

# SCIENCE TIMMINS INC.

## BY- LAWS



Updated September 15, 2008

SCIENCE TIMMINS INC.

BY-LAWS

September 2008

## **1. GENERAL**

- 1.1. Purpose: These by-laws relate to the general conduct of the affairs of Science Timmins Inc, operating as “The Science Village”.
- 1.2. Definitions: The following terms have these meanings in these by-laws:
  - 1.2.1. Youth means students attending school;
  - 1.2.2. General Public means all age group in the community at large;
  - 1.2.3. Board means the Board of Directors;
  - 1.2.4. Committee means a sub- committee of the Board of Directors
  - 1.2.5. Region means North-Eastern Ontario defined by the established boundaries;
  - 1.2.6. Director means a member of the Board of Directors;
  - 1.2.7. Act means the most recent version of the Corporation Act and the Corporations Information Act.
  - 1.2.8. Corporation means Science Timmins Inc.
- 1.3. Administrative Office: The general business of Science Timmins Inc. may be conducted throughout the region, however the administrative office shall be located in Timmins, in the Province of Ontario.
- 1.4. Interpretation: In these by-laws, words stating the male gender shall include the female gender as well as corporate bodies, and words stating the singular shall include the plural and vice-versa.
- 1.5. Ruling on by-laws: Except as provided in the Corporation Act and the Corporations Information Act or the Constitution of Science Timmins Inc., the Board shall have the authority to interpret any provision of these by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and the objects of the Corporation as stated in the Constitution.
- 1.6. Conduct of meetings: Unless otherwise specified in the Act, the Constitution or these by-laws, meetings of members and meetings of the Board shall be conducted according to Roberts Rules of Order (the most current edition).
- 1.7. Seal: The seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors and shall have the words “Science Timmins Inc.” inscribed thereon.
- 1.8. Boundaries: The boundaries are as follows: Hornepayne and Chapleau in the West, Quebec borders in the East, James Bay in the North and Temagami in the South.

## **2. MISSION**

The mission of Science Timmins Inc. is to stimulate interest in science and technology among Youth and General Public of the Region.

### **3. OBJECTIVES**

- 3.1. To assist the scientific and teaching professions in their active support of scientific progress and education among Youth and General Public of the Region.
- 3.2. To co-ordinate activities of North-Eastern Ontario Youth and General Public in matters concerning science and technology.
- 3.3. To encourage Youth in North-Eastern Ontario to consider vocations in science and technology and to stimulate a better understanding of the role of these fields in local, regional, national and international affairs.
- 3.4. To help Youth to develop essential, critical thinking, problem solving, team work and personal management skills.
- 3.5. To recognize creativity and achievement in science and technology.
- 3.6. To provide Youth and the General Public with opportunities to experience the thrill and challenge of science and technology.

### **4. PROGRAMS**

Science Timmins Inc. is the regional organization for leadership in extra-curricular science and technology education.

The major elements of Science Timmins Inc.'s programs are:

- 4.1. Timmins Regional Science Fair;
- 4.2. Timmins Regional Olympics;
- 4.3. Science Mentoring;
- 4.4. Professional Development in Science;
- 4.5. Science Village programming;
- 4.6. Science mobile outreach;
- 4.7. Robotics;
- 4.8. Fun with science;
- 4.9. Invention Convention;
- 4.10. Science Expedition;
- 4.11. Other programs determined by the Board that deal with the quality of science and technology education, career opportunities for Youth and North-Eastern Ontario's ability to compete in a science and technology driven global economy.

## **5. FUNCTIONS**

Science Timmins Inc. is principally involved in the following functions:

- 5.1. The solicitation and financial management of funds for all Science Timmins Inc.'s programs, projects and activities;
- 5.2. The definition, development, piloting, regional implementation and ongoing evaluation of the various programs;
- 5.3. Ensuring that the obligations and continuity of the programs are satisfied;
- 5.4. The initiation and administration of standards appropriate to the programs;
- 5.5. The creation and maintenance of co-operative alliances with professional, scientific, engineering, business and government organizations which complement Science Timmins Inc.'s goals;
- 5.6. The management of relevant contracts;
- 5.7. The acquisition, development and distribution of relevant educational materials;
- 5.8. The recognition of student, teacher and volunteer achievement in the broad field of science and technology education in the Region;
- 5.9. The recognition and involvement of Youth in regional, national, and international science and technology competitions and events.

