

BY-LAWS - THE MOJI TAIWO LEARNING FOUNDATION (TMTLF)

Effective Date: Jan 10th 2024

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Approved By: TMT Learning Foundation Board

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BE IT ENACTED as a by-law of The Moji Taiwo Learning Foundation (TMTLF) as follows:

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of TMTLF, unless the context otherwise requires:

- a. **"Act"** means the **Societies Act of Alberta** or the **Canada Not-for-Profit Corporations Act (CNCA)**, as applicable, including their regulations, as amended from time to time.
- b. **"Articles"** refers to the foundational documents of the Foundation/ Incorporation, hereby referred to as the "Corporation"

- c. **"Board"** means the Board of Directors of TMTLF, and "Director" means a member of the Board.
- d. **"By-law"** means these by-laws and any other by-laws of the Foundation, as amended from time to time.
- e. **"Founder"** the key individual who founded the organization. (Mojisola Taiwo)
- f. **"Meeting of members"** includes an annual or special meeting of members.
- g. **"Ordinary resolution"** means a resolution passed by a majority (more than 50%) of votes cast.
- h. **"Proposal"** means a proposal submitted by a supporter or advisor, if applicable, that meets the requirements of the Act.
- i. **"Regulations"** means the regulations under the Act, as amended from time to time; and
- j. **"Special resolution"** means a resolution passed by no less than two-thirds (2/3) of the votes cast on the resolution.

1.02 Interpretation

Words in the singular include the plural and vice versa; words in one gender include all genders; and "person" includes individuals, partnerships, and corporate entities.

1.03 Corporate Seal

TMTLF may adopt a corporate seal if approved by the Board. The Secretary shall act as its custodian.

1.04 Execution of Documents

All legal documents, contracts, or instruments requiring execution by TMTLF shall be signed by two (2) officers or directors unless otherwise directed by the Board.

1.05 Financial Year End

The financial year-end of TMTLF shall be **July 31st** or as determined by the Board.

1.06 Banking Arrangements

- a) The Board shall determine the banking institution and authorize person(s) to manage financial transactions for TMTLF by resolution.
- b) The banking business of the TMTLF shall be transacted at a bank, trust company or other firm or corporation providing banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.
- c) The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

TMTLF shall publish a notice stating that the annual financial statements are available at the registered office and may provide copies upon request at no cost.

1.08 Organizational Purposes

- a) To advance education by providing programs and resources that equip youth with practical skills, knowledge, and opportunities for career and personal development.
- b) To promote mental health by offering programs that support emotional well-being, reduce stigma, and increase access to culturally responsive mental health education for youth.
- c) To relieve conditions associated with youth at risk of social or economic disadvantage by delivering programs that foster inclusion, resilience, and long-term personal success

Section 2 - Membership

2.01 Non-Membership Structure

TMTLF shall operate as a non-membership entity. Governance and decision-making rest solely with the Founder and the Board of Directors.

2.02 Supporters

Individuals or entities may support TMTLF's mission but do not hold voting rights or governance authority.

2.03 Advisory Committees

The Board may establish advisory committees comprising non-voting members to provide guidance or expertise.

Section 3 - Board of Directors

3.01 Composition

The Board shall consist of **six (6)** Directors committed to TMTLF's mission.

3.02 Appointment and Term

Directors shall be appointed by the Founding Committee and serve staggered terms of up to three (3) years, renewable at the Board's discretion.

3.03 Responsibilities

- a) **Governance:** Ensuring compliance with laws and ethical standards.
- b) **Mission and Strategy:** Defining and reviewing TMTLF's mission and strategic goals.
- c) **Financial Oversight:** Approving budgets, monitoring finances, and ensuring fiscal responsibility.
- d) **Officer Appointments:** Appointing key officers to manage daily operations.
- e) **Program Oversight:** The Board shall oversee the development, implementation, and evaluation of TMT Learning Foundation's programs, services, and initiatives.

3.04 Meetings

The Board shall meet regularly as determined, with advance notice provided.

3.05 Decision-Making

Decisions require a majority vote. In a tie, the Founder shall cast the deciding vote. In the absence of the Founder, the individual/officer appointed by the Founder to decide on matters at such time shall cast the deciding vote. In the absence of the founder and the individual/officer appointed by the Founder, the Chair or President shall cast the deciding vote.

3.06 Overruling Vote

- a. In the best interest of the corporation, the Founder shall cast a vote that overrules the majority vote.
- b. In the absence of the Founder, the individual/officer appointed by the Founder to decide on matters at such time shall cast the overruling vote
- c. As necessary, this clause shall apply to all parts of corporation's voting that requires majority vote

3.07 Quorum

Four (4) Directors constitute a quorum.

3.08 Conflicts of Interest

Directors must disclose conflicts of interest in accordance with the Conflict-of-Interest Policy.

Section 4 - Meetings of Directors

4.01 Calling of Meetings

Meetings may be called by the Chair, Vice-Chair, President or any two (2) Directors.

4.02 Notice of Meeting

Notice must be provided at least seven (7) days in advance, except in urgent cases with unanimous consent.

Notice can be provided through one of the following methods.

- a) Delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) Mailed by prepaid ordinary mail to the director's address as set out in (a)
- c) By telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d) By an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting except that a notice of

meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

4.03 Regular Meetings

- a) The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.
- b) A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

4.04 Votes to Govern

- a) All questions shall be decided by majority vote. In case of a tie, the Chair shall have a second vote.
- b) In case of a Board's special resolution, the **special resolution** shall adhere to sections 3.05) (**Decision Making**) and the (3.06) (**Overruling Vote**) of this By-Law.

