to preserve or expand the Corporation in the next annual period.

Security of the Federation

64(1) The Corporation operates in accordance with the Accounting standards for not-for-profit organizations (ASNPO), and maintains security to combat potential fraud. To do this:

- (a) The Corporation shall not be held financially accountable for any of its member's financial decisions. This means no individual or individuals shall hold the Federation responsible for their own personal financial affairs or decisions.
- (b) Only the Chairperson of the Board, Vice-Chairperson of the Board, or any three (3) Directors may issue cheques or make payments from accounts of or on behalf of the Federation.
- (c) Members cannot request to be paid for activities or involvement in the Corporation.

(d) No organization shall enter an affiliate agreement on the basis of fraudulent or false information.

Execution of Documents

65(1) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by both the Chairperson of the Board and Vice-Chairperson of the Board, or any five (5) 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 shall 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 Corporation to be a true copy thereof.

Financial Year

66(1) The financial year end of the Corporation is December 24 in each year.

Banking Arrangements

67(1) The banking business of the Corporation shall be transacted at such bank, trust company, or other firm or corporation 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 shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

Borrowing Powers

68(1) The Directors of the Corporation may, without authorization of the members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge, or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf; and
- (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Financial Statements

69(1) The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) 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 at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE XII: Omissions, Errors, and Disputes

Invalidity of any Provisions of this By-law

70(1) The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

Omissions and Errors

71(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 Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Mediation and Arbitration

72(1) Disputes or controversies among members, Directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-law.

Dispute Resolution Mechanism

73(1) In the event that a dispute or controversy among members, Directors, officers, committee members, or volunteers of the Corporation arising out of or related to the articles or By-laws, or out of any aspect of the operations of the Corporation 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 Corporation 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 shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to the Board of the Corporation which shall conduct a non-prosecutorial inquiry based on the principles of natural justice and procedural fairness to both determine the facts of the dispute or controversy and subsequently rule on a matter of fact or application of the By-laws, policies, procedures, or actions of the Corporation or its members.
- (b) The standard of proof in this inquiry will be a balance of probabilities.

(2) Where the procedure in subsection 73(1) fails to provide a result, or fails to provide a result satisfactory to one of the parties to the dispute, the dispute or controversy may then be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) 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. Mediation is bound by the following principles:

- (a) Nothing may be done that contravenes the *Act*, another Act that binds the Corporation, the articles, or the By-laws.

(b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

(c) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

(3) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall 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 Corporation is situated. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law. Arbitration is bound by the following principles:

(a) Nothing may be done that contravenes the *Act*, another Act that binds the Corporation, the articles, or the By-laws.

(b) All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XIII: Policies

Introduction

74(1) The Corporation is vested with the authority to propose, enact, and implement policies, either for each department or the Corporation as a whole, to satisfy and fulfil its principles, values, mission, responsibilities, duties, or objectives.

(2) Policies are binding on all members, Directors, officers, committee members, or volunteers of the Corporation and are enforceable in the same way and extent as these By-laws.

Policy Propositions

75(1) All members of the Corporation have the right to submit policy propositions to the Governance Review Working Group for review and consideration.

(2) If a policy proposition is declined by the Governance Review Working Group, then the member may make a proposal at the meeting of members in the nature and form specified by subsection 31(1).

Adoption and Amendment

76(1) New policies approved by the Governance Review Working Group must be tabled at the next regularly scheduled meeting of members to be debated and may be confirmed, rejected, or amended by the members by ordinary resolution.

(2) The amendment of any established policy of the Corporation may occur through a simple majority vote of the Leadership Committee once put forward by the Governance Review Working Group.

(3) If a member disagrees with the amendments made to a policy, the member may put forward a motion to overturn the amendment or repeal the policy entirely at the next regularly scheduled meeting of members or call a special meeting for this purpose.

Exigent Circumstances

77(1) Where exigent and pressing circumstances shall exist, the Leadership Committee reserves the authority to enact or amend policies extraordinarily.

ARTICLE XIV: By-laws and Effective Date

Introduction

78(1) Subject to the articles, the Board may, by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the By-law, amendment, or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

(2) This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Exception by Declaration

79(1) The Corporation may declare that any act or a part thereof operates notwithstanding a provision included in Article III, IV, V, VII, VIII, XI, or XIII of these By-laws, or any provision of other By-laws that the Corporation may from time to time adopt.

(2) The declaration described in subsection 79(1) may only be made by

- (a) the Chairperson or Vice-Chairperson of the Board; and
- (b) two-thirds (2/3) of the College.

(3) An act or a part thereof in respect of which a declaration made under this section operates as it would have, but for the provision of the By-laws referred to in the declaration.

(4) A declaration made under subsection 79(1) does not create a permissive or ongoing right for the contravention of these or other By-laws. Declarations under this section are each limited to a single act or part of an act that, in the opinion of the College, is necessary for the efficiency of the Corporation's business.

(5) The Executive Director must, at each regular meeting of the members, present to the members a list of acts or parts thereof that were undertaken with authority conferred by a declaration made under this section and the associated justification and rationale. The members may, by ordinary resolution:

- (a) Confirm the use of the declaration;
- (b) Debate the use of the declaration;
- (c) Reject the use of the declaration and subsequently amend these or other By-laws to exclude that act or part thereof from the future application of this section.

(6) Nothing in subsection 79(5) permits the members to overturn or invalidate an act or part thereof taken at the time a validly made declaration was in effect.

ARTICLE XV: Respect of Bilingualism

Introduction

80(1) The Corporation must employ the English or French languages in its operations and associated communications, and provide services in either language if duly requested.

(2) The Corporation must treat communication through English and French languages with equal standing and respect in the following enumerated areas:

- (a) Marketing and Promotion;
- (b) Legal Affairs and Policy;
- (c) Human Resources Management;
- (d) Creative Design;
- (e) Finances;
- (f) Corporate Relations;
- (g) School Outreach;
- (h) Media Relations; and
- (i) Government Relations.

(3) The enumeration of certain areas in subsection 80(2) shall not be construed as to limit bilingual communication in other areas not specifically identified in the aforementioned provisions.

(4) The Corporation reserves the authority and discretion to provide services solely in either language, depending on the context and intention.

(5) Where an edition or translation of a document or similar publication does not exist, the Corporation must attempt to provide adequate interpretation assistance to an individual upon request.

(6) Any translation or interpretation of information imparted in a document or similar publication of the Corporation shall remain consistent with the intention, facts, context, and interpretation formed by the author of the original document or publication.

(7) Communications in either English or French, received through electronic or telephonic means by the Federation shall be adequately replied to in the language in which it was initially sent.

Employment and Proficiency

81(1) No individual shall be denied employment or membership to the Corporation on the grounds of linguistic ability or disability.

(2) The Human Resources Officer, in circumstances where proficiency in one language is requisite for the adequate satisfaction of the duties and responsibilities of a position, may disapply the requirement in subsection 81(1).

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