## **6. GOVERNANCE**

### 6.1. Board of Directors

- 6.1.1. The property and business of Science Timmins Inc. shall be governed by a Board of not less than twelve (12) and not more than twenty (20) persons.
- 6.1.2. A quorum shall consist of a simple majority of the number of directors on record.
- 6.1.3. The legal responsibility for the affairs of Science Timmins Inc. rests with the Board.
- 6.1.4. The Board is legally responsible for the affairs of Science Timmins Inc. as prescribed in Science Timmins Inc. by-laws, the Ontario Corporations Act, the Federal income Tax Act (specifically sections dealing with registered Charitable Organizations) and any other relevant federal or provincial (Ontario) legislation.
- 6.1.5. Operation of the programs may be delegated by the Board to management. Management will be lead by an Executive Director, who will sit on the Board as ex-officio (non-voting) members. The Executive

assumes the delegated authority of the Board to implement the Board's objectives.

## 6.2. Appointment of Directors

6.2.1. The Board may appoint an individual at any time during the year to serve on the Board.

6.2.2. Any member of the Board is eligible for the position of Officer of the Board.

6.2.3. Board members are appointed for a one-year, renewable term.

6.2.4. The appointment of Board members will be by majority vote of the board members of record

## 6.3. The Functions of the Board

The Board shall set the direction and priorities of Science Timmins Inc. by approving the policies, strategies, objectives and goals, and by authorizing the human and financial resources needed to achieve the above.

The Board may create Committees from time to time, as deemed necessary to implement its programs.

The Finance Committee and the Program Committee will be two standing Committees of the Board

Powers of the Board are absolute and the Board shall be accountable, subject to the provisions of the letters patent and the Ontario Corporations Act.

## 6.4. Meetings of the Board

6.4.1. Directors - The Board of Directors shall meet as often as necessary to properly manage the corporation. However, they will meet a minimum of (5) five times a year. The Board may be called to meet at any time and at a place to be determined by the Directors.

6.4.2. The Executive Director or his or her designate will attend all board meetings as an ex-officio member. The Board may also hold special meetings where the Executive Director is not present. Additional Science Timmins Inc. staff may attend, by invitation of the Board.

- .1 Meetings may be held at any place the Chair may determine
- .2 Meetings may be held at any time provided written notice has been given to each Board member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of Board members
- .3 Quorum for meetings is a simple majority of the total number of Board members of record

- .4 Additional deliberations, or voting, may be conducted via e-mail as required
- .5 In circumstances that prevent a board member from attending a meeting in-person, one, (1) of two, (2) alternatives for participation can be elected (by notifying the Chair in advance of the meeting) and counted towards quorum:
  - 15.2.1 Telephone / teleconferencing;
  - 15.2.2 The use of a Proxy vote (i.e. the Chair is authorized to act on behalf of a voting Member with the minutes recording all decisions made by filed Proxy).
- 6.4.3 Board members shall attend meetings on a regular and punctual basis. A board member is considered to have resigned if he/she is absent from 2 consecutive meetings or 3 meetings in a year. A board member may request reinstatement. The board may, at its discretion, reinstate a member upon such a request. Only one such reinstatement per member is permitted.

