



General Administrative Bylaws

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A by-law relating generally to the conduct of the affairs of

THE EDUCATION FOUNDATION OF OTTAWA

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BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of

THE EDUCATION FOUNDATION OF OTTAWA

BE IT ENACTED as a by-law of THE EDUCATION FOUNDATION OF OTTAWA (the “Foundation”) as follows:

1 INTERPRETATION

1.1 *Meaning of Words*

In this by-law and all other by-laws and resolutions of the Foundation, unless the context otherwise requires:

1.1.1. the singular includes the plural;

1.1.2. the masculine gender includes the feminine;

1.1.3. “Board” means the Board of Directors of the Foundation;

1.1.4. “*Corporations Act*” means the *Corporations Act*, R.S.O. 1990, chapter C.38, and any statute amending or enacted in substitution therefore, from time to time;

1.1.5. “documents”, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

1.1.6. “Executive Officers” means the persons who hold the offices enumerated in section 5.1;

1.1.7. “Foundation” means THE EDUCATION FOUNDATION OF OTTAWA.

1.2 *Corporations Act Terms*

All terms defined in the *Corporations Act* have the same meaning in this by-law and all other by-laws and resolutions of the Foundation.

2 HEAD OFFICE

The head office of the Foundation shall be in the City of Ottawa in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3 PURPOSES

The Education Foundation of Ottawa is an independent, charitably registered granting foundation. The objects for which the corporation is incorporated are to receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable organizations that are also registered charities under the *Income Tax Act (Canada)* for groups of children who are considered to be at risk or have other significant needs.

4 BOARD OF DIRECTORS

4.1 *Board of Directors*

The role of the Board is to govern the organization. Subject to the provisions of any special resolution changing the number of directors, the affairs of the Foundation shall be managed by a Board of Directors (herein referred to as the “Board”) consisting of a maximum of 15 Board Members, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office, will be a member of the Foundation.

4.1.1 *Composition of Board*

Up to ten members from the community and private sector
Chair, Ottawa-Carleton District School Board (ex-officio)
Director of Education, Ottawa-Carleton District School Board (ex-officio)
Principal, Elementary, Ottawa-Carleton District School Board
Principal, Secondary, Ottawa-Carleton District School Board
Executive Director, Education Foundation of Ottawa (non-voting)

4.2 *Qualifications*

Each director shall:

- 4.2.1 be at the date of the election of the person as, and thereafter remain throughout the term of office, a member of the Foundation who is qualified by the terms of section 8.3 to hold office;
- 4.2.2 be at least eighteen (18) years of age (with the exception of the Student Director, however the student must be at least eighteen (18) years of age to vote at Board Meetings);
- 4.2.3 not be an undischarged bankrupt nor a mentally incompetent person; and
- 4.2.4 be a Canadian resident within the meaning of the *Income Tax Act (Canada)*, as same may be amended from time to time.

If a person ceases to be a member of the Foundation who is qualified by the terms of section 8.3 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.8.

4.3 *Representation*

The election of directors shall take place at each annual general meeting of the Foundation by the members of the Foundation.

4.4 *Nominating Committee*

The Board shall appoint a nominating committee consisting of not less than three directors at least twelve (12) weeks prior to each annual general meeting. The board shall appoint one person as the chairperson. The appointment of a member to the nominating committee shall not disqualify that member from election as a director or officer.

4.5 *Nominations*

The nominating committee shall prepare a list of candidates for elected directors, and shall forward it to the secretary not less than six (6) weeks prior to the annual general meeting together with a statement of the addresses, occupations and relevant experience and interests of the nominees.

4.6 *Publication*

The secretary shall send notice of the said list at least three (3) weeks prior to the annual general meeting in the said statements.

4.7 *Ex-Officio Directors*

There shall be two voting ex-officio directors of the Board; the Chair of the Board of Trustees of the Ottawa-Carleton District School Board and(OCDSB) the Director of Education, OCDSB.

4.8 *Vacancies*

Vacancies in the Board of Directors, however caused, may be filled by election by a vote of 2/3 of the Directors.

4.9 *Removal of Directors*

The members of the Board may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration date of the term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed director.

4.10 *Quorum*

Quorum for board meetings shall be 50% plus one (1) of the voting members of the Board.

