

Youth Science London

BY- LAWS

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BY-LAWS

1 GENERAL

- 1.1 Purpose: These by-laws relate to the general conduct of the affairs of Youth Science London.
- 1.2 Definitions: The following terms have these meanings in these by-laws:
 - 1.2.1 Youth means students attending school;
 - 1.2.2 General Public means all age groups in the community at large;
 - 1.2.3 Board means the Board of Directors;
 - 1.2.4 Committee means a sub-committee of the Board of Directors.
 - 1.2.5 Region means the counties of Elgin, Middlesex and Oxford, Ontario, Canada.
 - 1.2.6 Director means a member of the Board of Directors;
 - 1.2.7 Act means the most recent version of the Corporation Act and the Corporations Information Act.
 - 1.2.8 Corporation means the Youth Science London.
- 1.3 Administrative Office: The general business of Youth Science London may be conducted throughout the region; however the administrative office shall be located in London, in the Province of Ontario.
- 1.4 Interpretation: In these by-laws, words stating the male gender shall include the female gender as well as corporate bodies, and words stating the singular shall include the plural and vice-versa.
- 1.5 Ruling on by-laws: Except as provided in the Corporation Act and the Corporations Information Act, the Board shall have the authority to interpret any provision of these by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and the objects of the Corporation.
- 1.6 Conduct of meetings: Unless otherwise specified in the Act, the Constitution or these by-laws, meetings of members and meetings of the Board shall be conducted according to the principles described in “The Guide to Better Meetings for Directors of Non-Profit Organizations” by Eli Mina, publisher Canadian Society of Association Executives, 2000. Issues that require formal processes will be adjudicated using Roberts Rules of Order (the most current edition).

2 MEMBERS OF THE CORPORATION

- 2.1 The Members of the Corporation are the members of the Board of Directors.
- 2.2 Notice of meetings is to be communicated by telephone or other electronic communication means, between 7 and 35 days before the meeting.

3 ACTIVITIES

- 3.1 To assist the scientific and teaching professions in their active support of scientific progress and education among the Youth and General Public of the Region.
- 3.2 To co-ordinate activities in the Region of the Youth and General Public in matters concerning science and technology.
- 3.3 To encourage Youth in the Region to consider vocations in science and technology and to stimulate a better understanding of the role of these fields in local, regional, national and international affairs.
- 3.4 To help Youth to develop essential critical thinking, problem solving, team work and personal management skills.
- 3.5 To recognize creativity and achievement in science and technology.
- 3.6 To provide Youth and the General Public with opportunities to experience the thrill and challenge of science and technology.

4 PROGRAMS

Youth Science London is a regional organization for leadership in extra-curricular science and technology education. The major elements of our programs are:

- 4.1 Thames Valley Science and Engineering Fair;
- 4.2 London District Science Olympics;
- 4.3 Science Mentoring;
- 4.4 Professional Development in Science;
- 4.5 Other programs determined by the Board that deal with the quality of science and technology education, career opportunities for Youth and the region's ability to compete in a science and technology driven global economy.

5 FUNCTIONS

Youth Science London is principally involved in the following functions:

- 5.1 The solicitation and financial management of funds for all Youth Science London's programs, projects and activities;

- 5.2 The definition, development, piloting, regional implementation and ongoing evaluation of the various programs;
- 5.3 Ensuring that the obligations and continuity of the programs are satisfied;
- 5.4 The initiation and administration of standards appropriate to the programs;
- 5.5 The creation and maintenance of co-operative alliances with professional, scientific, engineering, business and government organizations which complement Youth Science London's goals;
- 5.6 The management of relevant contracts;
- 5.7 The acquisition, development and distribution of relevant educational materials;
- 5.8 The recognition of student, teacher and volunteer achievement in the broad field of science and technology education in the Region;
- 5.9 The recognition and involvement of Youth in regional, national, and international science and technology competitions and events.