4.05 Committees

- a) The Board may establish committees to address specific areas of need or interest.
- b) Any such committee may formulate its own rules of procedure, subject to this By-law or directions as the board may from time to time make.
- c) Any committee member may be removed by resolution of the board of directors. The **resolution** shall adhere to sections (3.05) (**Decision Making**) and the (3.06) (**Overruling Vote**) of this By-Law.

Section 5 – Officers

5.01 Description of Offices Roles and Appointment

Officers shall include a **Chair, Vice-Chair, President, Secretary, and Treasurer**, appointed by the Board.

Unless otherwise specified by the board, which may, subject to the Act, modify, restrict, or supplement such duties and powers, the officers of the Corporation, if designated and appointed, shall have the following duties and powers associated with their positions:

- a) **Chair of the Board**

The chair of the board shall be a director and shall preside at all meetings of the board of directors and of the members when present.

The chair shall perform such other duties as the board may specify.

b) **Vice-Chair of the Board**

The vice-chair of the board, if one is appointed, shall act in the absence or inability of the chair and preside at meetings.

The vice-chair shall perform such duties as the board may specify.

c) **President**

The president shall be the chief executive officer and responsible for implementing strategic plans and policies of the Corporation.

The president shall have general supervision of the Corporation's affairs, subject to the board's authority.

d) **Secretary**

The secretary shall attend all meetings of the board, members, and committees.

The secretary shall record and maintain meeting minutes, give notices, and be the custodian of the Corporation's records.

e) **Treasurer**

The treasurer shall manage financial oversight, including budgeting and reporting, and perform such duties as the board may specify.

The powers and duties of all other officers shall be determined by the board or president. The board may modify the powers and duties of any officer as necessary.

5.02 Vacancy in Office

The board may remove any officer except the Founder, with or without cause. An officer shall hold office until:

- a) Their successor is appointed,
- b) They resign,
- c) They cease to be a director (if applicable), or
- d) Their death.

In case of a vacancy, the board may appoint a person to fill the role.

Section 6 - Notices

6.01 Method of Giving Notices

- a) Notices shall be deemed sufficiently given:
 - i) If delivered personally or to the recipient's recorded address.

- ii) If mailed to the recorded address by prepaid mail.
- iii) If sent electronically to the recipient's recorded address.
- iv) If provided in an electronic document in accordance with Part 17 of the Act.
- b) Notices shall be effective upon delivery, mailing, or electronic dispatch. The secretary may update recorded addresses as necessary.
- c) The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable.
- d) The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

6.02 Invalidity of Provisions of this by-law

The invalidity of any by-law provision shall not affect the enforceability of the remaining provisions.

6.03 Omissions and Errors

Accidental omissions, non-receipt, or errors in notices not affecting their substance shall not invalidate actions taken based on such notices.

Section 7 - Dispute Resolution

7.01 Mediation and Arbitration

Disputes among members, directors, officers, or volunteers shall be resolved through mediation and/or arbitration as follows:

- a) A panel of mediators shall be appointed (one by each party, who together appoint a third).
- b) If unresolved, the dispute shall be settled by a single arbitrator under applicable arbitration laws. Arbitration proceedings shall remain confidential, and decisions are final and binding.

7.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the

Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

7.03 Mediation and Arbitration Costs

Mediation and arbitration costs shall be equally borne by the parties unless otherwise determined by the arbitrator.

Section 8 - Transparency and Accountability

8.01 Transparency

- a) The organization commits to transparency by providing regular activity reports to stakeholders. The board is responsible for ensuring accountability and transparency.
- b) TMTLF shall maintain clear financial records, submit annual filings, and adhere to all regulatory obligations.

Section 9 - Amendment to Membership Provision

9.01 Amendments

- a) Amendments to non-membership provisions of these bylaws require board approval.
- b) Membership related amendments to this by-law require a **special resolution** of the Board.

The **special resolution** of the Board shall adhere to sections 3.05) (**Decision Making**) and the (3.06) (**Overruling Vote**) of this By-Law.

Section 10 - Dissolution

10.01 Distribution of Assets

Upon dissolution, remaining assets shall be distributed in alignment with the organization's purpose and in compliance with applicable laws.

If decided upon, all assets remaining after liabilities shall be distributed to eligible charities in Alberta with similar objectives.

Section 11 - Effective Date

This by-law takes effect upon approval by the board and confirmation by the members.

CERTIFIED to be By-Law No. 1 of the Corporation, enacted by the directors on October 6, 2023, and confirmed by the members on January 8, 2024.

Dated: January 10, 2024

Mojisola (Moji) Taiwo

Founder/CEO/President

Footnotes

1. Additional definitions may be included based on the corporation's structure.
2. Annual financial statements provision aligns with Subsection 172(2) of the Act.
3. Membership conditions comply with Subsection 7(1)(c).

4. Notice and record dates align with prescribed notice periods under Subsection 63(1) of the Regulations.
5. Electronic and non-electronic notice options meet Subsection 63(2) requirements.
6. Absentee voting procedures align with Section 74 of the Regulations.
7. Discipline and membership termination align with Subsection 158 of the Act.
8. Voting and quorum provisions comply with Sections 137 and 164 of the Act.

References

The TMLTF Bylaws reference two key legislative Acts namely:

1. **Alberta Societies Act:** This provincial legislation governs the incorporation and operation of non-profit societies in Alberta.
2. **Canada Not-for-Profit Corporations Act:** This federal statute regulates the formation and governance of non-profit corporations across Canada.

Both documents are available online