



Approved: May, 2016

Article I
Designation

The organization shall be known as "The Ontario Council for Technology Education" and hereafter in this Constitution will be referred to as OCTE. This organization represents a system-wide and provincial perspective in all matters relating to technology education in the Province of Ontario.

Article II
The Purpose of OCTE

The Council was incorporated by Letters patent issued by the Lieutenant Governor of Ontario on the 9th day of March, 1999 for the following objectives:

To establish and Maintain a not for profit organization in the Province of Ontario in order to:

- Provide an opportunity for its membership to assist in shaping the future of technology education in Ontario's Elementary and Secondary schools;
- Advocate for the best interests of elementary Science and Technology and secondary Technological Education, with Provincial Ministries, the Ontario College of Teachers, Federations, Faculties of Education, Industry and Business partners, and affiliate Provincial Associations;
- Provide a forum for the open and productive interchange of ideas and viewpoints in all aspects of elementary Science and Technology and secondary Technological Education;
- Provide in-service and upgrading opportunities for its members through a schedule of seminars and conferences;
- Establish links with educational vendors and service providers in developing a network of educational benefits to its members.

Article III
Membership

Annual membership in OCTE shall be from. Sept. 1 to August 31

Section 1- Head office

The head office of the Council shall be in such a place as the Board determines.

Section 2 - Types of Members

Membership in OCTE shall be divided into classifications of Technology Educators, Associate Members, Student Members, Partner Organizations, and Honorary Life Members for identification purposes only. Unless otherwise noted, each type of member shall have the same membership privileges.

2.1 Technology Educators

Technology Educators, on payment in full of annual membership fees, shall be:

- 2.1,1 representatives (Teachers, Department Heads/Technological Education Board Leads, Coordinators, Consultants) in Ontario Public and Catholic Secondary School Boards Private Secondary Schools, and School Authorities who have responsibility for the delivery of Technological Education programs.
- 2.1,2 teachers in Ontario Public and Separate Elementary Schools, Private Elementary Schools, and School Authorities who have direct responsibility for the delivery of Science and Technology Programs.
- 2.1,3 instructors in Ontario Faculties of Education who have direct responsibility for Technological Education and Science and Technology teacher training.

2.2 Associate Members

Associate Members, on payment in full of annual membership fees, shall be:

- 2.2,1 retirees from each of the Member groups in 2.1 who remain active in support of Technological Education and Science and Technology programs.
- 2.2,2 representatives of the Ontario Ministry of Education and Ontario Ministry of Training, Colleges and Universities who have direct responsibility for Technological Education.
- 2.2,3 representatives of the Ontario College of Teachers who have responsibility for the certification/regulation of Technological Education teachers.
- 2.2,4 representatives of Ontario Federations who have responsibility for Technological Education and Science and Technology teachers.
- 2.2,5 Ontario Board/School administrators (Superintendents, Principals, Vice-Principals) who have responsibility for the delivery of Technological Education and Science and Technology programs.
- 2.2,6 Chair (or designate) of affiliate Provincial Associations linked to Technological Education and Science and Technology programs.
- 2.2,7 representatives from each College of Applied Arts and Technology and Universities who have responsibility for Technological Education programs.
- 2.2,8 representatives from each Trade Union who have interest in the promotion of Technological Education.

2.3 Industry and Business Organizations

Industry and Business Organizations, on payment in full of annual membership fees, shall be:

- 2.3,1 representatives from Industry and Business partners who have interest in the promotion of Technological Education.
- 2.3,2 representatives from service providers and vendors of educational equipment and supplies.

2.4 Student Members

Student Members, during the year in which they are enrolled in a Pre-service Program, are exempt from annual membership fees and are defined as:

- 2.4,1 pre-service Technological Education and Science and Technology teacher candidates from Ontario's Faculties of Education.

2.5 Honorary Life Members (HLM)

Honorary Life Members are:

- 2.5,1 identified HLM's from affiliated Associations amalgamated with OCTE.
2.5,2 nominated from the active membership of OCTE.

