

Incorporation: College Association for Language and Literacy of Ontario

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The name of the corporation is **College Association for Language and Literacy of Ontario**.

1. The address of the head office of the corporation is **55 Queen Street East, Suite 207, Toronto, Ontario M5C 1R6**.
2. The head office of the corporation is situated in **City of Toronto** in the **Municipality of Metropolitan Toronto**.
3. Address of clubhouse or similar premises (if any) is **NOT APPLICABLE**.
4. The applicants who are to be the first directors of the corporation are:

Mary Jeannette Bernardo	23 Bramwell Drive, London, Ontario N6H 4X8
June Susan Baker	98 Winnipeg Avenue, Thunder Bay, Ontario P7B 3R2
Margery West	30 Pheasant Run Drive, Nepean, Ontario K2J 2R2
Judith Anne Clarke	1293 Contour Drive, Mississauga, Ontario L5H 1B3
Ronald C. Waldie	77 St. Clair Avenue East, Suite 405, Toronto, Ontario M4T 1M5
Kathleen E. Troy	53 Armstrong Avenue, Hamilton, Ontario L8H 1M7
Helen Patricia Ryans	RR 1, Bridgenorth, Ontario K0L 1H0

5. The objects for which the corporation is incorporated are:

The establishment and operation of an association for the purpose of:

- a) The advancement of literacy, language, and general education of the public through the community college system in the Province of Ontario;
- b) Promoting standards in the teaching profession for furthering literacy and language skills of students by
 - i) Providing regular professional education opportunities for community college professors;
 - ii) Providing means for effective interaction among communication and general education instructors;
 - iii) Holding conferences and meetings across the province;
- c) Promoting writing and language studies in the curricula of the community colleges;

and such other complementary purposes not inconsistent with these objects.

6. The special provisions are:

The Association shall have a Board of Directors which shall be responsible for overseeing all aspects of the organization's activities, especially for ensuring that those activities conform to the government guidelines regarding the operation of a non-profit corporation.

1. The Board of Directors shall consist of a fixed board of seven directors and in the event that the number of directors is changed by special resolution pursuant to Section 284 of the Corporations Act, the number of directors so fixed shall not be less than five or more than seven, and a minimum of five directors who shall be current professors from Ontario Colleges of Applied Arts and Technology.
2. The Board of Directors shall be representative of the regions of the Province of Ontario, and to effect this goal the members shall elect directors to the Board from each of not less than five regions.

REGION 1

Fanshawe College
Lambton College
St. Clair College

REGION 2

Conestoga College
Mohawk College
Niagara College

REGION 3

Georgian College
Sir Sanford Fleming College
Durham College

REGION 4

Algonquin College
St. Lawrence College
Loyalist College

REGION 5

(Metro West)
Sheridan College
Humber College

REGION 6

(Metro East)
George Brown College
Centennial College
Seneca College

REGION 7

Sault College
Northern College
Cambrian College
Canadore College
Confederation College

REGION 8

Collège Boréal
La Cité collégiale

3. The members of the Association shall be all of the Colleges of Applied Arts and Technology of Ontario, and any current professors from Ontario Colleges of Applied Arts and Technology who may apply for membership.
4. Directors will normally serve for terms of two years. To ensure continuity, appointments to the Board from Regions 2, 4, 6 and 8 shall be made in calendar years ending in even numbers; Regions 1, 3, 5, and 7 shall make appointments to the Board in calendar years ending in odd numbers, to the extent possible while maintaining representation by not less than five regions and in any event at least three directors shall retire from office in each year as required pursuant to Section 287 (5) of the Corporations Act.
5. No director may serve for consecutive two-year terms. After a minimum one-year hiatus, however, a former director may be re-appointed to the board. The original directors from

Regions 1, 3, 5, and 7 shall serve for a term of one year, and may be appointed to a subsequent two-year term

6. Should any director be unwilling or unable to complete their term of service, the colleges of that region may appoint a replacement to finish the term. The replacement director would not be eligible for the subsequent two-year term, without the requisite one- year hiatus.
7. Should a future Board of Directors decide to dissolve the Corporation, the assets of the Association, after payment of all just debts are to be given to an organization or organizations within the province of Ontario with objects similar to those of the Association.
8. Provided that, and only for such time and during such time as there are not less than seven (7) directors, the Board of Directors shall elect annually from their ranks an Executive Committee consisting of an Association President, a Treasurer, and a Secretary. This Executive committee shall undertake the management of the Association’s business as directed by the Board of Directors.
9. The names and residence addresses of the applicants are:

Mary Jeannette Bernardo	23 Bramwell Drive, London, Ontario N6H 4X8	College Professor
June Susan Baker	98 Winnipeg Avenue, Thunder Bay, Ontario P7B 3R2	College Professor
Margery West	30 Pheasant Run Drive, Nepean, Ontario K2J 2R2	College Professor
Judith Anne Clarke	1293 Contour Drive, Mississauga, Ontario L5H 1B3	College Professor
Ronald C. Waldie	77 St. Clair Avenue East, Suite 405, Toronto, Ontario M4T 1M5	College Professor
Kathleen E. Troy	53 Armstrong Avenue, Hamilton, Ontario L8H 1M7	College Professor
Helen Patricia Ryans	RR 1, Bridgenorth, Ontario K0L 1H0	College Professor

Signed by all applicants.

