

CONSTITUTION and BYLAWS: iHub Learning Inc.

The Constitution and Bylaws (and all others subsequently passed) relate to the conduct of affairs of iHub Learning Inc., also referred to as iHub.

BE IT ENACTED AND IT IS HEREBY ENACTED as the Constitution and Bylaws of iHub Learning Inc. as follows:

1. Definitions

In this Constitution and Bylaws, unless the context otherwise specifies or requires, "Board or Board of Directors" means the governing Board of iHub and "member" means a member of the governing iHub organization who meets the requirements of membership.

2. Objectives and Membership

2.1 iHub is a not-for-profit corporation located in Fredericton (or a place deemed appropriate by the Board), New Brunswick. Public and private funding, and other revenue generated by iHub, is used to research to support Innovative Education (defined as: experiential and/or entrepreneurial, using problem and project-based, actively engaging, personalized approaches to learning) in the New Brunswick Anglophone public education sector.

2.2 Membership in iHub shall be comprised of a broad representation of those involved with promoting innovational education, including business, labour, public service, educators, community, adult learners and citizens of New Brunswick.

2.3 Any members of iHub shall be eligible to have a seat on the Board of Directors, if nominated and elected, at an Annual General Meeting for a three-year term (renewable terms at the discretion of the Board).

2.4 The Board of Directors (also referred to as 'The Board') is to consist of seven voting members; and up to 12 Advisory Board members who have no voting power, but who represent provincial stakeholders of education and who wish to support the provincial mandate of iHub. The voting members are nominated by the nominating committee of the Board, and non-voting Advisory members nominated by partner organizations, for consideration to be elected to the Advisory Board. The Board is also comprised of an Executive Committee elected from its voting members, and Standing Committees, consisting of voting and advisory members. See: **Appendix "A" (Organizational Structure and Process)**.

2.5 Quorum for the Board of Directors shall be a majority of voting members.

3. Meetings of the Membership

3.1 The Annual General Meeting of the organization (both voting and advisory members) shall be held in a location on an annual basis as determined by the Board Executive.

3.2 The Annual General Meeting of iHub shall be held no later than six months from the end of the previous fiscal year.

3.3 All voting members of the Board will attend Board meetings, convened by the chair. Advisory members will attend Board meetings quarterly.

- 3.4 A question submitted to a meeting of the voting members shall be approved in the first instance by a majority. In case of a tie vote, the chair shall have a deciding vote.
- 3.5 Each member must adhere to the confidentiality of iHub business with respect to personnel, financial matters and meeting business, and sign a **Confidentiality Agreement: Appendix “B”**.
- 3.6 The Board Chair, as the case may require, shall preside at the meeting of the members.
- 3.7 The majority of voting membership shall constitute a quorum of any meeting of the members.

4. Registered Office

The Board of Directors may from time to time by resolution fix the location of the registered office of iHub within the Province of New Brunswick.

5. Seal

The organization may have a seal which can be adopted or changed by resolution of the Board of Directors.

6. Board of Directors Operations

- 6.1 Deeds, transfers, assignments, contracts, obligations and other written instruments requiring the signature of iHub may be signed on its behalf by the Executive members and Executive Director (CEO), and the corporate seal can be affixed to such instruments as may be required.
- 6.2 The Executive Director (CEO) with assistance of the Board Executive shall manage the business and affairs of iHub. In all procedural matters not provided for in the Bylaws, *Robert's Rules of Order* shall apply.
- 6.3 There shall be no more than seven voting Directors of iHub of whom the majority shall constitute a quorum for the transaction of any business at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the power of the Board of Directors so long as a quorum of directors remain in office.
- 6.4 Each director shall be a member of iHub.
- 6.5 Board voting members must reveal any conflict of interest (personal or business) that could influence (or in their opinion others may perceive could influence) their judgment with Board duties, or permit an advantage by virtue of their position on the Board, and shall sign a **Conflict of Interest Agreement. See Appendix “C”**.
- 6.6 In the event of a conflict of interest, the Board may require, depending upon the circumstances, that member to resolve the conflict, absent him/herself from relevant discussions, tender a resignation, or move to remove the member from the Board.

