



Bylaws

Article 1 - General

- 1.1. Purpose - These Bylaws relate to the general conduct of the affairs of The Foundation for Student Science and Technology, a corporation incorporated under the **Canada Not-for-Profit Corporations Act, S.C. 2009, c.23**, as amended and hereby referred to as the "Corporation" in these Bylaws.
- 1.2. Definitions - The following terms have these meanings in these Bylaws:
 - 1.2.1. Act - the Canada Not-for-Profit Corporations Act, S.C. 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.
 - 1.2.2. Articles - the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
 - 1.2.3. Auditor - a Public Accountant, as defined in the Act, appointed by the Board of Directors by Ordinary Resolution, at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Board. The Auditor shall not be an Employee or a Director of the Corporation, nor affiliated with an Employee or Director of the Corporation.
 - 1.2.4. Board - the Board of Directors of the Corporation.
 - 1.2.5. Corporation – Foundation for Student Science and Technology.
 - 1.2.6. Days - shall mean total days, irrespective of weekends or holidays.
 - 1.2.7. Director - an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - 1.2.8. Officer - an individual appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
 - 1.2.9. Ordinary Resolution - a resolution passed by not less than a majority of the votes cast at a meeting of the Board for which proper notice has been given.
 - 1.2.10. Proposal - a proposal submitted by a Board member of the Corporation that meets the requirements of Section 163 of the Act.



- 1.2.11. Region - an organization representing a specific geographical area or identified population within Canada operating under a current affiliation agreement with the Foundation for Student Science and Technology.
- 1.2.12. Registered Address - the most recent address of record of a Board Member.
- 1.2.13. Regulations - the regulations made under the Act, as amended, restated or in effect from time to time.
- 1.2.14. Special Resolution - a resolution passed by a two-thirds majority of the votes cast at a meeting of the Board for which proper notice has been given.
- 1.3. Head Office - The head office of the Corporation shall be located in the City of Ottawa, in the Province of Ontario, at such address as the Board may, by Ordinary Resolution, determine.
- 1.4. Interpretation - In these Bylaws, words importing the masculine shall include the feminine and vice-versa, words importing the singular shall include the plural and vice-versa, and words importing persons will include bodies corporate.
- 1.5. Ruling on Bylaws - Except as provided in the Act the Board shall have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and the objects of the Corporation as stated in the Mission.
- 1.6. Conduct of Meetings - Unless otherwise specified in the Act or these Bylaws, meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).
- 1.7. Seal - The seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors and shall have the words "Foundation for Student Science and Technology" inscribed thereon. The corporate seal will be in the possession of the Executive Director under the authority of the Secretary.
- 1.8. No Gain for Members - The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

Article 2 - Finance and Management

- 2.1. Fiscal Year - The fiscal year of the Corporation shall end on **June 30**, or such other period as the Board may from time to time determine.



- 2.2. Auditor - At each Annual General Meeting the Board shall appoint an Auditor, by Ordinary Resolution, in accordance with the Act. The auditor will hold office until the next Annual General Meeting.
- 2.3. Annual Financial Statements - The Corporation shall send to the Board a copy of the annual financial statements and other documents referred to in Subsection 172(1) (Annual Financial Statements) of the Act.
- 2.4. Signing Authority - The Board shall make policies to designate who shall have signing authority, and in what amounts, for all financial transactions, contracts and documents conducted in the name of the Corporation.
- 2.5. Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 2.6. Borrowing - The Board shall make policies to govern the terms and conditions under which the Corporation may borrow funds as it deems necessary:
 - 2.6.1. From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - 2.6.2. To limit or increase the amount to be borrowed;
 - 2.6.3. To issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors; and
 - 2.6.4. To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.
- 2.7. Books and Records - The Board shall ensure that all books and records of the Corporation required to be kept by the Act or these Bylaws or any other statute or law are regularly and properly kept. All books and records will be available for viewing at the head office of the Corporation in accordance with the Act.
- 2.8. Financial Institutions - The banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time and all such banking



business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time.