Certified by Ronald C. Waldie, Secretary, as follows:

1. that the Corporation is a representative body and two thirds of those Colleges represented by the Corporation will be members of the Corporation.

Dated 17th day of May, 1991.

By-Laws: College Association for Language and Literacy of Ontario

BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of College Association for Language and Literacy (herein called the "Corporation").

BE IT ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

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

- 1.01 "Act" means the Corporations Act, R. S. O. 1980, Chapter 95, and any statute that may be substituted therefor, and includes the Regulations made pursuant thereto;
- 1.02 "Regulations" shall mean Regulations made under the Act from time to time amended or substituted;
- 1.03 "appoint" includes "elect" and vice-versa;
- 1.04 "Letters Patent" means the original or restated constating documentation being the letters patent, or other instrument of incorporation of the Corporation, as amended from time to time;
- 1.05 "board" means the board of directors of the Corporation;
- 1.06 "by-laws" means all by-laws, including special by-laws of the Corporation in force and effect, as amended from time to time;
- 1.07 "Corporation" means this Corporation;
- 1.08 "meeting of members" includes an annual meeting of shareholders and a special meeting of members;
- 1.09 "non-business day" means Saturday, Sunday, and any other day that is a holiday as defined in the Interpretations Act (Ontario);
- 1.10 "recorded address" means, in the case of a member, its address as recorded in the register of the Corporation, and in the case of a director, officer, auditor or member of a committee of the Board, the latest address for such person as recorded in the records of the Corporation;
- 1.11 "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in a capacity as trustee, executor, administrator, or other legal representative;
- 1.12 "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation under this by-law or by a resolution passed pursuant to this by-law;

All the words and terms appearing in this by-law shall have the same definitions and application as in the Act.

2. HEAD OFFICE

The head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the province of Ontario (subject to change by special resolution) and at such place within the Municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix. The current head office is c/o Alexandra MacLennan, George Brown College, 200 King St E, Toronto, ON M5A 3W8.

3. DIRECTORS

4.01 Powers

The business and affairs of the Corporation shall be managed or supervised by a board of directors being composed of:

A board of directors, elected pursuant to the conditions outlined in by-law 7.

4.02 Resident Canadians

A majority of the directors shall be resident Canadians but where the Corporation has only one or two directors, one director shall be a resident Canadian.

4.03 Qualifications

Any individual, who is a member, may be a director of the Corporation, except a person who:

4.03.1 is less than eighteen years of age;

4.03.2 is of unsound mind and has been found so by a court in Canada or elsewhere;

4.03.3 has the status of a bankrupt; and,

4.03.4 Subject to Section 286 of the Act, each director shall be a member of the Corporation or shall become a member within ten (10) days after election or appointment as a director;

4.04 Election and Term

Subject to the provisions of the Act, and the Letters Patent of the Corporation, the election of directors shall take place at the first meeting of the members and at each succeeding annual meeting at which an election of directors is required and shall be by paper ballot and/or electronic vote, unless there is only one accepted nomination, in which case that individual is acclaimed. To ensure continuity, every effort should be made to hold elections for regions 1, 3, 5, 7 and elections for regions 2, 4, 6, 8 in alternating years.

The directors shall hold office for an expressly stated term in accordance with the Letters Patent in Corporation.

4.04.1 A director is eligible to serve as a member of the Executive (President, Vice President, Treasurer, Secretary) beyond the two-term limit, for a maximum of two two-year terms in an Executive position.

4.04.2 A maximum of three Directors at any one time may be members whose employment with the colleges is other-than-full-time, provided that they are employed at least two of three semesters in a three-semester period.

4.05 **Resignation**

A director may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the corporation or at the time specified in the resignation, whichever is later, provided that a director named in the articles shall not be permitted to resign any office held unless at the time the resignation is to become effective a successor is elected or appointed, or unless the Board of directors otherwise consents.

4.06 **Removal**

The members may, by ordinary resolution at an annual meeting remove any director or directors from office before the expiration of that director's term and may, by a majority of the votes cast at the meeting, elect any person to replace the removed director for the remainder of the term, subject to and in the manner provided by the Letters Patent of the Corporation.

