



Toronto Japanese Language School
 トロント日本語学校

Report from the Bylaw Committee

The bylaw committee, comprised of Kanako Tung, Brefni Shuttleworth and Nina Lee met on July 9, 2014 to discuss the Toronto Japanese Language School bylaws and prepare recommendations to be approved by the board before bringing them forward to the membership for final approval. These proposed amendments, highlighted in yellow, to our bylaws reflect our current organization, communication advances since our bylaws were first written, and includes a bylaw recommended by the provincial government on Conflict of Interest issues. The Board moved a motion on August 28, 2014 to accept these amendments and bring them forward during the Annual General Meeting, to be held on October 25th, 2014, for final approval by the membership.

Proposed Amendments to the Toronto Japanese Language School By-Laws

Original Bylaw 1 - Head Office: The principal or head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario and at such place therein as the Directors of the Corporation may from time to time decide.

Amended Bylaw 1 - Head Office: **The current Head Office is the address of the current Treasurer.**

Original Bylaw 4 – Membership: Membership shall be open to any person interested in the aims and objects of the Corporation who is sponsored by two (2) members of the Corporation:

- (a) Application to be in writing;
- (b) Signed by two sponsors; and
- (c) Subject to Board approval

Amended Bylaw 4 - Membership: **Membership shall be open to any person, over eighteen (18) years of age, interested in the aims and objectives of the Corporation.**

Original Bylaw 7.2 – Special or General Meetings: Other meetings of the Members, whether Special or General, may be convened at any time at the head office of the Corporation or elsewhere in Canada by order of the Chairperson, the Vice-Chairperson, the President, the Secretary or the Board of Directors. A Special or General Meeting of the Members shall be convened by the Chairperson, the Vice-Chairperson, the President or the Secretary upon requisition in writing made by the lesser of twenty-five percent (25%) or twenty-five (25) in number of the Members. A requisition for a Special Meeting shall specify the purposes for which such meeting is required.

The notice of a Special Meeting of the Members shall state in general terms the purpose or purposes of such meeting and no other matters may be transacted unless all Members are present in person or all Members have consented to the transaction of items other than those contained in the notice.

Should a Special Meeting of the Members not be called in accordance with any requisition made pursuant to this by-law, any Director may call such meeting or the same may be called by two (2) of the Members.

Amended Bylaw 7.2 - Special or General Meetings: Special or General Meetings: Other meetings of the Members, whether Special or General, may be convened at any time at the head office of the Corporation or elsewhere in Canada by order of the Chairperson, the Vice-Chairperson, the President, the Secretary or the Board of Directors. A Special or General Meeting of the Members shall be convened by the Chairperson, the Vice-Chairperson, the President or the Secretary upon requisition in writing made by the lesser of twenty-five percent (25%) or twenty-five (25) in number of the Members. A requisition for a Special Meeting shall specify the purposes for which such meeting is required.

The notice of a Special Meeting of the Members shall state in general terms the purpose or purposes of such meeting and no other matters may be transacted unless all Members are present in person or all Members have consented to the transaction of items other than those contained in the notice.

In addition to the Officers of the Corporation, a Special or General meeting of the members may be convened by two (2) Directors.

Original Bylaw 7.3 – Notice of Meeting: No public notice or advertisement of the Annual, Special, General or other meeting of the Members shall be required, but subject to the exceptions hereinafter expressed, notice in writing of the time and place of every such meeting shall be given by letter addressed and mailed postage prepaid to each member at his last known address given in the Register of the Corporation, at least ten (10) days prior to the date of the said meeting; excepting and providing, however, that a meeting of the Members may be held at any time without such notice if all the Members of the Corporation are present or if each absent Member has signified in writing, or by telex or telegram or cable his consent to such meeting being held, or has, in writing, or by telex or telegram or cable, waived notice of such meeting, and at such meeting any business may be transacted which the Corporation, Annual, General or Special Meeting may transact. Irregularities in the notice of any Annual, General or Special or other meeting or in the giving thereof or the accidental omission to give notice of such meeting to any member, or the non-receipt of any such notice by any of the Members, shall not invalidate any resolution, adopted or any action taken by or at any such meeting.