Section 3 – Voting (at membership meetings)

- 3.1 Each Member in 2.1 and 2.2.1 is entitled to vote at OCTE meetings.
3.2 A quorum for any executive sanctioned OCTE meeting shall consist of those Members qualified to vote, present or electronically connected, and voting.
3.3 Except for Constitutional revisions as outlined in Article V11, the mover of a motion shall provide the Secretary with a written copy of the motion, which shall then be read to the membership prior to voting.
3.4 Except for Constitutional revisions as outlined in Article V11, a motion shall pass with a simple majority of the Members and Associate Members qualified to vote, present or electronically connected, and voting.
3.5 In the case of disputes arising from motions at meetings, Robert's Rules of Order shall prevail.
- 4.0 **Definitions:**

In this Constitution and set of By-laws, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Councils Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Council;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Council as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board;
5. "Council" means the Council that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
6. "Director" means an individual occupying the position of director of the Council by whatever name he or she is called;
7. "Member" means a member of the Council;
8. "Members" means the collective membership of the Council; and
9. "Officer" means an officer of the Council.

Section 4 – Board of Directors

4.1 The affairs of the Council shall be managed by a board of directors (the “Board”) of a minimum of three directors, ideally larger (odd number) with representation from both Education, Government (ex-officio, non-voting member) and Business / Industry who may exercise all such powers and do all such acts and things as may be exercised or done by the Council and are not by the by-laws or any resolution of the Council or by statute expressly directed or required to be done by the Council at a meeting of members.

4.2 **Qualification of directors.** Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Council. No un-discharged bankrupt shall become a Director.

4.3 **Term of office.**

(1) The directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Council) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting next following or until their successors shall have been duly elected or appointed whichever comes first. (Minimum of two years)

(2) Directors shall be elected by the membership at the AGM on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.

(3) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the members of the Council if they shall see fit to do so; otherwise such vacancy may be filled at the next meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the un-expired term of the director who ceased to be a director and who caused such vacancy.

(4) Directors shall serve a two-year term but, no more than two consecutive terms (4 years) in that elected position. Directors can be-elected for further consecutive terms if no new member stands for election in that post. Former directors can stand for re-election in that post after they have been out of it for one term (2 years) Board of Director member terms should be staggered to ensure continuity of the organization.

4.4 **Vacation of office.** A person ceases to be a director of the Council:

- (a) if he or she becomes a bankrupt;
- (b) if he or she is found by a court to be mentally incompetent or of unsound mind;
- (c) if by notice in writing to the Secretary of the Council he or she resigns his or her office; or
- (d) if he or she ceases to be a member of the Council.

4.5 **Removal of directors.** The members of the Council may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any member in his or her stead for

the remainder of his or her term.

- 4.6 The directors of the Council are entitled to fix reasonable levels of remuneration for the directors, officers and employees of a Council, unless the Council's articles or by-laws provide for a different arrangement. The Not-For Profit Corporations Act (NFP Act) also specifically permits a director, officer or member to receive reasonable remuneration and expenses for any services to the Council that are performed in any other capacity (e.g., in the capacity of a consultant to the Council).

Section 5 - Meetings of Directors

5.1 Place of Meeting and Notice.

(1) Meetings of the Board may be held either at the head office of the Council or at any place within Ontario. A meeting of the Board may be convened by the Chair/President of the Board or any two directors at any time and the Secretary by direction of the Chair/President of the Board or any two directors shall convene a meeting of directors.

(2) Notice of any meeting of the Board shall be delivered or mailed or sent by email or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered, sent by email or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by email or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or electronically connected or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting, or any irregularity in any meeting, or in the notice thereof, may be waived by any director.

(3) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present or electronically connected.

(4) Minimum of four (4) Board of Directors meetings be held annually. Each member of the Board of Directors is expected to attend a minimum of 50% of all meetings. There may be an occasion where emergency meetings are further scheduled.