4.07 **Vacation of Office**

A director ceases to hold office upon death, upon removal from office by the members, or upon ceasing to have the necessary qualifications, or earlier if the director shall have submitted a resignation as director; in which last-mentioned event the director shall cease to hold office at the latest of (i) the time when such resignation is sent or delivered to the corporation and (ii) the time, if any, specified in such resignation as the effective time of such resignation and (iii) the date that the consent of the Board of Directors provides, if such consent is necessary pursuant to paragraph 4.05 above.

4.08 **Vacancies**

Where a vacancy occurs on the board, a quorum of the directors then in office may appoint a person to fill the vacancy for the remainder of the term, except in the case of a vacancy resulting from an increase in the number of directors or the maximum number of directors required to be elected at any meeting of members.

If there is not a quorum of directors or if there has been a failure to elect the number of directors required by the Letters patent, or in the case of a variable board as required by special resolution, the directors then in office shall forthwith call a special meeting of members to fill the vacancy, and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

5. **MEETINGS OF DIRECTORS**

5.01 **Place of meetings**

Meetings of the board may be held at the registered office of the Corporation or at any other place within Ontario.

5.02 **Meetings by communications facilities**

Where all the directors are present at or participating in the meeting have consented thereto, any director may participate in a meeting of the board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such a meeting is deemed for the purpose of the Act and these by-laws to be present at the

meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all board or committee meetings.

5.03 Calling of meetings

Meetings of the board shall be held from time to time at such place, at such time and on such day as the president or a vice-president who is a director or any two directors may determine, and the secretary shall call meetings when directed or authorized by the president or by a vice-president who is a director or by any two directors.

Notice of every meeting so called shall be given to each director not less than seven days (excluding any part of a Sunday and of a holiday as defined by the Interpretation Act) before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting.

A notice of a meeting of directors need not specify the purpose or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

5.04 Regular meetings

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named.

A copy of any resolution of the board fixing the place and time of 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 meetings.

5.05 Attendance of auditors

The auditors of the Corporation, if any, shall be entitled to attend and be heard at meetings of the board, on matters relating to their duties as auditors.

5.06 First meeting of new Board

Each newly elected board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following a meeting of members at which such board is elected, provided that a quorum of directors is present.

5.07 Quorum

Where the Corporation has only one director, that director may constitute a quorum for the transaction of business at any meeting of the board.

Where the Corporation has two directors both directors of the Corporation must be present at any meeting of the board to constitute a quorum.

Subject to the articles or by-laws of the corporation a majority of the number of directors required by the articles constitutes a quorum at any meeting of directors but in no case shall a quorum be less than four-sevenths of the number of directors, as the case may be.

5.08 Resident Canadians

Directors shall not transact business at a meeting of the board unless a majority of the directors present are resident Canadians.

However, directors may transact business at a meeting of the board where a majority of resident Canadian directors is not present if,

- 5.08.1 a resident Canadian director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting, and
- 5.08.2 a majority of resident Canadian directors would have been present had the director been present at the meeting.

5.09 Chair

The Chair of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and is a director and is present at the meeting:

- 5.09.1 President, or
- 5.09.2 Vice-President

If no such officer is present, the directors present shall choose one of their members to be Chair.

5.10 Votes to govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

5.11 Casting vote

In the case of an equality of votes on any question at a meeting of the board, the Chair of the meeting shall be entitled to a second or casting vote.

5.12 Disclosure of interests in contracts

Every director or officer of the Corporation who is a party to a material contract or proposed material contract with the Corporation, or is a director or an officer or has a material interest in any corporation which is party to a material contract or proposed material contract with the Corporation shall disclose in writing to the corporation or request to have entered in the minutes of the meeting of directors the nature and extent of their interest as required by section 132 of the Act.

5.13 Resolution in lieu of meeting

A resolution in writing, agreed to by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes.

6. REMUNERATION AND INDEMNIFICATION

6.01 Remuneration

In addition, directors shall be paid sums in respect of their out-of-pocket expenses incurred in performing their requested duties on behalf of the Corporation and in attending board, committee, or members' meetings or otherwise in respect of the performance by them of their duties as the board may from time to time determine but shall not otherwise be remunerated for their services as directors.

6.02 Limitation of liability

No director 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 other act for conformity, or for any loss,

damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on the part of that director, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the office held or in relation thereto, unless the same are occasioned by the director's own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

6.03 Indemnity of directors and officers

Except as provided in section 136 of the Act, every director and officer of the Corporation, every former director and officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and the heirs and legal representatives of a director shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which the director is made party by reason of being or having been a director or officer of such corporation or body corporate, if,

6.03.1 the director acted honestly and in good faith with a view to the best interests of the Corporation; and

6.03.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director had reasonable grounds for believing that their action was lawful.

