

THE CONSTITUTION AND BY-LAWS

BY-LAW NUMBER 5 (CONSTITUTION)

BY-LAW NUMBER 2 (BORROWING)

BY-LAW NUMBER 3 (BANKING)



HISTORY OF CONSTITUTION AND BY-LAWS

The By-laws (Constitution, Borrowing, Banking) of the Association were initially adopted on September 24, 1988. These By-laws were:

By-law Number 1, the Constitution

By-law Number 2, Borrowing

By-law Number 3, Banking

On October 14, 1989, By-law Number 1 was amended and was adopted as By-law Number 4.

On June 8, 1990, the Constitution was again amended and adopted as By-law Number 5. Part of adopting By-law Number 5 was to repeal By-law Number 4.

On June 7, 1991, the Constitution was further amended to include terms of office for Standing Committees, to replace the Second Executive Vice-President position with a Treasurer position and to move Connell and Ponsford District School Area Board.

On June 19 and 20, 1992, the Constitution was amended, in principle, to include Associate Membership Categories (this was ratified by the Board of Directors and Annual General Meeting in June, 1993). Additional amendments included a process for filling vacancies on the Board of Directors, and the addition of Bourinot's Rules of Order. The Borrowing By-law (By-law #2) also was amended to set limits on borrowing.

On June 10, 1994, the Constitution was amended to confer Honorary Life Membership on persons for outstanding service to the Association, include the Treasurer as a member of the Operations Committee, affect a change of Region for the Muskoka Board of Education, and add the names of the French language member boards: Conseil des ecoles francaise de la communaute urbaine de Toronto and Conseil des ecoles publiques d'Ottawa-Carleton. A further amendment clarified the eligibility of trustees to stand for election to the position of Regional Vice-President/Chair of the Association.

On June 9, 1995 the Constitution was amended to restructure the association as a result of a process of Organizational Renewal. The role of the Board of Directors was changed to permit it to become the principal source of policy and political direction between Annual General Meetings. In addition, Executive Council was given primary responsibility for coordinating the association's financial and operational affairs, and for assigning priority to issues (subject to any regulations or restrictions imposed by the Board of Directors). Standing committees, sub-committees and special committees were replaced with Core Issue Work Groups and Ad Hoc Work Groups, the Regions were renamed Regional Councils and their roles were expanded to provide a forum for discussion of common matters, to ensure a formal input mechanism for developing association positions, and to undertake greater political and media activity at the local level. Further amendments confirmed that proxy voting is not permitted, allowed Regional Councils to appoint alternate members to Work Groups to ensure regional representation at meetings; and establish guidelines to encourage attendance of members at Work Group meetings.

On June 14, 1996, amendments approved at the Annual General Meeting included changes to the classes of Associate Membership to distinguish between profit and not-for profit organizational memberships, and the membership of individuals and former public school trustees. The names of new member boards and member boards with changed names were also included. A third amendment dealt with the process and voting rights for electing trustees to the Board of Directors in the Regions.

On June 14, 1997, in preparation for the amalgamation of school boards and the proposed political reorganization of OPSBA, the constitution was amended through a number of interim provisions to permit the association to continue to operate under the *Corporations Act* (Ontario) through the transfer from the old board system to the new.

On January 19, 1998, a special general meeting was held to amend the constitution significantly to reflect the new political and structural changes in the association. The Executive Officers were renamed, the new government terminology (district school boards and school authorities) was included, the fiscal year of the association was changed to match the fiscal year of the school boards and fee payment dates were changed. Amendments to change the political structure included changing the number of regions to five from six, providing for each member board to appoint at least one member to the OPSBA Board of Directors, establishing an election process for the selection of a trustee to represent the interests of school authority members, and to introduce a "weighted" voting structure for annual and general meetings of the association. At this meeting, the interim provisions adopted in June, 1997 were rescinded.

On June 12, 1998, housekeeping amendments to clarify the rights of Alternate Delegates and eligibility for Associate Membership were adopted by the Annual General Meeting as well as an amendment to eliminate the restriction preventing Directors from serving on Core Issue Work Groups.

On June 12, 1999, amendments were adopted to set the Association's fiscal year as September 1 to August 31. As well, a new class of Vice-President, appointed by Member Boards, based on FTE enrolment of 150,000 was adopted. Subsequent amendments were approved to ensure the full participation of these Vice-Presidents and their Alternates on the Board of Directors and Executive Council.