Article 3 - Governance

Composition of the Board of Directors

3.1. Directors - The Board shall consist of not less than eight (8) and not more than twelve (12) Directors, the number of which will be determined by Ordinary Resolution of the Members, comprised of individuals who are drawn ideally from the following sectors:

- 3.1.1. Business;
- 3.1.2. Associations;
- 3.1.3. Secondary education;
- 3.1.4. Post-secondary educational institutions;
- 3.1.5. Interested individuals;
- 3.1.6. Students;
- 3.1.7. Government; and
- 3.1.8. Philanthropic organizations.

Powers of the Board

- 3.2. Powers of the Corporation - Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 3.3. Managing the Affairs of the Corporation - The Board shall make policies and procedures for managing the affairs of the Corporation in accordance with the Act and these Bylaws.
- 3.4. Discipline - The Board shall make policies and procedures relating to the discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.



- 3.5. Dispute Resolution - The Board shall make policies and procedures relating to the management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies and procedures.
- 3.6. Employment of Individuals - The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Corporation.
- 3.7. Other Duties - Perform any other duties from time to time as may be in the best interests of the Corporation.

Election and Appointment of Directors

- 3.8. Eligibility - Any individual who is 18 years of age or older and who has the power under law to contract, who has not been declared incompetent by a court, who does not have the status of bankrupt and is a member in good standing, may be nominated for election or appointment as a Director.

3.9. Accounting Designation - At least one (1) director shall have a CA or CGA designation.

- 3.10. Appointment - An appointment of a Director shall occur as follows:

- 3.10.1. Any eligible individual may be nominated by a Director with the support of at least one (1) other Director;

- 3.10.2. A nomination for appointment shall be presented to the Board as a notice of motion not less than 30 days prior to a vote on the nomination;

- 3.10.3. Approval of an appointment shall be by simple majority of the Directors; and

- 3.11. Terms - The Terms of the Directors shall be in accordance with the following:

- 3.12. Directors shall hold office for a term of three (3) years and shall hold office until they are reappointed, their successors have been appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office;

- 3.13. Staggered Terms - The terms of Directors shall be staggered as follows:

- 3.13.1. At the first Special General Meeting following the adoption of these Bylaws, one-third of the Directors shall be appointed for a term of one (1) year, one-third (1/3) of the Directors shall be appointed for a term of two (2) years, and the remaining Directors shall be appointed for a term of three (3) years; and

- 3.13.2. Thereafter all Directors shall be elected for a term of three (3) years.



- 3.14. Vacancy - Where the position of a Director becomes vacant for whatever reason, and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next annual meeting of members, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors or a failure to elect the minimum number of Directors provided for in the Articles.

Resignation and Removal of Directors

- 3.15. Resignation - A Director may resign from the Board at any time by presenting a notice of resignation to the Board. This resignation shall become effective on the date the Board accepts the request. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 3.16. Vacate Office - The office of any Director shall be vacated automatically:
- 3.16.1. If the Director is found by a court to be of unsound mind;
 - 3.16.2. If the Director becomes bankrupt, suspends payment, or compounds with their creditors, or makes unauthorized assignment, or is declared insolvent;
 - 3.16.3. If the Director becomes an employee or contractor of the Corporation;
 - 3.16.4. If the Director, without reasonable excuse, fails to attend two (2) consecutive meetings of the Board;
 - 3.16.5. If the Director is charged and/or convicted of any criminal offence related to the position; or
 - 3.16.6. Upon the Director's death.
- 3.17. Removal - A Director may be removed by majority vote of the voting Members in any Members meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.

Meetings of the Board

- 3.18. Number of Meetings - The Board shall hold at least three (3) meetings per year.