6.04 Insurance

Subject to the limitations contained in the Act, the corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

7. OFFICERS

Election or appointment

At the Annual General Meeting, in conjunction with the election of new directors, members will elect an Executive consisting of a President, Vice President, Treasurer, and Secretary. Any two of the said offices may be held by the same person.

To ensure continuity, every effort should be made to hold elections for regions 1, 3, 5, 7 and election for regions 2, 4, 6, 8 in alternating years.

7.01 Removal of officers

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time with or without cause, without prejudice to such officer's rights under any employment contract. Otherwise, each officer elected or appointed by the board shall hold office until their successor is elected or appointed.

7.02 President

The president shall be the chief executive officer of the corporation.

The president shall, if present, preside at all meetings of the members and of the board of directors and shall be charged with the general supervision of the business and affairs of the Corporation except the power to do anything restricted by the Act.

7.03 Vice-President

The vice-president, or if there are more than one, the vice-presidents in order of seniority (as determined by the board) shall be vested with all the powers and shall perform all the duties of the president in the absence or disability or refusal to act of the president, except that he or she shall not preside at meetings of the directors or members unless he or she is qualified to attend meetings of directors or members as the case may be.

If a vice-president exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

A vice-president shall also perform such duties and exercise such powers as the president may from time to time delegate to them as the board may prescribe.

7.04 Secretary

The secretary shall attend all meetings of the directors, shareholders and committees of the board and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, when instructed, notices required to be given to shareholders, directors, auditors and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other duties as may from time to time be prescribed by the board.

7.05 Treasurer

The treasurer shall keep, or cause to be kept proper accounting records as required by the Act; the treasurer shall deposit or cause to be deposited all monies received by the corporation in the Corporation's bank account; the treasurer shall, under direction of the board, supervise the safekeeping of securities and the disbursements of the fund of the Corporation;

7.05.1 the treasurer shall render to the board, whenever required, an account of their transactions as treasurer of and of the financial position of the Corporation;

7.05.2 and the treasurer shall perform such other duties as may from time to time be prescribed by the board.

7.06 Conference manager

The directors shall appoint a conference manager in each year, who need not be a director. The conference manager shall report to all meetings of the board and be authorized to enter into contracts for conference proceedings for the current year and perform such other duties as may from time to time be prescribed by the board.

7.07 Other officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

7.08 Variation of duties

From time to time the board may vary, add to or limit the powers and duties of any officer or officers, but shall not delegate to any officer any of the powers set forth in sub-section 127 (3) of the Act.

7.09 Agents and attorneys

The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

7.10 Fidelity bonds

The board may require such officers, employees and agents of the Corporation as it deems advisable to furnish bonds for the faithful performance of their duties, in such form and with such surety as the board may from time to time prescribe.

8. Members

8.01 Membership

The membership shall consist of the applicants for the incorporation of the corporation for so long as they otherwise qualify as such, all community colleges in Ontario and such other individuals as apply and are admitted as members as provided by the Letters Patent.

8.02 Dues

There shall be no dues or fees payable by members in accordance with the provisions of the Letters Patent of the Corporation.

8.03 Annual and other meetings of members

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of directors may determine and on such day as the said directors shall appoint. The agenda shall be circulated not later than two weeks prior to the general meeting.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, phone call, or e-mail, ten days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all members of the Corporation are present thereat and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

8.04 Error or omission in notice

No accidental error or omission in giving notice of any annual general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the phone number, e-mail address, or physical address of any member, director or officer shall be their last phone number, e-mail address, or physical address recorded on the books of the Corporation.

8.05 Adjournments

Any meeting of the corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum if (sic) present.

8.06 Quorum of members

A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen members representing at least three regions.

8.07 Voting of members

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote.

At all meetings of members every question shall be decided by a majority of votes of the members present in person unless otherwise required by the by-laws of the corporation, or by law. Every question shall be decided in the first instance by a ballot, with every member having the right to one vote. The result of such poll shall be deemed to decision of the Corporation.

9. FINANCIAL YEAR

9.01 Fiscal year

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the fiscal year of the Corporation shall terminate on the 30th day of September in each year.

10. Cheques etc.

10.01 Cheques

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any two of such officers or agents must endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation. Any one of such officers or agents so appointed may arrange, settle, balance, and given five days after being deposited in a post office or public letter box; and a notice 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 shall change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with the instructions of said member, director or officer. The treasurer will be responsible to provide the Board with regular updates on transactions, balances, and other relevant financial statements.

11. INTERPRETATION

In these by-laws and all other by-laws of the Corporation hereafter passed unless the context otherwise required, references to persons shall include firms and corporations.