Amended Bylaw 7.3 - Notice of Meeting: Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of not less than thirty (30) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of not less than thirty (30) days before the day on which the meeting is to be held.

Original Bylaw 7.4(c) – Voting: Voting at Annual, General or Special Meetings shall normally be by a show of hands, or, if requested by the Chairperson, by a standing vote. A vote by roll call shall be taken if requested by five (5) Members and if such request receives the approval of the majority of the votes cast by a show of hands or by a standing vote.

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The roll shall consist of registered students over eighteen (18) years of age, parents of students under the age of eighteen (18) years of age, TJLS school staff, a record, maintained by the Board Secretary, of individuals supporting the aims and objectives of the Corporation.

Original Bylaw 8.1 - Number of Directors: The Board of Directors of the Corporation shall consist of fifteen (15) Directors.

Each director must be a Member at the time of his or her election and must remain a member during his or her tenure as a director. A Member's resignation or termination of membership shall be deemed a director's contemporaneous resignation as a director of the Corporation. The number of directors may be changed by the enactment by the directors and the confirmation by the required number of Member of a by-law accordance with Section 17 of this by-law.

Amended Bylaw 8.1 – Number of Directors: The Board of Directors of the Corporation shall consist of a minimum of seven (7) Directors.

Each director must be a Member at the time of his or her election and must remain a member during his or her tenure as a director. A Member's resignation or termination of membership shall be deemed a director's contemporaneous resignation as a director of the Corporation. The number of directors may be changed by the enactment by the directors and the confirmation by the required number of Member of a by-law accordance with Section 17 of this by-law.

Original Bylaw 8.3 - Term of Office of Directors: The applicants for incorporation shall become the first directors of the Corporation and shall serve in such capacity until the first general meeting of Members. Directors elected at the first general meeting of Members and successive directors elected by the Members at an annual member meeting shall serve a one (1) year term, but shall be eligible for re-election.

Amended Bylaw 8.3 – Term of Office of Directors: The applicants for incorporation shall become the first directors of the Corporation and shall serve in such capacity until the first general meeting of Members. Directors shall hold office for one year (1) from the date of appointment or election or until a new Board of Directors is elected. Officers of the Corporation shall hold office until the election of new officers.

Original Bylaw 8.9 - Remuneration of Directors: Directors shall receive no remuneration for acting as such. The Board may by resolution, approve the reimbursement of expenses incurred by Directors in the carrying out of duties in relation to the affairs of the Corporation.

Amended Bylaw 8.9 - Remuneration of Directors:

(a) Directors shall receive no remuneration for acting as such. The Board may by resolution, approve the reimbursement of expenses incurred by Directors in the carrying out of duties in relation to the affairs of the Corporation.

(b) If any Director has a Conflict of Interest in any matter under consideration by the Board, this conflict must be declared to the Board. Such Director will not vote on any matter in which they have a Conflict of Interest.

A conflict of interest will be considered to occur if a relationship, interest or activity influences or appears to influence the ability of a director to exercise objectivity or impairs their ability to perform their duty.

Original Bylaw 8.12 – Place and Meeting of the Board: Meetings of the Board may be held either at the Head Office of the Corporation or elsewhere in Canada as the Directors may from time to time determine.

Meetings of the Board may be held at any time without formal notice if all the Directors required to be present are present or those absent have signified their consent in writing to the meeting being held in their absence. In any event, there shall be at least one (1) meeting of the Board each month. The Secretary, by direction of the Chairperson of the Board or the President or by any two (2) Directors, shall convene a meeting of the Board. Notice of such meeting shall be delivered, by mail, telegraphed or telexed by the Secretary to each Director at least fourteen (14) days before the scheduled date of the meeting. Such notice may be waived in writing and shall be waived by the presence of person or persons entitled to receive notice at any meeting.