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ONTARIO PUBLIC SCHOOL BOARDS' ASSOCIATION

BY-LAW NUMBER 5 (CONSTITUTION)

NAME AND SEAL

- 1.01 The name of the Association shall be the Ontario Public School Boards' Association (herein referred to as the "Association").
- 1.02 The Seal, an impression whereof is stamped in the margin to the right hereof, shall be the official corporate seal of the Association.

1.01 Name of Association

1.02 Corporate Seal

HEAD OFFICE

- 2.01 The Head Office of the Association shall be situate in the Municipality of Metropolitan Toronto in the County of York in the Province of Ontario, or at such other place as the Board of Directors may from time to time determine.

2.01 Head Office

MEMBERSHIP

- 3.01 The membership of the Association shall consist of:
- (1) Member Boards
 - (2) Delegates of Member Boards
 - (3) Honorary Life Members
 - (4) Trustees
 - (5) Associate Members
 - (6) Directors
- 3.02 **Member Board:** A "Member Board" is defined as any English language public district school board, French language public district school board or public school authority which is admitted as a Member Board by the Board of Directors. Member Boards must pay the appropriate annual fees by the 1st of September each year. Member Boards are assigned to a Region in accordance with Section 7.02. Each new Member Board shall be assigned to a Region by the Board of Directors.
- 3.03 **Delegates:** Each Member Board shall appoint a Trustee to act as the Delegate of the Member Board and to exercise all rights and privileges of the Member Board, including that of voting at the annual and general meetings of the Association and at the meetings of the Regional Council to which the Member Board is assigned.
- In addition, each Member Board may appoint another Trustee of the Member Board who may act as Alternate in the absence of the Delegate. The Alternate, so acting, shall have full rights and privileges of the Delegate, including voting powers. The Chair or the Secretary of each Member Board shall certify in writing to the Association the name of the Delegate and the Alternate, if any. Each Delegate has only one vote and shall not vote by proxy.
- 3.04 **Honorary Life Members:** Honorary Life Membership shall be conferred upon all those who prior to the formation of the Association

3.01 Membership

3.02 Member Board Defined

3.03 Delegate of Member Board Defined

Alternate to Act in Absence of Delegate

3.04 Honorary Life Member Defined

MEMBERSHIP CONT'D

were Honorary Life Members of the Ontario Public School Trustees' Association, the Association of Large School Boards in Ontario or the Northern Ontario School Trustees' Association and upon all Past Presidents of the Association. Honorary Life Membership may be conferred upon any person by the Board of Directors for outstanding service to the Association. Honorary Life Members shall enjoy all the rights and privileges of membership in the Association, but shall not, as such, be entitled to vote or hold office in the Association.

3.05 Trustee Defined

- 3.05 ***Trustees:*** "Trustee" means each and every duly elected or appointed trustee of each Member Board and includes the Delegate or Alternate Delegate of the Member Board. Trustees may attend and participate in Regional Council Meetings and in the annual and general meetings of the Association, but only Delegates (or their Alternates) may present or second motions or vote. Any Trustee is eligible to be elected or appointed a Director or Officer of the Association.

3.06 Associate Member Defined

- 3.06 ***Associate Member:*** Any person or organization with an interest in education and a desire to participate in the work of the Association other than any district school board or school authority that is eligible to be a member board shall be eligible to apply to the Board of Directors of the Association to become an Associate Member. Associate Members shall enjoy all the rights and privileges conferred upon such members or class thereof from time to time, but shall not be entitled to vote or hold office in the Association. Associate members shall be divided into the following classes, or such other classes as the Board of Directors of the Association may determine from time to time:
- (i) Former public school board trustees;
 - (ii) Individuals;
 - (iii) Not-for-profit organizations; and
 - (iv) For profit organizations.

3.07 Director Member Defined

- 3.07 ***Director:*** Any person elected or appointed as a Director of the Association shall be admitted as a Member of the Association. Directors shall be entitled to vote in their capacity as Directors of the Association and shall enjoy all the rights and privileges of Membership in the Association, but shall not, in their capacity as Members of the Association be entitled to vote as Members of the Association.

WITHDRAWAL OF MEMBER BOARDS**4.01 Member Board Withdrawal**

- 4.01 Subject to Section 4.02, a fully paid-up Member Board may withdraw from the Association at any time upon written notification to the Executive Director of the Association. There will be no refund of any portion of the annual fee paid.