- 6.7 The members of the Board may, by resolution passed by at least two-thirds of the votes cast at a General Meeting of which due notice specifying the intention to pass such resolution, remove any director before the expiration of their term of office for failure to discharge the duties of the office, conflict of interest, or committing an act considered by the Board to be detrimental to iHub. This could include theft, fraud, sexual harassment, intoxication, public disclosure of confidential information, and breach of conflict of interest, or confidentiality agreement.
- 6.8 The resolution of the Board, providing for the removal of a Director shall provide the reason which shall be conveyed in writing by registered letter, or direct delivery, and an appeal may be made to the Secretary within 14 days, citing the reasons of the appeal. The former director may make a written representation to the Board to review its decision on the grounds cited in the appeal.
- 6.9 A Director may resign from office by forwarding a letter to the Board, and such resignation shall take effect on a resolution of acceptance by the Board.
- 6.10 The Board of Directors shall serve as such without remuneration, excepting compensation for reasonable expenses for carrying out their Board duties.
- 6.11 Meetings of the Board of Directors and the Executive committee of the Board may be held at the registered office of iHub, or any other place or means deemed appropriate, including online or teleconference.
- 6.12 A meeting of the Directors may be convened by the Board chair, or any two voting directors, and such notice may be in writing or may be given verbally provided there is at least 48 hours' notice of such meeting. Notwithstanding any other provision in the Act, this meeting of the Directors may be convened by telephone conference, or online with the consent of the majority of Directors.
- 6.13 Every Director or Officer of the Board, or any other person who has undertaken or is about to undertake any liability on its behalf, and their heirs, executors and administrators, and estate and effect, respectively, may from time to time and at all times be indemnified and saved harmless out of the funds of the organization except for such costs, charges, or expenses as are occasioned by their own willful neglect or default.

7. Board Officers

- 7.1 With the exception of the inaugural executive (chair, vice-chair, secretary-treasurer and governance officer), members shall be elected by the Board of Directors at the Annual General Meeting for a term of three years with another three year term renewable (in addition to the time served as a Board member) at the discretion of the Board. If necessary, the Board of Directors may appoint a Board member to fill a vacancy on the Executive until the Annual General Meeting. The Executive has authority as delegated by the Board to carry out Board business between Board meetings.

- 7.2 The Chair shall call, prepare the agenda and preside at all meetings of the Board of Directors and of members of the organization. He or she shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned by the Board of Directors.
- 7.3 The Vice-Chair shall be vested with all the powers and shall perform the duties of the Chair in the absence or inability to act in that capacity, and shall possess and may exercise such other powers as may from time to time be assigned by the Board of Directors.
- 7.4 The Secretary-Treasurer shall act as secretary of all meetings of directors, and members, and shall have charge of the Minute books of iHub and the documents and registers referred to in the Act. He or she shall perform all duties incident to the office or that are properly required by the Board of Directors. He, or she, shall keep or cause to be kept the books of account and accounting records required by the Act, and be responsible for the disbursement of funds of iHub in accordance with the bylaws, or the direction of the Board, report to the regular and Annual General meeting, or whenever they may require it, an accounting of transactions and financial statements, and perform all duties incident to the office or that are properly required by the Board of Directors.
- 7.5 The Governance Officer will help ensure that Board members are conducting themselves in accord with Board policies with a focus on governance (rather than administrative) responsibilities, involving strategic planning and organizational performance.
- 7.6 The Past Chair can serve as an advisory member of the Executive Committee.
- 7.7 The Board of Directors may from time to time appoint a Chief Executive Officer (CEO) / Executive Director, or other employees, and may delegate to them full authority to manage and direct the business and affairs of iHub (except such matters and duties as by law must be transacted or performed by the Board of Directors or by the members in General Meeting) and, subject to Board approval, to employ and discharge agents and employees of iHub, or may delegate to them any lesser power. The CEO/Executive Director shall conform to all lawful orders given by the Board of Directors and shall at all reasonable times give to the directors all information they may require regarding the affairs of iHub.
- 7.8 If the office of the Chair, Vice-Chair, Secretary/Treasurer or Governance/Officer shall be or become vacant by reason of death, resignation, or otherwise, the Board of Directors may appoint an officer to fill such vacancy for the remainder of the term.

