



Constitution

Category: 1 Organization & Governance

Policy Number: 1.1.1

Policy Section: Legislative Framework

Approved by: Board, Members

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Date Last Amended:

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Contact: Secretary/Treasurer

1. Constitution

1.1 The name of the Society referred to in this document is the “Wood Buffalo Youth Science Foundation”

1.2 The objects of the Society are:

- a) To promote, organize and operate an annual science fair for students in grades 4-12 within the Regional Municipality of Wood Buffalo
- b) To recognize and reward scientific achievement and to provide students with an opportunity to participate in the Canada Wide Science Fair.
- c) To showcase the talent of our region’s students at the regional and national levels.
- d) To assist local schools in establishing their own fairs.
- e) To foster curiosity, critical thinking and problem-solving skills in students by providing them with an opportunity to engage in unique hands-on learning experiences.
- f) To encourage students to pursue careers in science.
- g) To build ties between students, educators, local industry and scientists.

1.3 The head office of the Society shall be located in Fort McMurray, Alberta, Canada as stated in the Society Bylaws.

1.4 The activities of the Society shall be carried on without the purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives.

1.5 The Directors of the Society shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties in accordance with the Society’s policies relating to reimbursement of expenses.

1.6 The Directors of the Society shall be elected or replaced as outlined in sections 4.7-4.18 of the Wood Buffalo Youth Science Foundation Bylaws (reproduced below).

From the Wood Buffalo Youth Science Foundation Bylaws (Policy 1.1.2):

Election and Appointment of Directors

4.7 Eligibility - Any individual who is 18 years of age or older and who has the power under law to contract may be nominated for election or appointment as a Director.

4.8 Nomination - A nomination for election as a Director shall occur as follows:

- a) Applications for nomination shall be sent to each Member 30 days prior to the Special General Meeting;
- b) Applications are to be signed and returned to the Nominating Committee by nominees 20 days prior to the Special General Meeting;

4.9 Circulation of Nominations - Valid nominations shall be circulated to Members at least 10 days prior to the Special General Meeting.

4.10 Election - The election of Directors shall take place at the Special General Meeting by those Members present and eligible to vote, or who are represented at the Special General Meeting by proxy. The vote shall be done by secret ballot.

4.11 Decision - The nominees receiving the greatest number of votes in accordance with the number of vacant positions shall be declared elected. A nominee shall be acclaimed elected if there is only one nomination.

4.12 Appointment – An appointment of a Director shall occur as follows:

- a) Any eligible individual may be nominated by a Director with the support of at least one other Director;
- b) A nomination for appointment shall be presented to the board as a notice of motion not less than 10 days prior to a vote on the nomination;
- c) Approval of an appointment shall be by simple majority of the Directors
- d) The number of appointed Directors shall not exceed one-third or a maximum of three Directors.

4.13 Terms - The Terms of the elected and appointed Directors shall be in accordance with the following:

- a) Elected and appointed Directors shall hold office for a term of three years and shall hold office until their successors have been duly elected or appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.
- b) Elected and appointed Directors shall only be eligible to maintain office for a maximum of two terms.
- c) Elected and appointed Directors shall be eligible for an additional term or terms if nominated by the nominating committee only in the absence of a suitable alternate member.

4.14 Staggered Terms - The terms of elected Directors shall be staggered as follows:

a) At the first Special General Meeting following the adoption of these Bylaws, one-third of the Directors shall be elected for a term of one year, one-third of the Directors shall be elected for a term of two years, and the remaining Directors shall be elected for a term of three years.

b) Thereafter all Directors shall be elected for a term of three years.

4.15 Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws.

Resignation and Removal of Directors

4.16 Resignation - A Director may resign from the Board at any time by presenting a notice of resignation to the Board. This resignation shall become effective on the date the Board accepts the request. Where a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.17 Vacate Office -- The office of any Director shall be vacated automatically:

a) If the Director is found by a court to be of unsound mind;

b) If the Director becomes bankrupt;

c) If the Director becomes an employee or contractor of the Society;

d) If the Director, without reasonable excuse, fails to attend five (5) consecutive meetings of the Board; or

e) Upon the Director's death.

4.18 Removal - A Director may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

1.7 Upon the dissolution of the Society and after the payment of all debts and liabilities, the Society's remaining property shall be distributed to such charitable organization or organizations, carrying out their activities in Canada, as the Board of Directors may determine prior to dissolution.

1.8 This Constitution may only be amended by a Special Resolution of the voting members present in person or by proxy at an annual or special meeting duly called for the purpose of amending the Constitution.

1.9 Any change to the objectives of the Society shall come into effect only upon agreement of a majority of the voting members present in person or by proxy at an annual or special meeting duly called for the purpose of amending, revising, repealing or adding to the Bylaws.

1.10 This Constitution was ratified by a Special Resolution of the Members of the Society at a meeting of Members duly called and held on June 4, 2008.

I certify that the information presented within this document is, to the best of my knowledge, correct and complete.

Signature 1. _____ 2. _____
Name (please print) _____ _____
Position within organization _____ _____
Date signed _____ _____

Signature 3. _____
Name (please print) _____
Position within organization _____
Date signed _____