4.02 Notification Period

- 4.02 A Member Board shall be liable for the annual fee in each year due on September 1st unless the Member Board delivers written notice to the Executive Director of its intention to withdraw from the Association. The notice must be received by the Executive Director by April 1st of that year.

4.03 Fees Owing

- 4.03 If a Member Board, which owes annual fees or any other amounts to the Association, elects to withdraw or has its membership in the Association revoked, such annual fees or any other amounts will remain payable to the Association.

- 4.04 A Member Board or Associate Member may only be readmitted to the Association if:
- (a) all outstanding annual fees and other amounts owing to the Association have been paid in full; and
 - (b) the readmission to the Association has been approved by the Board of Directors.

FEES

- 5.01 The annual fees for Member Boards and each class of Associate Member shall be as determined by the Board of Directors from time to time.
- 5.02 All membership fees shall be due on September 1 of each year or on such earlier date specified by the Board of Directors. The Executive Director shall mail or deliver statements in the Schedule of Membership Fees to each fee-paying Member at least one month prior to the date upon which payment is due.
- 5.03 Honorary Life Members, Delegate Members, Directors and Trustees shall not be required to pay fees.
- 5.04 The Association, as determined by the Board of Directors, may revoke the membership of any Member Board or Associate Member which has not paid its annual fees by September 30th in any year.

FISCAL YEAR

- 6.01 The fiscal year of the Association shall be from September 1 to August 31.

REGIONAL STRUCTURE

- 7.01 To provide for the optimum expression of opinion by its Member Boards, the Association shall be structured so as to provide a forum that will reflect the varied interests of Member Boards of all sizes from all areas of Ontario, yet encourage the recognition of their similarities. The Member Boards shall be allocated to Regional Councils.
- 7.02 Five Regions shall be established as follows:
- (a) **North**, which shall be divided into two sub-regions.
 - (i) North Sub Region East
 - (ii) North Sub Region West
 - (b) **West**
 - (c) **East**
 - (d) **Central East**
 - (e) **Central West**
- 7.03 The Regional Councils may advise the Executive Council and the Board of Directors of issues and matters affecting their Member Boards. The Member Boards of a Regional Council may hold such meetings as are deemed necessary for the purposes of the Regional Council but there shall be no fewer than two such meetings per year, in addition to the regional meeting held at or about the time of the Annual General

4.04 Readmission

5.01 Annual Fees

5.02 Fees Due Date

5.03 Fees Exemptions

5.04 Membership Ceases

6.01 Fiscal Year

7.01 Regional Structure Defined

7.02 Five Regions

(a)North

(b)West

(c)East

(d)Central East

(e)Central West

7.03 Regional Meetings

REGIONAL STRUCTURE CONT'D

Meeting or other centrally organized meetings. The regional meetings shall be organized by the Association's administration. Each Regional Council shall hold a meeting at or about the time of the Annual General Meeting for the purpose of electing and appointing Directors pursuant to Article 9. In the case of the Northern Regional Council, apart from the Regional Council Meeting at the time of the Annual General Meeting, a sub-regional meeting in each of the sub-regions may be substituted for the other required Regional Council Meeting. Such substitution may be approved by a majority of Delegates in the Regional Council at any Regional Council Meeting. Each Regional Council may appoint such work groups on such terms as it determines appropriate for the purpose of advising the Regional Council on matters, including labour relations matters, falling within the responsibility of such work groups.

BOARD OF DIRECTORS**8.01 Board of Directors'**

8.01 The affairs of the Association shall be managed and supervised by a Board of Directors composed of the President, First Vice-President, Second Vice-President, the Past President, the five Regional Vice-Presidents and the number of Directors appointed or elected in accordance with the provisions of Article 9, including those Directors appointed Vice-Presidents in accordance with Section 10.04. The following matters shall be the sole responsibility of the Board of Directors: submission to the Member Boards of any matter or questions requiring the approval of the Member Boards including any policy resolutions submitted by Board Members to the Board of Directors of the Association by way of Notice of Motion which may be brought at anytime throughout the year; the filling of vacancies in the Board of Directors or in the office of auditor between Annual General Meetings, the appointment or removal of the President, First Vice-President, Second Vice-President and the Executive Director, the approval of budgets and financial statements; the amendments of the By-laws of the Association; the approval of the establishment of Core Issue Work Groups or the granting of Honorary Life Membership. Emphasis will be placed on political direction. Save for the President, First Vice-President, Second Vice-President, Past President, the Director elected by the First Nations Trustees pursuant to Section 9.05 and the five Regional Vice-Presidents, Directors shall be appointed and/or elected by the Member Boards of the Association. One Trustee elected by each Regional Council shall be the Chair of the Regional Council and Vice-President of the Association. One Director elected by each Regional Council shall be the Vice-Chair of that Regional Council.