- 5.2 **Quorum.** A simple majority of the Board shall constitute a quorum otherwise the meeting will not proceed and another date for a meeting shall be set.

5.3 Voting.

(1) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his or her original vote, shall have a second or casting vote.

(2) At any meeting unless a poll is demanded a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.4 **Board of Directors Structure**

The Board will be structured to have an odd number of members to avoid ties or other voting deadlocks. Within the scope of OCTE’s mandate, it will be sufficient that we begin with three (3) members. This will include a chair and two members with specific assigned duties. The Board will support the duties of the Council Chair and the core executive with mission-based leadership and strategic governance. The day-to-day operations of OCTE are led by the OCTE Chair and core executive. To strengthen the working partnership between the Council and the Board, the OCTE Chair will be an ex officio (non-voting) member of the Board. Assigned duties for Board members include:

- Governance
- Finance

It will be the purview of the Board Chair, in consultation with the members, to determine if the assigned duties are member specific or dealt with in concert.

5.5 **Qualifications**

Board members are expected to have an intimate knowledge of OCTE and its mandate. Each should have extensive professional experience with leadership accomplishments in business and or education. Members should have a good mix of skills that include financial, marketing, technical, entrepreneurial, legal, and social skills.

5.6 **Overall Responsibilities**

- Serve in an advisory capacity to the OCTE Chair as he/she develops and implements the Council’s mandate;
- Review the outcomes generated by the OCTE executive for evaluation of their impact on the system;
- Actively participate with the OCTE executive in organizational planning and decision-making in making informed judgements;
- Ensure that OCTE complies with all applicable provincial and local regulations and that it remains committed to its mandate;
- Approve OCTE’s annual budget, audit reports, material business decisions and becoming informed of all legal and trust responsibilities;
- Assist the OCTE Chair and Human Resources in identifying and recruiting executive and Board members;
- Be representative ambassadors to the council membership;
- Provide fundraising support to the OCTE executive;
- Provide a Board Report at the AGM.

5.7 **Appointing/Electing Board Members**

In consultation with the Chair of OCTE, Human Resources will initially be responsible for the selection of Board members. Human Resources will seek input from the executive to develop a roster of potential Board members. The OCTE Chair and Human Resources will approach and appoint Board members identifies as having the requisite skills. Thereafter, it will be the responsibility of the Board and Council Chairs in consultation with Human Resources to recommend and appoint Board candidates.

Article IV

Organization

Section 1 - The Executive

- 1.1 Except where noted, the Executive of OCTE shall be elected from members in section 2.1 and 2.2,1 by the voting membership and will consist of a:
- Chair;
 - 4 Vice Chairs (2 Elementary, 2 Secondary)
 - Secretary;
 - Treasurer;
- 1.1,1 The Executive of OCTE will also include the following non-elected members:
- Past Chair (Consultant); see section 5;
 - Industry/Business Consultant(s) (appointed by the OCTE executive from members in 2.3,1)
 - Co-Representatives from the Provincial Technological Education Board Leads. One from a French language Board and one from an English language Board. The representative are to be appointed by the Board Leads Committee.
- 1.2 The Executive shall be elected at the AGM and normally serve a two-year term.
- 1.3 Elections for the Chair, one of the Elementary and one of the Secondary Vice-Chairs will normally take place in even numbered years. Elections for the other Elementary and the other Secondary Vice-Chair, Secretary and Treasurer will normally take place in odd numbered years.
- 1.4 The Executive shall act in the best interests of OCTE and that is consistent with the Purpose of the Organization.
- 1.5 Where possible, Executive actions shall be brought to a General Meeting for consideration and ratification. Between General Meetings, all actions of the Executive, deemed urgent, shall receive majority consensus from all Executive Members. These actions shall be reported to the membership at the next General Meeting.
- 1.6 The Executive shall appoint Standing Committee Chairs who will solicit members (to be approved by the Executive) for the following Committees. The Standing Committees are divided into Divisions with assigned Department responsibilities (see Divisions and Departments in attached By-laws). The divisions are:
- Administration
 - Communications
 - Policy and Standards
 - Human Resources
 - Education

Section 2 - Meetings

- 2.1 A schedule of General Meetings within each school year shall be determined by the Executive and announced at the AGM.
- 2.2 An emergency General Meeting of OCTE shall be called by the Executive at the request of 1/3 or more of the voting Membership. At least 21 days' notice to all members is required for any General Meeting.