4.11 *Regular Meetings*

Meetings of the Board and of the Executive Committee may be held at any place within or outside Ontario, as designated in the notice calling the meeting. The Board shall meet at least four times per year. One of these meetings shall be the Annual General Meeting. A yearly schedule of meetings shall be approved at the first meeting following the Annual General Meeting. Meetings may be held in person, via teleconference or via the internet.

4.12 *Notice of Meetings*

Subject to the provisions of section 4.11, notice of Board meetings shall be delivered, mailed, e-mailed or telephoned to each director not less than five (5) business days before the meeting is to take place. The statutory declaration of the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.13 *Call of Special Meetings*

Additional or special meetings of directors may be convened by the Chair of the Board or any three directors at any time. The secretary, when directed or authorized by the chair or any three directors, shall convene a meeting of directors. Every attempt shall be made to consult all board members before a date and time are finalized.

4.14 *Notice of Special Meetings*

The notice of special meetings shall specify the purpose of or the business to be transacted at the meeting. Electronic notice or hand delivered notice of any such meeting shall be given not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place to each director. Notice by mail shall be sent at least five (5) days prior to the date of any meeting of the board.

4.15 *Voting*

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.16 *Remuneration of Directors*

The Directors of the Foundation shall serve without remuneration. Reasonable out of pocket expenses incurred by a Director in the course of his or her duties may be reimbursed.

4.17 *Indemnities to Directors*

Every Director and officer of the Foundation and the heirs, executors and administrators, and estate and effects, of such Director and officer shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Foundation, from and against,

4.17.1 all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director or officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such director or officer in or about the execution of the duties of the office; and

4.17.2 all other costs, charges and expenses which such Director or officer sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by the willful neglect or default of such director.

4.18 *Insurance*

Subject to applicable law, the Education Foundation of Ottawa shall purchase and maintain such insurance for the benefit of its Directors and officers as the Board of The Education Foundation of Ottawa may from time to time determine.

4.19 *Protection of Directors and Officers*

No Directors or Officers of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Foundation through insufficiency or deficiency of title to any property acquired by the Foundation or for or on behalf of the Foundation or for the insufficiency of any security in or upon which any of the money of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through the wrongful and wilful act or through wrongful or the wilful neglect or default of such Directors or officer.

4.20 *Responsibility for Acts*

The Directors for the time being of the Foundation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Foundation, except such as shall have been submitted to and authorized or approved by the Board.

4.21 *Others Present*

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by delegate to attend to speak at, meetings of Board, but shall not be entitled to vote thereat.

4.22 *Conflict of Interest*

Members of the Board of Directors and their families shall not enter into any business arrangement in which they are interested either directly or indirectly with the Foundation except:

- i) on a written and competitive, sealed quotation basis, and
- ii) having declared any conflict of interest therein and having refrained from voting thereon

Notwithstanding the above, no disclosure is required of interest in any business transaction unless the interest and the transaction are both material as defined by the Board from time to time. The Chair of any meeting of the Board, or of any committee of the Board, shall request any member who has declared interest in any business or other financial arrangement with the Foundation which is being discussed to be absent during the discussion of and a vote upon the matter and the event shall be recorded in the minutes.

4.23 *Confidentiality*

Every Director, and employee(s) of The Education Foundation of Ottawa shall keep the confidentiality of matters brought before the Board, keeping in mind that unauthorized disclosures could adversely affect the interest of the Foundation. The Board shall give authority to one or more Directors or employee(s) of the Foundation to make disclosures to the news media or the public about Foundation matters.

5 OFFICERS

5.1 *Executive Officers*

Subject to the provisions of section 5.2, there shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer each who will serve for a term of two (2) years. Executive Officers shall be community representatives of the Board.

5.2 *Chair*

The Foundation may, by special resolution, provide for the election by the Directors from among themselves of a Chair of the Board and define the duties of such office. The Chair shall, subject to any special resolution of the Foundation, when present, preside at all meetings of the Board, the Executive Committee as well as all meetings of members of the Foundation. The Chair shall be the chief executive officer of the Foundation unless otherwise determined by special resolution of the Foundation or resolution of the Board. The Chair shall sign all documents requiring the signature of the Chair, and have the other powers and duties from time to time prescribed by the Board or incident to the office.

5.3 *Vice-Chair*

The Board shall elect a Vice-Chair. The Vice-Chair shall perform such duties from time to time prescribed by the Board or Executive Committee or incident to the office including to perform all the duties of the Chair in the absence of such person.