- 3.19. Call of Meeting - The meetings of the Board shall be at the call of the Chair or the Vice-Chair.
- 3.20. Notice - Written notice of Board meetings shall be given to all Directors at least fifteen (15) days prior to the date of the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 3.21. Quorum - At any meeting of the Board of Directors, quorum shall consist of a majority of Directors holding office.
- 3.22. Ordinary Resolution - Unless specified otherwise, questions shall be decided by Ordinary Resolution, where each Director is entitled to one (1) vote, and where the Chair of the meeting does not vote. In the event of a tie, the Chair shall cast a deciding vote. Voting shall be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot.
- 3.23. Absentee Voting - There will be no absentee or proxy voting by Directors.
- 3.24. Meetings by Telephone Conference - The Directors may meet by telephone conference provided that either the majority of Directors consent to such a meeting, or the holding of meetings by telephone conference has been approved by a resolution of the Board. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 3.25. Meetings by Other Electronic Means - The Directors may meet by other electronic means that permit each Director to communicate adequately with other Directors, provided that:
- 3.25.1. The Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues will be handled, the procedure for establishing quorum, and the procedure for recording votes;
 - 3.25.2. Each Director has equal access to the specific means of communication to be used; and
 - 3.25.3. Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 3.26. Closed Meetings - Meetings of the Board shall be closed to the public except by invitation of the Board.



Officers

- 3.27. Officers - The Officers of the Corporation are the Chair, the Vice-Chair, the Secretary, the Treasurer and such other officers as the Board of Directors may determine. Officers are appointed by the Board at the Board's first meeting following the Special General Meeting.
- 3.28. Appoint Other Officers - The Board may from time to time appoint Officers other than those identified in Article 3.27 who need not be Directors of the Corporation.
- 3.29. Term - The term of an Officer shall be for one (1) year, or until the Officer's successor is appointed.
- 3.30. Duties - The duties of the Officers are as follows:
- 3.30.1. The Chair shall be responsible for the general supervision of the affairs and operations of the Corporation, shall preside at the Annual and Special General Meetings of the Corporation and at meetings of the Board, and shall perform such other duties as may from time to time be established by the Board;
- 3.30.2. The Vice-Chair shall support and assist the Chair in all duties and exercise the powers of the Chair in the absence or disability of the Chair, and shall perform such other duties as may from time to time be established by the Board;
- 3.30.3. The Treasurer shall cause to be kept proper accounting records as required by the Act, shall supervise the deposit, management and disbursement of the funds of the Corporation, when required shall provide the Board with an account of financial transactions and the financial position of the Corporation, shall present audited financial statements to Members at the Annual General Meeting, and shall perform such other duties as may from time to time be established by the Board; and
- 3.30.4. The Secretary shall be responsible for the documentation of all amendments to the Corporation's Bylaws, shall ensure that all official documents and records of the Corporation are properly kept, shall have custody of the corporate seal, and shall perform such other duties as may from time to time be established by the Board.
- 3.31. Vacancy - Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a Director to fill the vacancy for the remainder of the Officer's term, except in the case of the Chair, where such vacancy shall be filled by the Vice-Chair for the remainder of the term.



- 3.32. Removal - An Officer may be removed by Special Resolution of the Board in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Committees

- 3.33. Other Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.
- 3.34. Terms of Reference - The Board shall establish the terms of reference and operating procedures for all committees, and may delegate any of its powers, duties or functions to any committee.
- 3.35. Chairs - The Board of Directors shall appoint a Director to act as Chair for each committee.
- 3.36. Quorum - A quorum for any committee shall be the majority of its voting members.
- 3.37. Vacancy - When a vacancy occurs on any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the membership of the committee as specified in the Corporation's policies and procedures.
- 3.38. Removal - The Board may remove any member it has appointed to any committee or dissolve any committee.

Remuneration

- 3.39. Remuneration - All Directors, Officers (except the Executive Director) and members of committees, including the Nominating Committee, shall serve their term of office without remuneration except for the reimbursement of reasonable expenses in accordance with policies approved by the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation.

Conflict of Interest

- 3.40. Conflict of Interest - In accordance with Section 141 of the Act, a Director, Officer, or member of a committee who has an interest, or who may be perceived as



having an interest, in a proposed contract or transaction with the Corporation shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