- 2.3 The AGM of OCTE will be held in May of each year. The AGM shall include the election of the Executive, presentation of the financial report, reports of Standing Committees, supplementary reports, and other business as required.
- 2.4 At Executive meetings, only elected Executive members are eligible to vote.

Article V
Duties of the Executive

Section 1 - Chair

The Chair will:

- 1.1 establish meeting dates for the Executive and in consultation with the Executive, establish dates for General Meetings and the AGM;
- 1.2 establish, in consultation with the Executive, an agenda for all meetings;
- 1.3 assign and oversee the duties and responsibilities of members of the Executive, Standing Committees, and other committees as required;
- 1.4 attend, or appoint a designate to attend, all meetings dealing with issues related to Science and Technology and Technological Education to which OCTE has been invited;
- 1.5 maintain regular communications with the Treasurer and Conference Committee Chair to ensure the OCTE General Account and OCTE Conference Account are being operated and maintained in accordance with sound accounting principles and practices.
- 1.6 Monitor changes to Ministry of Education, Ministry of Labour and Ontario College of Teachers regulations, and other applicable Acts
- 1.7 If a Chair position becomes vacant during an elected term, refer to Succession Planning in the attached By-laws. An election for the vacancy will take place at the next General Meeting.

The Industry and Business Consultant will:

- 1.8 provide an advisory role to the Chair;
- 1.9 identify industry related issues that might affect or contribute to the educational agenda and forward these to the Chair;
- 1.9,1 provide a communications link to industry partners.

Section 2 – Vice Chairs

- 2.1 Vice Chairs will assist the Chair and other Executive members with the performance of their duties;
- 2.2 Vice Chairs will be aligned to one or more of the standing divisions, and be required to report to the Executive regarding the work of that division and subsequent departments.
- 2.3 A Vice-Chair appointed by the Chair will assume the duties of the Chair for any temporary absence.
- 2.4 If a Vice Chair position becomes vacant during an elected term, the Executive will appoint an eligible member to fill the interim position until an election for the position is held at the next General Meeting.

Section 3 – Secretary

The Secretary will:

- 3.1 take and distribute minutes for Executive, General, and Annual General Meetings;
- 3.2 facilitate all correspondence as directed by the Chair;
- 3.3 assist the Chair and Vice Chairs as requested;

- 3.4 collaborate with the Treasurer in the filing of yearly reports and papers necessary to maintain a Provincial status;
- 3.5 If the position of Secretary becomes vacant during an elected term, the Executive will appoint an eligible member to fill the interim position until an election for Secretary takes place at the next General Meeting.

Section 4 – Treasurer

The Treasurer will:

- 4.1 conduct the financial affairs of OCTE;
- 4.2 maintain a collaborative link to the Membership Committee Chair in the soliciting, collecting, and banking of yearly membership fees;
- 4.3 maintain a collaborative link to the Conference Committee Chair in the collecting and banking of conference and seminar fees;
- 4.4 maintain a collaborative link to the Membership Committee Chair in establishing an up-to-date membership list;
- 4.5 establish a joint account to be accessed by the Treasurer and Chair of OCTE;
- 4.6 collaborate with the Secretary in the filing of yearly reports and papers required to maintain a Provincial status;
- 4.7 prepare a yearly Financial Statement for presentation to the AGM;
- 4.8 assist the Chair and Vice Chairs as requested;
- 4.9 If the position of Treasurer becomes vacant during an elected term, the Chair will appoint an eligible member to fill the interim position until an election for treasurer take place at the next General Meeting.