## 6.5. Officers of the Board

- 6.5.1. The Officers of the Corporation are the Chair, the Vice-Chair, the Secretary/ Treasurer and such other officers as the Board of Directors may determine.
- 6.5.2. The term of an Officer shall be for a renewable term of one (1) year, or until the Officer's successor is appointed.
- 6.5.3. The duties of the Officers are as follows:
  - 6.5.3.1 The Chair shall:
    - .1. be responsible for setting all meetings of the Board and the general management of the business of Science Timmins Inc.;
    - .2. preside at the meetings of the Board;
    - .3. perform such other duties as may from time to time be established by the Board;
    - .4. sign all the by-laws and minutes of meetings and other documents relating to the corporate records;
    - .5. sign all other documents requiring the signatures of an Officer of Science Timmins Inc.;
    - .6. establish a formal reporting with all Committees of the Board and with the Executive Director.
  - .2 The Vice-Chair shall:
    - 6.5.3.2.1 The Vice-Chair shall support and assist the Chair in all duties and exercise the powers of the Chair in the absence or disability of the Chair, and shall perform such other duties as may from time to time be established by the Board;

6.5.3.3 The Secretary/Treasurer shall:

6.5.3.3.1 review the records of receipts and disbursements belonging to Science Timmins Inc;

- .7. ensure all monies are deposited and that other valuable effects in the name and to the credit of Science Timmins Inc. are secure and kept in such depositories as may be designated by the Board from time to time;
- .8. monitor the disbursement of the funds of Science Timmins Inc. as ordered by the Board or its designates, verify that proper vouchers are used for disbursements;
- .9. act as Chair of the Finance Committee and report on behalf of the Finance Committee to the Chair, and the Board at the regular meetings, or whenever may be required, an account of the financial position of Science Timmins Inc.;
- .10. perform other related duties as may from time to time be required by the Board.
- .11. be the custodian of the seal of the Board and shall deliver the seal when authorized by a resolution of the Board;
- .12. ensure that all official documents and records of the Corporation are properly kept, and shall perform such other duties as may from time to time be established by the Board;
- .13. attend all Board and Special Meetings of Science Timmins Inc.;
- .14. record all votes and minutes of all proceedings in the books to be kept for that purpose.
- .15. serve as one of the designated signing authorities.

6.6. Committees of the Board

6.6.1. Standing Committee - The Board shall create the following standing Committees. Each standing Committee shall be chaired by a director and report to the Board.

.1 Finance Committee

**.1.1 Purpose and Role of Committee**

To assist the Board in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board regarding:

- .1.1.1 financial information, including financial statements, that will be provided to the Board of Directors and other stakeholders;
- .1.1.2 strategic financial plans and the annual operating budget;
- .1.1.3 the systems of internal controls;

- .1.1.4 external audit requirements and processes; and
- .1.1.5 investment management activities.

#### **6.6.1.1.2 Duties and Responsibilities**

- 6.6.1.1.2.1 advising the Board on all financial matters affecting Science Timmins Inc;
- 6.6.1.1.2.2 assessing the requirement for an audit and if necessary, selecting auditors for appointment by reviewing scope of the audit and approving the audit fees involved;
- .3 receiving and reviewing the {audited} financial statements of Science Timmins Inc. as to reasonableness of presentation, appropriateness of accounting principles and adequacy of disclosure prior to their submission to the Board;
- .4 reviewing and identifying potential financial and other risks, recommending approaches, insurance and other measures to mitigate risk;
- .5 receiving and reviewing the written annual report of the auditor;
- .6 recommending the annual budget to the Board;
- .7 reviewing on behalf of the Board contracts, agreements or other instruments involving the financial affairs of Science Timmins Inc. which exceed \$25,000 and to make recommendations to the Board regarding appropriate action;
- .8 promoting transparency and accountability in all financial and planning activities of Science Timmins Inc;
- .9 perform such other functions as may from time to time be assigned to the Committee by the Board.

#### **6.6.1.1.3 Committee Membership**

6.6.1.1.3.1 The Committee will consist of at least three (3) to five (5) members. The committee will be chaired by the Treasurer.