6 GOVERNANCE

6.1 Board of Directors

- 6.1.1 The property and business of Youth Science London shall be governed by a Board of not less than nine (9) and not more than twenty (20) persons.
- 6.1.2 A quorum shall consist of a simple majority (50% plus one) of the number of directors on record.
- 6.1.3 The Board is legally responsible for the affairs of The Youth Science London as prescribed in the By-laws, the Canada Not-for-profit Corporations Act, the Federal income Tax Act (specifically sections dealing with registered Charitable Organizations) and any other relevant federal or provincial (Ontario) legislation..

6.2 Appointment of Directors to the Board

- 6.2.1 The Board may appoint an individual at any time during the year to serve on the Board.
- 6.2.2 The appointment of Board members will be by majority vote of the Board members of record
- 6.2.3 Board members are appointed for a one-year, renewable term.
- 6.2.4 Any member of the Board is eligible for the position of Officer of the Corporation.
- 6.2.5 Directors must be 18, individuals and have capacity under law to contract.

6.3 Removal of Directors from the Board

- 6.3.1 A retiring director shall vacate his position on the Board at the dissolution or adjournment of the meeting at which his position is declared vacant.

- 6.3.2 A director's position shall be declared vacant:
 - 6.3.2.1 at the end of the term of office;
 - 6.3.2.2 if a director delivers a letter of resignation to the Chair of the Board;
 - 6.3.2.3 if a director, without providing appropriate reasons in writing to the Secretary of the Corporation, is absent from three consecutive Board meetings;
 - 6.3.2.4 upon death;
 - 6.3.2.5 A director may resign his position as an Officer of the Corporation and still continue as a director;
 - 6.3.2.6
- 6.4 The Functions of the Board
 - 6.4.1 The Board shall set the direction and priorities of The Youth Science London by approving the policies, strategies, and goals, and by authorizing the human and financial resources needed to achieve the above.
 - 6.4.2 The Board may create Committees from time to time, as deemed necessary to implement its programs.
 - 6.4.3 The Finance Committee, the Regional Science Fair Committee and the Regional Science Olympics Committee will be standing Committees of the Board.
 - 6.4.4 Powers of the Board are absolute and the Board shall be accountable, subject to the provisions of the letters patent and the Canada Not-for-profit Corporations Act.
- 6.5 Remuneration of Directors
 - 6.5.1 Directors shall not receive any stated remuneration for their services. However, expenses associated directly with their attendance at each regular or special meeting will be allowed according to a schedule of reimbursements formulated by the Board.
- 6.6 Meetings of the Board
 - 6.6.1 Directors - The Board of Directors shall meet as often as necessary to properly manage the corporation. They will meet a minimum of twice (2) a year. The Board may be called to meet at any time and at a place to be determined by the Directors.
 - 6.6.2 Meetings may be held at any place the Chair may determine.
 - 6.6.3 Meetings may be held at any time provided written notice has been given to each Board member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of Board members.
 - 6.6.4 Quorum for meetings is a simple majority of the total number of Board

members of record.

- 6.6.5 Each member of the board has one vote on each issue brought to the board for consideration.
- 6.6.6 All meetings, except the Annual General Meeting, may be held using telephone or video conferencing.
- 6.6.7 Additional deliberations, or voting, may be conducted via electronic communication as required.
 - 6.6.7.1 The technology must permit all directors participating in the meeting to communicate adequately with each other
 - 6.6.7.2 Each director must consent in advance to the method of communication and have equal access.
 - 6.6.7.3 A simple majority of the Board is required in order to hold such a meeting.
 - 6.6.7.4 The Chair will poll the members for establishing quorum and recording votes.
 - 6.6.7.5 In circumstances that prevent a Board member from attending a meeting in-person, he/she may participate via telephone / teleconferencing. This person counts towards quorum, and can vote.
- 6.6.8 One meeting a year, held after the Auditors report is available, will be designated the *Annual General Meeting*. The agenda for this meeting shall include:
 - 6.6.8.1 The minutes from the previous Annual General Meeting.
 - 6.6.8.2 A review of the financial reports.
 - 6.6.8.3 A review of the auditor's report.
 - 6.6.8.4 Appointment of the Auditor for the next fiscal year.
- 6.6.9 One meeting a year, held between June and September inclusive, will be held to elect:
 - 6.6.9.1 Board members.
 - 6.6.9.2 New Officers of the Corporation.
- 6.7 Auditor
 - 6.7.1 The Auditor will be appointed at the Annual General Meeting.
 - 6.7.2 The Auditor will audit the financial statements, and present a report at the following Annual General Meeting.
- 6.8 Officers of the Corporation
 - 6.8.1 The Officers of the Corporation are the Chair, the Vice-Chair, the Treasurer, the Secretary, and such other officers as the Board of Directors may determine.