Section 5 – Past Chair

- 5.1 The Past Chair will be asked to remain active with the Executive for the term of the newly elected chair to assist with continuity and consistency in direction.
- 5.2 The Past Chair will act as a consultant to the Executive and assist with the duties of the Executive as requested by the Chair;
- 5.3 The Past Chair will Chair a Nominating Committee for new Executive nominees and facilitate the election process at the AGM or at General Meetings in the event of Executive vacancies during an elected term. Nominations for Executive positions must be solicited from the voting membership and be received 24 hours before the AGM for new Executive members or any General Meeting designated to fill Executive vacancies during an elected term;

- 5.4 If an immediate Past Chair is not active on the executive, or if the position becomes vacant during the term, the position shall remain vacant. The Chair will appoint another member of the Executive, not up for election, to chair the Nominating Committee.

Section 6 - Indemnities to Directors, Officers and Others

- 6.1 Every director or officer of the Council or any other person who has undertaken or is about to undertake any liability on behalf of the Council and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Council, from and against:
 - (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever

made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Section 7 - For the Protection of Directors and Officers

- 7.1 No director or officer for the time being of the Council 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 for any loss, damage or expense happening to the Council through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Council or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Council shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, 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 such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.
- 7.2 The directors for the time being of the Council 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 Council, except such as shall have been submitted to and authorized or approved by the Board.

Section 8 - Fees

- 8.1 Fees for Members and Associate Members shall be determined by the executive and presented to the membership at the Annual General Meeting (AGM).

Section 9 - Execution of Contracts, etc.

- 9.1 Contracts, documents or instruments in writing requiring the signature of the Council may be signed:
 - (a) by any executive members and authorized by a second, each of whom is the Chair, a Vice-Chair or the Secretary of the Council,
 - (b) All contracts, documents or instruments in writing so signed shall be binding upon the Council without any further authorization or formality. The Council is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Council either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 9.2 The corporate seal of the Council may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.
- 9.3 The term “contracts, documents or instruments in writing” as used herein shall include 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.
- 9.4 In particular, without limiting the generality of the foregoing:

(a) any two persons, each of whom is the Chair, a Vice-Chair or the Secretary of the Council, or

(b) any two directors of the Council, are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Council and to sign and execute (under the corporate seal of the Council or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

Section 10 - Financial Year

10.1 The Board may by resolution fix the financial year-end of the Council and the Board may from time to time, by resolution, change the financial year end of the Council.

Section 11 - Interpretation

11.1 In all by-laws and special resolutions of the Council, the singular shall include the plural and the plural the singular; the word “person” shall include firms and Councils, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Council to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

Article VI
Standing Committees and Other Committees as Required

The Duties and Responsibilities of Standing Committees and other Committees as required will be determined by the Executive and attached as a separate appendices attached to this Constitution. Chairs of standing committees are required to consult with and report to the Vice Chair aligned to their committee.

Article VII
By-Laws

A set of By-Laws outlining the governance of its members and regulating the affairs of OCTE will be determined by the Executive, approved by the membership, and attached as separate appendices to this Constitution.

Article VIII
Amendments to the Constitution

Amendments to the Constitution and By-laws will be made by motion at a General Meeting by:

- A) a two-thirds vote of the Members and Associate Members qualified to vote, present, and voting, provided that:
1. a notice of the proposed amendments have been given to the Executive in writing at least 35 days prior to the General Meeting, and
 2. the proposed amendments have been sent to each voting member by those proposing the amendments at least 21 days prior to the General Meeting;

OR

- B) a nine-tenths vote of the Members and Associate Members qualified to vote, present, and voting, if the previous notifications as in A) have not been given.

This constitution was ratified in its original form by the Executive and Members of the Ontario Council for Technology Education, at the Annual General Meeting, London Ontario, May 31, 2002

ENACTED the day of May, 201_.

CONSTITUTION OF THE ONTARIO COUNCIL FOR TECHNOLOGY EDUCATION

WITNESS the corporate seal of the Council:

Chair

Secretary