The Board shall meet for organization and for transaction of any business which shall come before them immediately after the first adjournment of the meeting of Members at which they are elected, provided, notwithstanding the provisions of any other by-law of the Corporation, the Directors present constitute a quorum, and no notice to the Members of the Board of such meeting shall be necessary.

Subject to the provisions of the Ontario Corporations Act, Director participation by telephone or other communications facilities at meetings of the Board or of any committee of Directors shall be permitted.

Amended Bylaw 8.12 – Place and Meeting of the Board: Meetings of the Board may be held either at the Head Office of the Corporation or elsewhere in Canada as the Directors may from time to time determine.

Meetings of the Board may be held at any time without formal notice if all the Directors required to be present are present or those absent have signified their consent in writing to the meeting being held in their absence. **In any event, there shall be at least six (6) meetings of the Board per year.** The Secretary, by direction of the Chairperson of the Board or the President or by any two (2) Directors, shall convene a meeting of the Board. Notice of such meeting shall be delivered, by mail, telegraphed or telexed by the Secretary to each Director at least fourteen (14) days before the scheduled date of the meeting. Such notice may be waived in writing and shall be waived by the presence of person or persons entitled to receive notice at any meeting.

The Board shall meet for organization and for transaction of any business which shall come before them immediately after the first adjournment of the meeting of Members at which they are elected, provided, notwithstanding the provisions of any other by-law of the Corporation, the Directors present constitute a quorum, and no notice to the Members of the Board of such meeting shall be necessary.

Subject to the provisions of the Ontario Corporations Act, Director participation by telephone or other communications facilities at meetings of the Board or of any committee of Directors shall be permitted.

Original Bylaw 9.2 (f) – Duties of Officers: The Secretary shall be appointed by the Board and shall, subject to the authority of the Board and the supervision of the President, exercise authority over the administrative affairs and personnel of the Corporation's offices and publications. He shall keep, or have kept, minutes of the proceedings of the Corporation, and have the care and custody of its records. He shall be responsible for providing copies of all minutes of meetings of the Board and the Members. He shall give, or cause to be given, notice of all meetings of the Members, of the Board and of the Executive Committee. He shall be the custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. He shall perform the duties of Secretary and such other duties as may be prescribed by the Board of Directors or the President.

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may be prescribed by the Board of Directors or the President. The Secretary shall maintain a copy of all Corporate documents at a secure location separate from the originals.

Original Bylaw 9.3 - Nomination and Election of Officers and Directors: At least thirty (30) days before each Annual Meeting, the President shall appoint a Nominating Committee of at least three (3) Members whose duties shall be to nominate candidates for the Board of Directors, including the Officers, to be elected at the Annual Meeting. The names of such candidates shall be submitted at the Annual Meeting together with any other nominations endorsed by not less than five (5) Members of the Corporation.

Amended Bylaw 9.3: Nomination and Election of Directors: Not less than thirty (30) days before each Annual Meeting, the Board shall appoint a Nominating Committee of at least three (3) members whose duties shall be to nominate candidates for the Board of Directors to be elected at the Annual Meeting. The names of the candidates shall be submitted at the Annual Meeting together with any other nominations from the floor at the AGM.

Original Bylaw 9.4 - Election: Election of all Officers and Directors shall be majority vote of all Members at the Annual Meeting.

Amended Bylaw 9.4 – Election: Election of all Directors shall be by a majority of the votes of all Members at the Annual Meeting. Officers of the Corporation shall be elected by the Board of Directors at the first meeting of the Board following the Annual General Meeting.

Original Bylaw 11.1 - Service of Notice: Any notice may be served by the Corporation upon any Member either personally or by sending it through the post in a postpaid envelope or wrapper addressed to such Member at his address as the same appears in the books of the corporation, or if no address be given therein, to the last address of such Member known to the Secretary.

With respect to any notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the Post Office or into Post Office letter box.

Amended Bylaw 11.1 – Service of Notice: Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.