5.4 *Secretary*

The Executive Director of the Education Foundation of Ottawa shall be Secretary. The Secretary shall be ex-officio clerk of the Board or Executive Committee and shall attend all meetings of the Board and of the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and to directors; shall be the custodian of all books, papers, records, correspondence and documents belonging to the Foundation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee or incident to the office.

5.5 *Treasurer*

The Board shall elect a Treasurer. The Treasurer shall be the custodian of all the books of accounts and accounting records of the Education Foundation of Ottawa; shall be responsible for rendering to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Foundation; shall be responsible for co-operating with the auditors of the Foundation during any audit of the accounts of the Foundation; and shall be responsible for performing the other duties from time to time prescribed by the Board

or Executive Committee or incident to the office including to act as Chair of the Finance Committee.

5.6 *Executive Director*

Subject to the oversight and direction of the Board of Directors, the Executive Director is responsible for the day to day operations of the Foundation, and will provide leadership and proven skills in fund development, financial and administrative management, and program development.

5.6.1 *Board Administration Responsibilities*

The Executive Director shall:

- coordinate and ensure operation of the Foundation's Board of Directors
- support and provide the Board with adequate information to help members reach sound decisions and establish policies
- assist the Board with ongoing strategic planning
- assist in the recruitment, orientation, and training of new Board members
- supervise the implementation of Board-approved policies

5.6.2 *Fundraising Responsibilities*

The Executive Director shall:

- implement an effective fundraising plan
- prepare funding proposals, grant applications, and fundraising activities
- actively seek new revenue sources – corporate, foundation, and private – to meet financial goals
- develop and expand Foundation donor base

5.6.3 *Operations Responsibilities*

The Executive Director shall:

- provide leadership and direction for the Foundation
- coordinate management of financial and administrative procedures in order to maintain fiscally sound programs and accounting systems
- prepare annual budget and develop fundraising plan to meet financial goals
- supervise audits, preparation of expenditure reports, and all other fiscal reports
- oversee banking transactions and other filing requirements

5.6.4 *Community Relations Responsibilities*

The Executive Director shall:

- maintain working partnership with Ottawa-Carleton District School Board
- establish and maintain contacts with key individuals in both the public and private sectors
- represent the Foundation responsibly and professionally at public functions, including making effective public presentations
- participate in conferences, meetings, and community events to further the Foundation's goals and increase awareness and visibility of agency
- respond to press and media queries

5.7 *Other Officers*

The Board may appoint other officers, including without limitation, Honorary Officers, as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Foundation. The duties of all other officers of the Foundation appointed by the Board or Executive Committee shall be such as the terms of their engagement call for or the Board or Executive Committee prescribes.

6 ELECTION OF THE BOARD

6.1 *Rotation*

Subject to the provisions of the *Corporations Act*, directors, other than ex-officio directors, if any, shall be elected by members entitled to vote and shall retire in rotation.

6.2 *Re-election*

A Director is eligible for election two (2) years, and renewable up to a maximum of six (6) years, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such Director.

6.3 *Elections*

At each annual general meeting a number of Directors equal to the number of Directors retiring or equal to the number of vacancies can be elected for up to a two (2) year term by and from among members eligible to vote.

6.4 *Nominations*

Candidates for the office of Director shall include:

6.4.1. the list of candidates for office proposed by the Nominations Committee or by the Executive Committee; and

6.4.2 the list of candidates recruited according to Board approved policy

6.5 *Election Method*

Where:

6.5.1. the number of candidates nominated is equal to the number of offices to be filled, the secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

6.5.2. the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.6 *Forms*

The Board may prescribe the form of nomination paper and the form of a ballot.

7 EXECUTIVE COMMITTEE

7.1 *Composition*

The Chair, Vice-Chair, and Treasurer together with the Executive Director of The Education Foundation of Ottawa shall constitute the Executive Committee. The Board may fill vacancies in the Executive Committee by election from among its members. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

7.2 *Powers*

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board and the management and direction of the affairs and business of the Foundation in such manner as the Executive Committee shall deem best for the interest of the Foundation in all cases in which specific directions shall not have been given by the Board, other than the power to repeal, vary, add to or amend the by-laws of the Corporation.

7.3 *Procedures*

Subject to sections 7.4, 7.5 and 7.6 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at 50% plus one (1) members present or by teleconferencing, and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board on a regular basis.