8. Committees of iHub

- 8.1 Standing Committees shall be chaired by members of the Board, or such chairs may be chosen by the Board if deemed necessary with the Chair and CEO/Executive Director deemed to be *ex officio* members.
- 8.2 The Board Committees are to draft their terms of reference, and review these on an annual basis.
- 8.3 Committees make recommendations to the Board to advance the objectives of iHub.
- 8.4 iHub members are encouraged to share their valuable expertise and professional experience by actively participating on Committees designed to carry out much of the research and work of the Board.

- 8.5 Ad hoc committees can be established by the Board as needed.
- 8.6 The Executive Committee is comprised of the elected members of the Executive (with a majority constituting a quorum) to conduct business on behalf of the Board between Board meetings. The Executive meets on an as required basis either face to face, or telecommunication, or internet transmission.

9. Elections

- 9.1 Elections (normally at the Annual General Meeting, or a special meeting called for this purpose) may be conducted by ballot and decided upon by a majority of votes cast. In the event of more than two candidates for office, the candidate obtaining the most votes shall be elected.
- 9.2 A Nomination Committee comprised of the Chair and at least one other member of the Board shall seek candidates for all elected offices at least 30 days prior to an election.
- 9.3 Nominators and nominees for the Executive must be iHub members in good standing. In exceptional circumstances, a candidate who has not been a member may be nominated for Executive office. All nominations require acceptance by the nominee.
- 9.4 The election of officers shall proceed as follows: (1) Chair; (2) Vice-Chair; (3) Secretary/Treasurer; (4) Governance Officer. Each candidate may choose a "scrutineer" (or have one designated), and nominees may speak for three minutes.
- 9.5 All duly elected officers of the Board shall take office at the end of the meeting in which they were elected.

10. Amendments

These bylaws may be enlarged, amended, or repealed in whole or in part by a majority vote of the Executive, and Board, members. Thirty days' notice of intention to amend Bylaws (and the specific amendment) must be provided.

11. Finances

- 11.1 The fiscal year-end of iHub is June 30 until changed by resolution of the Board of Directors.
- 11.2 The banking business of iHub, or any part thereof, shall be transacted with such bank, trust company, or credit union carrying on a banking business as the directors may designate direct, appoint, or authorize from time to time by resolution. All such banking business shall be transacted on iHub's behalf by the CEO/Executive Director, and one or more officers as the Board of Directors may designate, direct or authorize from time to time by resolution to do any act or thing on iHub's behalf to facilitate such banking business.
- 11.3 The Board of Directors shall have the right to solicit funds for the purpose of advancing its objectives.

- 11.4 The Board is responsible for all receipts and disbursements of the organization.
- 11.5 The funds of iHub shall be deposited, or invested, with such financial institutions as the Board from time to time may determines.
- 11.6 Cheques and other orders of payment shall be signed by the signing authorities (one or more Executive officer and the CEO/Executive Director) as stated in the operational procedures of the association.
- 11.7 Board directors may be remunerated in whole or in part for expenses incurred in the normal course of their duties. The amount of such remuneration is determined by the Board, according to operational procedures and the financial state of iHub.

12. Financial Review

- 12.1 An accountant will be appointed annually by the Board to be responsible for a year-end financial review, of the transactions of iHub.
- 12.2 The accountant will present the report at the Annual General Meeting.
- 12.3 Financial statements are available on request to all Board members.

13 Dissolution

Upon dissolution of iHub and after payments of all debts and liabilities, any remaining property shall be distributed and disposed of by a trustee, appointed by the last Board of Directors, to the funders, or charitable organizations that carry on their work in New Brunswick, and so designated by the Board.

PASSED the 12th day of June, 2018.

We certify that the foregoing is a true copy of the Constitution and Bylaws passed by the Board Executive on, May 12, 2018 and recorded in the Minutes of the iHub Board, and that the Constitution and Bylaws are now in full force and effect.

Board Chair (Dr. Jeff McNally)

Board Vice-Chair (Dr. Michael Fox)