6.6.1.1.3.2 Members sitting on this Committee will ideally possess:

- 6.6.1.1.3.2.1 financial management skills and experience related to, non profits, fundraising and community development
- 6.6.1.1.3.2.2 commitment and interest in the mission of Science Timmins Inc.
- 6.6.1.1.3.2.3 Regional experience or perspective;
- 6.6.1.1.2.3.4 willingness and ability to commit to the necessary time over a one (1) year period;
- .3 The Executive Director, or his or her designate, will be an ex-officio (non-voting) member of the Committee. Additional Science Timmins Inc. staff may attend meetings, as required. A representative from Science Timmins Inc.'s contracted accounting firm may attend as an observer.



#### **6.6.1.1.3.4 Appointment**

6.6.1.1.3.4.1 The term of appointment shall be for one (1) year

6.6.1.1.3.4.2 The Science Timmins Inc. Board shall appointment the Finance Committee members.

#### **.5 Meeting Times and Locations**

- .5.1 Meetings may be held at any place as the Finance Chair may determine
- .5.2 Meetings may be held at any time provided written notice has been given to each Committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of Committee members
- .5.3 Quorum for meetings is a majority of Committee members of record
- .5.4 Normally the Committee would meet four (4) times per year
- .5.5 Additional deliberations may be conducted via e-mail between meetings as required

#### **.6 Accountability and Communication:**

The Audit and Finance Committee is accountable to the Board of Directors. The Treasurer reports on its activities to the Board of Directors, and submits written recommendations as required for the Board's consideration.

#### **.2 Program Committee**

##### **.1 Purpose and Role of Program Committee**

To oversee, in accordance with the policies determined by the Board, the educational activities, key metrics and success factors of Science Timmins Inc.'s programs and activities.

##### **.2 Duties and Responsibilities**

- a) To assess on an annual basis, Science Timmins Inc.'s success in achieving its vision, mission, and educational goals. This includes assessing the content and success of each of the programs, projects and activities to ensure they are effective.
- b) To facilitate discussion between Science Timmins Inc., educators and administrators, to support the development of client-focused programs and learning activities
- c) To make supportive contributions to the development and continuous improvement of Science Timmins Inc.'s education programs.
- d) To ensure the programs encourage and foster, on behalf of Science Timmins Inc., the promotion and learning of science and technology.
- e) To identify and address programming issues related to regional, provincial and national, concerns relative to science and technology education, both at the elementary and secondary school levels.

- f) To keep educators informed of new developments and initiatives.
- g) Assume such other responsibilities as from time to time may be delegated by the Board.

**.3 Committee Membership**

- .3.1 The Committee will consist of at least three (3) to five (5) members. The Committee will be chaired by a member of the Board and should have at least two (2) educators from the region, and representatives of two major industries in the Region. Selection criteria for members will include:
  - .3.1.1 education experience related to, non profits and community development
  - .3.1.2 commitment and interest in the mission and vision of Science Timmins Inc.
  - .3.1.3 regional experience or perspective;
  - .3.1.4 willingness and ability to commit to the necessary time over a one (1) year period;
- .3.2 The Executive Director, or his or her designate, will be an ex-officio (non-voting) member of the Committee. Additional Science Timmins Inc. staff may be called upon to participate in meetings, as required.

**.4 Appointment**

- .4.1 The term of appointment shall be for one (1) year
- .4.2 The Board shall appoint the members of the Program Committee.

**.5 Meeting Times and Locations**

- .5.1 Meetings may be held at any place as the Committee Chair may determine
- .5.2 Meetings may be held at any time provided written notice has been given to each Committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of committee members
- .5.3 Quorum for meetings is a majority of Committee members of record
- .5.4 Normally the Committee meets four (4) times per year
- .5.5 Additional deliberations may be conducted via e-mail between meetings as required

**.6 Accountability and Communication:**

6.6.1.2.6.1 The Program Committee is accountable to the Board. The Chair of the Program Committee reports on its activities to the Board, and submits written recommendations as required for the Board's consideration.

6.6.2 Ad hoc Committees - The Board may create ad hoc committees for purposes of operational review, special (enabling) studies, etc. and may disband any of these ad hoc committees upon conclusion of their tasks. The Ad hoc committees shall report to the Board. The Board shall provide each ad hoc committee with terms of reference.