7.4 *Quorum*

No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum (of voting members) of the Executive Committee is present. Quorum shall be 2 voting members present or via teleconferencing.

7.5 *Place of Business*

Meetings of the Executive Committee may be held at the head office of The Education Foundation of Ottawa or at any other place within or outside Ontario as specified in the notice calling the meeting.

7.6 *Notice of Meetings of the Executive Committee*

The Chair may upon written notice by any two (2) members of the Executive Committee requiring same shall within ten (10) days call a meeting of the Executive Committee, and notice specifying the time and place of such meeting shall be given to each member of the Executive Committee by telephone or e-mail. No notice is required if all members of the Executive Committee waive notice.

7.7 *Other Directors Present*

Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the director is present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such director shall not be included for the purpose of calculating a quorum.

8 MEMBERSHIP

8.1 *Composition*

Membership in the Foundation shall consist of all persons annually who have applied to be a member and their application has been approved by the Board of Directors.

8.2 *Holding Office*

No person who is not a member of The Education Foundation of Ottawa shall be qualified to hold office in the Foundation as a Director.

8.3 *Revocation of Membership*

Any member may be expelled from the Foundation by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

8.4 *Termination of Membership*

A member of the Foundation automatically terminates upon the happening of any of the following events:

- 8.4.1 if the person, in writing, resigns as a member of the Foundation;
- 8.4.2 if the member dies;
- 8.4.3 if the person otherwise ceases to be a Director of the Foundation.

8.5 *Annual General Meeting*

The annual general meeting of the members shall be held each year within the City of Ottawa, at a time, place and date determined by the Board, for the purpose of:

- 8.5.1 hearing and receiving the reports and statements required by the *Corporations Act* to be read at and laid before the Foundation at an annual general meeting;
- 8.5.2 electing such directors as are to be elected at such annual general meeting;
- 8.5.3 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor; and
- 8.5.4 the transaction of any other business properly brought before the meeting.

8.6 *General Meeting*

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

- 8.7 *Notice of Meetings*
Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each Director (and in the case of an annual general meeting to the auditor of the Foundation) by sending by prepaid mail to the last address of the addressee shown on the Foundation's records and notice will be given to other members through the local media.
- 8.8 *Quorum*
Quorum for annual general meetings shall be 50% plus one (1) of the voting members of the Board.
- 8.9 *Show of Hands.*
At all meetings of the members every question shall be decided by a show of hands unless otherwise required by a by-law of the Foundation or unless a poll is required by the Chair of the Board or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, shall have one vote. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Foundation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 8.10 *Chair*
In the absence of the Chair and/or Vice-Chair, the Directors entitled to vote present at any meeting of members shall choose another director as Chair.
- 8.11 *Polls*
If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

9 COMMITTEES

- 9.1 *Standing Committees*
There shall be a Finance Committee, a Fundraising Committee, a Review and Recommendation Committee, a Communication Committee, and a Governance Committee, and there may be such other Standing Committees and for such purposes as the Board may determine from time to time by resolution.
- 9.2 *Combined and Inactive Committees*
From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

- 9.3 *Ad Hoc Committees*
There may be such Ad Hoc Committees and for such purposes as the *Board* may determine from time to time by resolution outlining the objectives, scope and duration of the committee.
- 9.4 *Rules Governing Committees*
Except as otherwise provided by a by-law of the Foundation, all Committees other than the Executive Committee are subject to the following:
- 9.4.1. the Chair (who must be a Director) and members shall be appointed by the Executive Committee and ratified by the Board, from among the members of the Foundation who are qualified to hold office;
 - 9.4.2. in addition to the members of a Committee appointed pursuant to subsection 9.4.1, the Executive Committee, otherwise the Board, may appoint to any Committee, persons who are not Directors of the Foundation who are qualified to participate;
 - 9.4.3. a member of a Committee shall serve for a term ending at the annual general meeting of members following appointment, and is eligible for reappointment for one or more additional terms;
 - 9.4.4. each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Executive Committee, otherwise by the Board;
 - 9.4.5. each Committee shall first define the objectives, scope and duration of its work;
 - 9.4.6. each Committee shall be responsible to, and report after each meeting to the Executive Director to be included on the Foundation Board's agenda
 - 9.4.7. subject to any rules established by the Executive Committee, otherwise the Board, each Committee may establish its own rules or procedure and may appoint subcommittees.
- 9.5 *Executive Committee*
The Executive Committee shall:
- 9.5.1 consist of the Chair, Vice-Chair, Secretary and Treasurer
 - 9.5.2 manage the organizational structure and board operations
 - 9.5.3 manage the Executive Director
 - 9.5.4 administer the agency
 - 9.5.5 ensure legal requirements are met for maintaining non-profit and charitable status
 - 9.5.6 set spending policies, funding criteria
 - 9.5.7 develop policy and make recommends to the full board
- 9.6 *Finance Committee*
The Finance Committee shall:
- 9.6.1 advise the Board with respect to the annual budget and the monthly financial statements
 - 9.6.2 meet annually with the auditors to review the audited financial statements and make any recommendations to the Board

9.7 *Governance Committee*

The Governance Committee shall:

- 9.7.1 assess the Board's current composition and identify missing qualities and characteristics
- 9.7.2 develop and monitor the Foundation's overall approach to governance issues and, subject to approval by the Board, to implement and administer a system of governance which reflects superior standards of governance practices
- 9.7.3 review and make recommendations to the Board on all material non-arm's length transactions
- 9.7.4 advise the Board or any committees of the Board of governance issues which the Committee determines ought to be considered by the Board or any such committee;
- 9.7.5 develop and implement an orientation and educational program for new recruits to the Board in order to familiarize new directors with the business of the Foundation, its management and professional advisers and its facilities;
- 9.7.6 develop and implement a process for assessing the effectiveness of the Board, Board committees and the chairs thereof and to report and make recommendations to the Board thereon

9.8 *Fundraising Committee*

The Fundraising Committee shall:

- 9.8.1 develop an annual and long term fundraising strategy for approval by the full board
- 9.8.2 assist the Executive Director in fundraising activities that include special events, annual and endowment campaigns and other resource develop methods

9.9 *Review & Recommendation Committee*

The Review and Recommendation Committee shall:

- 9.9.1 review annual grant applications to the Education Projects Fund and make general recommendations concerning funding requests or funding policies to the Board for approval.

9.10 *Communications Committee*

The Communications Committee shall:

- 9.10.1 oversee development and implementation of a communications plan to increase public awareness and branding of the Foundation
- 9.10.2 represent the organization to the community; enhance the organization's image; including communications with the media

10 AUTHORIZATIONS

10.1 *Cheques, Drafts, Notes, etc*

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two of four authorized signing officers.

10.2 *Signing Officers*

The signing officers of the Education Foundation of Ottawa shall be the Chair and the Treasurer of the Board, the Director of Education (OCDSB) and the Executive Director of the Foundation.

10.3 *Execution of Documents*

Documents requiring execution by the Foundation may be signed as follows:

- i) deeds, transfers, licenses, contracts and engagements on behalf of the Foundation shall be signed by any two (2) officers or Directors of the Foundation.

10.4 *Books and Records*

The Board shall see that all necessary books and records of the Foundation required by the by-laws of the Foundation or by any applicable statute are regularly and properly kept.

11 BANKING ARRANGEMENTS

11.1 *Board Designate Bankers*

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business that the Board has designated as the Foundation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

11.1.1. operate the Foundation's accounts with the banker;

11.1.2. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

11.1.3. issue receipts for and orders relating to any property of the Foundation;

11.1.4. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

11.1.5. authorize any officer of the banker to do any act or thing on the Foundation's behalf to facilitate the banking business.

12 FINANCIAL YEAR AND AUDITORS

12.1 *Year Selected*

The financial year of the Foundation begins on September 1st and shall terminate on the 31st day of August in each year or on such other date as the Board may from time to time by resolution determine.

12.2 *Auditors Selected*

The auditors of the Foundation shall be confirmed annually at the Annual General Meeting.

13 NOTICE

13.1 *Computation of Time*

In computing the date when notice must be given under any provisions of the by-laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

13.2 *Omissions and Errors*

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Foundation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Foundation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

14 BY-LAWS AND AMENDMENTS, ETC.

14.1 *Enactment*

By-laws of the Foundation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the *Corporations Act*.

15 EFFECTIVE DATE

15.1 *Effective on Passing*

This by-law shall come into force without further formality upon its enactment.

ENACTED by the Board as of this _____ day of _____, 2006

Chair

Vice-Chair

Secretary

Treasurer