- 6.8.2 Officers will be elected by the Board at the Annual General Meeting. The term of an Officer shall be for a renewable term of one (1) year, or until the Officer's successor is appointed.
- 6.8.3 The Board may remove an Officer from this role by simple majority vote, with or without cause.
- 6.8.4 Officers shall not receive any stated remuneration for their services. However, expenses associated directly with their attendance at each regular or special meeting will be allowed according to a schedule of reimbursements formulated by the Board.
- 6.8.5 The duties of the Chair are to:
- 6.8.5.1 be responsible for setting all meetings of the Board and the general management of the business of The Youth Science London
 - 6.8.5.2 preside at the meetings of the Board;
 - 6.8.5.3 perform such other duties as may from time to time be established by the Board;
 - 6.8.5.4 sign the minutes of meetings and other documents relating to the corporate records;
 - 6.8.5.5 sign all other documents requiring the signatures of an Officer of The Youth Science London;
 - 6.8.5.6 establish a formal reporting process for all Committees of the Board.
- 6.8.6 The duties of the Vice-Chair are to:
- 6.8.6.1 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.
- 6.8.7 The duties of the Treasurer are to:
- 6.8.7.1 review the records of receipts and disbursements belonging to The Youth Science London;
 - 6.8.7.2 ensure all monies are deposited and that other valuable effects in the name and to the credit of Youth Science London are secure and kept in such depositories as may be designated by the Board from time to time;
 - 6.8.7.3 monitor the disbursement of the funds of Youth Science London as ordered by the Board or its designates, verify that proper vouchers are used for disbursements;
 - 6.8.7.4 act as Chair of the Finance Committee and report on behalf of the Finance Committee to the Chair, and the Board at the regular meetings, or whenever may be required, an account of the financial position of The Youth Science London ;

6.8.7.5 perform other related duties as may from time to time be required by the Board.

6.8.7.6 serve as one of the designated signing authorities.

6.8.7.7 Act as the Custodian of the Corporate Seal

6.8.8 The duties of the Secretary are to:

6.8.8.1 ensure that all official documents and records of the Corporation are properly kept;

6.8.8.2 attend all Board and Special Meetings of Youth Science London ;

6.8.8.3 record all votes and minutes of all proceedings in the books to be kept for that purpose.

6.8.8.4 perform such other related duties as may from time to time be required by the Board

6.9 Standing Committees of the Board

The Board shall create the following standing Committees. Each standing Committee shall be chaired by a director and report to the Board.

6.9.1 Finance Committee

6.9.1.1 Purpose and Role of Committee: To assist the Board in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board regarding:

6.9.1.1.1 financial information, including financial statements, that will be provided to the Board of Directors and other stakeholders;

6.9.1.1.2 strategic financial plans and the annual operating budget;

6.9.1.1.3 the systems of internal controls;

6.9.1.1.4 external audit requirements and processes;

6.9.1.1.5 investment management activities.

6.9.1.2 Duties and Responsibilities

6.9.1.2.1 advising the Board on all financial matters affecting London District Science and Technology Fair;

6.9.1.2.2 assessing the requirement for an audit and if necessary, selecting auditors for appointment by reviewing scope of the audit and approving the audit fees involved;

6.9.1.2.3 receiving and reviewing the {audited} financial statements of London District Science and Technology Fair as to

- reasonableness of presentation, appropriateness of accounting principles and adequacy of disclosure prior to their submission to the Board;
- 6.9.1.2.4 reviewing and identifying potential financial and other risks, recommending approaches, insurance and other measures to mitigate risk;
- 6.9.1.2.5 receiving and reviewing the written annual report of the auditor;
- 6.9.1.2.6 recommending the annual budget to the Board;
- 6.9.1.2.7 reviewing on behalf of the Board contracts, agreements or other instruments involving the financial affairs of London District Science and Technology Fair which exceed \$25,000 and to make recommendations to the Board regarding appropriate action;
- 6.9.1.2.8 promoting transparency and accountability in all financial and planning activities of Youth Science London;
- 6.9.1.2.9 perform such other functions as may from time to time be assigned to the Committee by the Board.
- 6.9.1.3 **Committee Membership**
- 6.9.1.3.1 The Committee will consist of a minimum of three (3) and a maximum of five (5) members. The committee will be chaired by the Treasurer.
- 6.9.1.3.2 Members sitting on this Committee will ideally possess:
- 6.9.1.3.2.1 financial management skills and experience related to, non profits, fundraising and community development
- 6.9.1.3.2.2 commitment and interest in the mission of London District Science and Technology Fair
- 6.9.1.3.2.3 Regional experience or perspective;
- 6.9.1.3.2.4 willingness and ability to commit to the necessary time over a one (1) year period;
- 6.9.1.4 **Appointment**
- 6.9.1.4.1 The term of appointment shall be for one (1) year.
- 6.9.1.4.2 The Youth Science London Board shall appointment the Finance Committee members.
- 6.9.1.5 **Meeting Times and Locations**
- 6.9.1.5.1 Meetings may be held at any place as the Finance Chair may

determine.

6.9.1.5.2 Meetings may be held at any time provided written notice has been given to each Committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of Committee members.

6.9.1.5.3 Quorum for meetings is a majority of Committee members of record.

6.9.1.5.4 Normally the Committee would meet four (4) times per year.

6.9.1.5.5 All meetings may be held using telephone or video conferencing.

6.9.1.5.6 Additional deliberations may be conducted via e-mail between meetings as required.

6.9.1.6 Accountability and Communication: The Finance Committee is accountable to the Board of Directors. The Treasurer reports on its activities to the Board of Directors, and submits written recommendations as required for the Board's consideration.

6.9.2 Regional Science Fair Committee

6.9.2.1 Purpose and Role To organize and run London Regional Science and Technology Fair.

6.9.2.2 Duties and Responsibilities: Key responsibilities include:

6.9.2.2.1 Awards

6.9.2.2.2 Facilities

6.9.2.2.3 Fundraising.

6.9.2.2.4 Judging

6.9.2.2.5 Outreach

6.9.2.2.6 Publicity.

6.9.2.2.7 Registration

6.9.2.2.8 Safety

6.9.2.2.9 Volunteers

6.9.2.2.10 Web Site

6.9.2.3 Committee Membership

The Committee will be chaired by a member of the Board. The Chair will appoint the members of the Regional Science Fair

Committee.

6.9.2.4 The term of appointment shall be for one (1) year.

6.9.2.5 Meeting Times and Locations

6.9.2.5.1 Meetings may be held at any place as the Committee Chair may determine.

6.9.2.5.2 Meetings may be held at any time provided written notice has been given to each Committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of committee members

6.9.2.5.3 Quorum for meetings is a majority of Committee members of record.

6.9.2.5.4 Normally the Committee meets monthly from September to April.

6.9.2.5.5 All meetings may be held using telephone or video conferencing.

6.9.2.5.6 Additional deliberations may be conducted via e-mail between meetings as required

6.9.2.6 Accountability and Communication:

6.9.2.6.1 The Regional Science Fair Committee is accountable to the Board. The Chair of the Committee reports on its activities to the Board, and submits written recommendations as required for the Board's consideration.