.7 Remuneration of Directors

.7.1 Directors shall not receive any stated remuneration for their services. However, expenses associated directly with their attendance at each regular or special meeting will be allowed according to a schedule of reimbursements formulated by the Board.

.8 Executive Director

.8.1 The Board may employ an Executive Director to manage the operations of the programs on behalf of the Board. The Executive Director may employ an Assistant Director, administrative staff and inspirers with the approval of the Board. All employees of Science Timmins Inc. shall receive remuneration for their services in amounts set forward, according to a schedule approved by the Board.

.8.2 Duties and Responsibilities: The Executive Director manages all aspects of the operations of Science Timmins Inc., including but not limited to the following specific aspects:

.8.2.2 Health & Safety

.8.2.3 Environmental

.8.2.4 Financial book-keeping and reporting

.8.2.5 Fundraising

.8.2.6 Business Planning

.8.2.7 Reporting to the Board as an ex-officio (non-voting) member

.8.2.8 Coordinating volunteers and resources

.8.2.9 Managing the facilities of Science Timmins Inc..

.8.2.10 Employ and supervise employees as approved by the Board

.8.2.11 Deliver the programs approved by the Board.

.9 Directors and Vacation of Office

.9.1 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his successor is appointed.

.9.2 The office of director shall be automatically vacated:

6.9.2.1 if a director resigns his office by delivering a written resignation to the Board;

.9.2.2 upon death.

.9.3 A director may resign his position as an officer of the Board and continue as a director.

.9.4 The Board may, by a majority vote appoint an individual to fill the vacancy.

6.10 Removal of a director from Office - 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.

6.11 Power of Directors - Directors may exercise all such powers of the Board except those explicitly excluded by the Ontario Corporation Act.

6.12 All Directors shall be indemnified by a general liability insurance policy.

6.13 Trust Funds - Board shall have the power to enter into an Agreement with a Bank or Trust Company for the purpose of creating a trust fund appropriate to the goals of Science Timmins Inc.

6.14 Financial Year - The financial year of the operation of Science Timmins Inc. shall be January 1 - December 31

6.15 Signature and Certification of Documents

6.15.1 Contracts, documents or any other instruments in writing requiring the signature of Science Timmins Inc. shall have the following signatures: The Executive Director, and one of the following: The Secretary/Treasurer, the Chair or the Vice-Chair and all contracts, documents and instruments in writing so signed shall be binding on Science Timmins Inc. without any further authorization or formality.

6.16 Rules and Regulations - The Board may prescribe such rules and regulations not inconsistent with the by-law relating to the management and operation of Science Timmins Inc. as they deem expedient.

## **7 AMENDMENTS OF BY-LAWS**

By-laws of Science Timmins Inc. may be repealed or amended by two thirds (2/3) of directors of record at a duly called Board meeting.

## **8 ADOPTION OF BY-LAWS**

8.1 These by-laws were ratified by the Board of the Corporation at a meeting of Directors duly called and held on September 15, 2008.

8.1 In ratifying these by-laws, the Corporation repeals all prior by-laws provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.

8.1 Enactment of by-laws - These by-laws are hereby enacted and shall come into force upon approval of the Registrar.

## **9 INDEMNIFICATION**

- .1 The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director, Officer and Committee Member from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or Committee Member.
- .2 The Corporation shall not indemnify a Director, Officer, Committee Member or any other individual for acts of fraud, dishonesty, or bad faith.
- .3 The Corporation may purchase and maintain insurance for the benefit of its Directors, Officers and Committee Members, as the Board may determine.

**10 SYMBOL**

Symbol of Science Timmins Inc. is as indicated in the following drawing:



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Name:  
Title: Chair of the Corporation  
Date:

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Name:  
Title: Vice-Chair of the Corporation  
Date:

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Name:  
Title: Secretary / Treasurer  
Date: