

# **BY-LAWS OF TESL NOVA SCOTIA ASSOCIATION**

## ***Article 1 Definitions***

In these By-Laws: (a) “Society” means TESL Nova Scotia Association. (b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act. (c) “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. (d) Executive Members shall mean Directors.

## ***Article 2 Objectives of the Organization***

2.01 This organization is to be an association concerned with the teaching of English as a Second Language in Nova Scotia, and is to be referred to in short as TESL NS.

2.02 To form professional links with other regional associations and individuals involved or interested in ESL teaching, and with TESL Canada, the national organization which links the various provincial bodies.

2.03 To support public policies and programs promoting second language teaching and learning, alert the provincial and federal governments to the needs of ESL students and teachers, and encourage the establishment of appropriate administrative structures to meet these needs.

2.04 To foster scholarship, research, and professional development amongst ESL educators in Nova Scotia.

2.05 To co-ordinate the dissemination of information in fields related to ESL learning and teaching.

2.06 To allow for representation of its membership at the national and Provincial levels.

2.07 To promote the above objectives in accordance with the Nova Scotia Human Rights Act.

2.08 To promote public awareness of ESL and multi-cultural issues in order to foster intercultural understanding.

## ***Article 3 Membership Eligibility***

3.01 Membership applications shall be accepted from individuals actively involved or interested in the teaching of English as a Second Language.

## ***Article 4 Fees***

4.01 Each member shall pay into the Association Treasury an annual membership, the fee to be determined by the Executive of the Association.

## ***Article 5 Executive Officers***

5.01 The Executive Officers of the Association shall be:

- (a) President
- (b) Vice-President
- (c) Recording and Corresponding Secretary
- (d) Membership Secretary
- (e) Treasurer
- (f) Communications Coordinator
- (g) At least two Members at Large, no more than ten.

5.02 The Executive Committee of the Association shall consist of The Executive Officers.

### ***Article 6 Terms of Office***

6.01 The terms of all officers and members of the Executive Committee shall be one year in office. The President and vice- president may be re-elected for one further year. The Recording and Corresponding Secretary, the Membership Secretary, the Treasurer and the Communications Coordinator may be re-elected annually up to a maximum of four years.

6.02 In the event of an Executive Officer, other than the President, being unable to fulfill his/her term of office, the members of the executive may appoint a replacement until an election can be held at the next general meeting of the Association.

### ***Article 7 The Executive Committee***

7.01 The Executive Committee shall direct the business of the Association.

7.02 A Quorum of the Executive Committee shall be a majority of the members thereof.

7.03 The Recording and Corresponding Secretary may on his/her own initiative, or at the request of the Executive Committee, ask the Executive to vote upon specific questions by mail or by telephone, and if a majority of the Executive shall vote by mail or by telephone for or against any measure thus submitted that vote shall be decisive.

7.04 The executive Committee shall have the authority to appoint Chairpersons of Special Committees, and outline the terms of reference of these committees.

7.05 The Executive Committee, on behalf of the Association, may invite individuals to act on Advisory Councils.

7.06 The Executive Committee shall co-operate with regional/local organizations having similar aims.

7.07 The Executive Committee shall have the authority to appoint a member to represent the association on the Board of Directors of TESL Canada.

7.08 The representative to TESL Canada shall be a member in good standing of TESL Nova Scotia.

7.09 The representative to TESL Canada shall serve at the pleasure of the Executive Committee. The normal term of office shall conform to that of TESL Canada, i.e. from one TESL Canada annual general meeting to the next AGM.

7.10 The representative to TESL Canada shall have the same rights and privileges as enjoyed by other members of the Executive Committee.

7.11 Shall appoint TESL Canada Representative from the membership or Members-at-large.

## ***Article 8 Duties of Officers and Executive Committee Members***

### **8.01 President**

The President shall be the presiding officer of the Association, the Chairperson of the Executive Committee, and a member, ex-officio, of all committees appointed by the Executive Committee. The President shall have general supervision of all matters and affairs of the Association.

### **8.02 Vice-president**

The Vice-president shall generally assist the President in his/her duties. In the absence of the President, or in the event that the President is unable to complete his/her term of office, the President's duties shall be performed by the Vice-president.