6.9.3 London DistrictScience Olympics

6.9.3.1 Purpose and Role: To organize and run the London DistrictScience Olympics.

6.9.3.2 Duties and Responsibilities: This large committee requires many members to ensure a successful Science Olympics. Key responsibilities include:

6.9.3.2.1 Awards

6.9.3.2.2 Facilities

6.9.3.2.3 Events.

6.9.3.2.4 Judging

6.9.3.2.5 Outreach

6.9.3.2.6 Publicity.

6.9.3.2.7 Registration

6.9.3.2.8 Safety

6.9.3.2.9 Volunteers

6.9.3.2.10 Web Site

6.9.3.3 Committee Membership

The Committee will be chaired by a member of the Board. The Chair will appoint the members of the Regional Science Olympics Committee.

6.9.3.4 The term of appointment shall be for one (1) year.

6.9.3.5 Meeting Times and Locations

6.9.3.5.1 Meetings may be held at any place as the Committee Chair may determine.

6.9.3.5.2 Meetings may be held at any time provided written notice has been given to each Committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of committee members

6.9.3.5.3 Quorum for meetings is a majority of Committee members of record.

6.9.3.5.4 Normally the Committee meets once in February.

6.9.3.5.5 All meetings may be held using telephone or video conferencing.

6.9.3.5.6 Additional deliberations may be conducted via e-mail between meetings as required

6.9.3.6 Accountability and Communication:

6.9.3.6.1 The Regional Science Olympics Committee is accountable to the Board. The Chair of the Committee reports on its activities to the Board, and submits written recommendations as required for the Board's consideration.

6.10 Ad hoc Committees

The Board may create ad hoc committees for purposes of operational review, special (enabling) studies, etc. and may disband any of these ad hoc committees upon conclusion of their tasks. The Ad hoc committees shall report to the Board. The Board shall provide each ad hoc committee with terms of reference.

6.11 The Board, by simple majority, may remove the Chair of a Standing Committee or an Ad Hoc Committee at any time, with or without cause.

6.12 The Chairs of Standing or Ad Hoc Committees shall not receive any stated remuneration for their services.

- 6.13 Power of Directors - Directors may exercise all such powers of the Board except those explicitly excluded by the Canada Not-for-profit Corporation Act.
- 6.13.1 All Directors shall be indemnified by a general liability insurance policy.
- 6.13.2 Trust Funds - Board shall have the power to enter into an Agreement with a Bank or Trust Company for the purpose of creating a trust fund appropriate to the goals of The Youth Science London
- 6.13.3 Financial Year - The financial year of the operation of Youth Science London shall be November 1 - October 31.
- 6.14 Signature and Certification of Documents
- 6.14.1 Contracts, documents or any other instruments in writing requiring the signature of Youth Science London shall have the following signatures: The Chair and one of the treasurer or the Vice-Chair, and all contracts, documents and instruments in writing so signed shall be binding on Youth Science London without any further authorization or formality.
- 6.15 Rules and Regulations - The Board may prescribe such rules and regulations not inconsistent with the by-law relating to the management and operation of Youth Science London as they deem expedient.

7 INDEMNIFICATION

- 7.1 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.
- 7.2 The Corporation shall not indemnify a Director, Officer, Committee Member or any other individual for acts of fraud, dishonesty, or bad faith.
- 7.3 The Corporation may purchase and maintain insurance for the benefit of its Directors, Officers and Committee Members, as the Board may determine.

8 DISSOLUTION

- 8.1 Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the Corporation's remaining property shall be distributed or disposed of to charitable organizations that are also registered charities under the *Income Tax Act* (Canada)

9 AMENDMENTS OF BY-LAWS

- 9.1 By-laws of Youth Science London may be repealed or amended by two thirds (2/3) of directors of record at a duly called Board meeting.

9.2 They will come into force immediately following the end of the meeting where approval was granted.

10 ADOPTION OF BY-LAWS

10.1 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 26 day of June, 2012 and confirmed by the members of the Corporation by special resolution on the_26 day of June 2012.

Dated as of the 26 day of June, 2012.

Patrick Whippet

[Patrick Whippet (Chair, Youth Science London)].