Article 4 – Annual General Meetings

- 4.1. Notice - Written notice of meetings shall be given to all Directors at least thirty (30) days prior to the date of the meeting. Notice shall contain a proposed agenda and reasonable information to permit Directors to make informed decisions at the meeting.
- 4.2. Annual General Meeting - The Corporation shall hold an Annual General Meeting of Directors at such time and place as may be determined by the Board and which shall be held no later than fifteen (15) months after the last Annual General Meeting and six (6) months after the end of the previous fiscal year, as required by the Act. At every Annual General Meeting, in addition to other business that may be transacted, the financial statements and the report of the auditor will be presented.
- 4.3. Notice - Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Directors to make informed decisions, and shall be given to each Director by telephonic, electronic or other communication facility to each Director entitled to vote at the meeting during a period of 21-35 days before the day on which the meeting is to be held.
- 4.4. Change in Notice Requirements - Pursuant to Section 197(1) of the Act (Fundamental Change), a special resolution of the Directors is required to make any amendment to the Corporation's Bylaws to change the manner of giving notice to Directors entitled to vote at a Board meeting.
- 4.5. Meetings by Electronic Means - A meeting of Directors may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 4.6. Participation in Meetings by Electronic Means - Any Directors entitled to vote at a meeting may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.



- 4.7. Quorum - A quorum for any committee shall be the majority of its voting Directors.
- 4.8. Voting - Unless specified otherwise, questions at meetings shall be decided by Ordinary Resolution, where the Chair will cast a vote to resolve a tie. An abstention from voting shall not be counted as a vote. Voting shall be by a show of hands, orally or electronic ballot, unless a majority of Directors approve a secret ballot.
- 4.9. Adjournment - A meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as if it was a new meeting.
- 4.10. Closed Meetings - Meetings shall be closed to the public except by invitation of the Board, excluding the Auditor.

Article 5 - Indemnification

- 5.1. Shall Indemnify - Subject to the provisions of these Bylaws and Sections 151(3) and (4) of the Act, the Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director, Officer and Committee Member from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or Committee Member.
- 5.2. Shall Not Indemnify - The Corporation shall not indemnify a Director, Officer, Committee Member or any other individual for acts of fraud, dishonesty, unlawful conduct, or bad faith.
- 5.3. Insurance - The Corporation may purchase and maintain insurance for the benefit of its Directors, Officers and Committee Members, as the Board may determine.

Article 6 - Notice

- 6.1. Written Notice - In these Bylaws, written notice shall mean notice that is hand-delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Corporation, Director, Committee Member, as the case may be.
- 6.2. Date of Notice - Date of notice shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.



- 6.3. Error in Notice - The accidental omission to give notice of a meeting of the Directors or Committee Members, the failure of any Director or Committee Member to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the meeting.

Article 7 - Amendment of Bylaws

- 7.1. Directors Voting - Except for the items set out in Subsection 197(1) of the Act (Fundamental Changes), these Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the Bylaw, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the Bylaws. The Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- 7.2. Notice in Writing - Notice of proposed amendments to these Bylaws, general rules, regulations shall be provided to Directors at least twenty-one (21) days prior to the date of the Board's meeting at which it is to be considered.

Article 8 - Fundamental Changes

- 8.1. Fundamental Changes - Section 197 of the Act requires a special resolution (2/3 vote) of all Directors (whether voting or non-voting) to make the following fundamental changes to the Bylaws or articles of the Corporation. Fundamental changes are defined as follows:
- 8.1.1. Change in the Corporation's name;
 - 8.1.2. Change in the Province in which the Corporation's registered head office is situated;
 - 8.1.3. Add, Change or remove any restriction on the activities that the Corporation may carry on;
 - 8.1.4. Subject to Section 133 of the Act, increase or decrease the maximum or minimum number of Directors;
 - 8.1.5. Change the statement of the purpose of the Corporation;
 - 8.1.6. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;



8.1.7. Add, change or remove any other provision that is permitted by this Act to be set out in the articles.

Article 9 - Dissolution

9.1. Dissolution - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated not-for-profit Canadian organization as determined by the Board.

Article 10 - Adoption of Bylaws

10.1. Adoption by Board - These Bylaws are adopted by the Corporation's Board of Directors at a meeting of the Board duly called and held on **March 28, 2013**.

10.2. Repeal of Previous Bylaws - In ratifying these Bylaws, the Board of the Corporation repeal all prior Bylaws provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Policy Section: Governance
Approved by: Board, Members
Date Approved: Friday, December 12, 2014
Date Effective: Monday, December 15, 2014
Date Last Amended: Tuesday, October 28, 2014
Contact: Chairperson