### **8.03 (8.04) Recording and Corresponding Secretary**

The Recording and Corresponding Secretary shall have charge of all archives of the Association, shall prepare or cause to be prepared and preserved a record of all meetings of the Association and the Executive Committee. The Recording and Corresponding Secretary shall write and sign general correspondence in the name of the Association when authorized to do so by the Executive Committee.

### **8.05 Membership Secretary**

The Membership Secretary shall process memberships, keep appropriate records, and manage the membership related activities of the Association.

### **8.06 Treasurer**

The Treasurer shall have the care and custody of all moneys of the Association, and shall deposit the same in such bank as shall be designated by the Executive Committee. The Treasurer shall keep, or cause to be kept, a proper set of books of account of the Association, and shall exhibit the same to the Executive Committee when required. At the Annual General Meeting the Treasurer shall submit a report of the financial position of the Association which may be subject to audit when requested by the membership.

### **8.07 Communications Coordinator**

The Communications Coordinator shall have charge of the internal and external communications of TESL Nova Scotia at such times and in such a manner as meets with the approval of the Executive Committee.

### **8.08 Members at Large**

The Members at Large shall be responsible for carrying out special assignments as called upon by the Executive Committee as determined by the needs of the Association for that current year. They may be called upon to act for any other Executive Officer except the President, in the event of that officer's absence or inability to fulfill his/her term of office. The Members at Large shall assume that position until the next Annual General Meeting of the Association, when elections shall be held.

## **Article 9 Duties of Non-Voting Appointed Positions**

### **9.01 TESL Canada Representative**

The Representative to TESL Canada shall represent the interests of the Association at the national level. He/she shall serve as liaison between the two bodies and shall keep the Executive Committee

informed of all relevant activities at the national level. The TESL Canada representative must attend executive committee meetings.

#### 9.02 Publication Editor

The Editor of the Association publication shall have charge of the publishing of the publication of TESL Nova Scotia at such times and in such a manner as meets with the approval of the Executive Committee. The Publication Editor is not obliged to attend executive committee meetings.

#### 9.03 Webmaster

The webmaster shall have charge of the TESL Nova Scotia website and related digital infrastructure at such times and in such a manner as meets with the approval of the Executive Committee. The Webmaster is not obliged to attend executive committee meetings.

### ***Article 10 Meetings of the Association***

10.01 There shall be an Annual General Meeting of the Association.

10.02 A quorum for a General Meeting of the Association shall be those members present.

10.03 The time and place of the Annual General Meeting shall be decided by the Executive Committee.

10.04 Special General Meetings may be called at the written request of either the Executive Committee or members in attendance of the Association. A minimum of two weeks notice must be given prior to convening any meeting of the general membership.

10.05 Transactions at a General Meeting shall follow parliamentary procedures, and procedural disputes shall be settled by referral to Robert's Rules of Order.

### ***Article 11 Amending the Constitution***

11.01 The Constitution and By-Laws of the Association shall not be altered, amended or added to except by special resolution. Notice of such special resolution shall be given in writing at least 21 days before a meeting.

11.02 A special resolution is a resolution as defined in section 1(e) of the Societies Act. TESL NS has power to repeal or amend any of these By-Laws by a special resolution passed in the manner prescribed by law.

### ***Article 12 Elections***

12.01 The officers of the Executive Committee shall be elected at the Annual General meeting of the Association.

12.02 A Nominating Committee shall be formed consisting of the President of the Association, plus at least two members appointed by the Executive Committee.

12.03 The Nominating Committee shall present a slate of candidates at the Annual General Meeting.

12.04 Nominations shall also be accepted from the floor.

12.05 The Executive Committee shall appoint three returning Officers, and they shall regulate the election of the Executive Committee.

### ***Article 13 Funding***

13.01 The Executive Committee shall be empowered to collect funds through membership fees, and to approach appropriate bodies for additional funding.

***Article 14 Miscellaneous***

14.01 TESL NS shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change directors, notify the Registrar of the change.

14.02 TESL NS shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

14.03 The seal of TESL NS shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

14.04 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of TESL NS shall be the responsibility of the Secretaries.

14.05 The books and records of TESL NS may be inspected by any member at any reasonable time within two days prior to the annual general meeting.

*- November 2014*