8.02 Double Majority Voting Method

8.02 At any Board of Directors meeting the following voting procedure shall be followed:

- (i) Subject to paragraph 8.2(ii)-(vii) herein, a resolution shall be carried if more than fifty percent (50%) of the Board of Directors vote in favour of the resolution.
- (ii) Notwithstanding paragraph 8.2(i), any five directors from five different Boards or School Authorities, or the Executive Council may give written notice to all members of the Board of Directors, which shall be given at least 7 days in advance of the scheduled Board of Directors meeting, requiring the Double Majority Voting Method to be utilized with respect to the issue(s) set out in the written notice.
- (iii) A resolution shall be carried under the Double Majority Voting Method when:

BOARD OF DIRECTORS CONT'D

- (a) More than fifty percent (50%) of the Directors who cast a vote, vote in favour of the resolution; and
 - (b) More than fifty percent (50%) of the total voting members Boards' full time enrollment (F.T.E.) vote in favour of the resolution.
 - (iv) For the purposes of paragraph 8.2(iii)(b), the votes of the Executive Council members shall not carry F.T.E. weight and are excluded from the F.T.E. count.
 - (v) F.T.E. for the purposes of this section shall be as defined in S. 9.01 of this Constitution & By-laws.
 - (vi) In the event a Director abstains from voting in a resolution, the F.T.E.'s of that abstaining Director shall be excluded in calculating the number of F.T.E.'s that comprise 100% of F.T.E.'s.
 - (vii) In the event that more than 1 Director represents a School Board, that Boards' F.T.E. shall be divided equally between or among the number of Directors present at the Board of Directors meeting.
- 8.03 Each Director shall be a Trustee. The term of office for each Director shall be one year, commencing immediately after the Annual General Meeting at which the Director is appointed or elected. Directors shall be eligible for re-appointment or re-election. If at any time during a Director's term that Director ceases to be a Trustee, or if the Member Board of which the Director is a Trustee ceases to be a Member of the Association, the Director shall forthwith cease to be a Director.
- 8.04 In the event a Director cannot attend a meeting of the Board of Directors, an Alternate may attend and vote in that Director's place. A quorum of the Board of Directors shall be not less than two-fifths of the Board of Directors.
- 8.05 Board of Directors' meetings shall be held on a regular basis, at least three times annually, and at such other times at the call of the President or on the written request of ten Directors.
- 8.06 Any Member Board is entitled to send a Trustee as a non-voting observer to Board of Directors' meetings.
- 8.07 If a vacancy occurs on the Board of Directors for any reason whatsoever, the vacant position shall be filled in the following manner:
- (i) if the vacancy occurs within three months prior to a scheduled Annual General Meeting or other General Meeting, the position shall be filled at such meeting in accordance with the provisions of Articles 9 and 10;
 - (ii) in the case of a vacancy in the position of President, First Vice-President or Second Vice-President, a replacement shall be elected by the Member Boards, in accordance with the provisions of section 8.08;
 - (iii) in the case of a vacancy in the position of Regional Vice-Chair elected to represent a Regional Council or of a Regional Vice-President elected to represent a Regional Council, a replacement shall be elected by the Member Boards in such Regional Council either at a meeting convened for such purpose or in such other manner as may be adopted in accordance with the procedures set out in article 9;
- 8.03 Director Defined**
- Term of Office**
- 8.04 Quorum**
- 8.05 Number of Meetings**
- 8.06 Observers ***
- 8.07 Vacancies**

- (iv) in the case of a vacancy in the position of a Director appointed by a Member Board, a replacement shall be appointed by that Member Board;
- (v) in the case of a vacancy in the position of Past President, the position shall remain vacant until a new President is elected; and
- (vi) in the case of a vacancy in the position of a Director elected by a group of school authorities pursuant to Section 9.03 or Section 9.04, a replacement shall be appointed by such group of school authorities at a meeting of such school authorities convened for such purpose.
- (vii) in the case of a vacancy in the position of a Director elected by First Nations Trustees pursuant to section 9.05, a replacement shall be appointed by such group of Trustees.

8.08 General Meeting or alternate procedure to fill vacancies.

* Note: While section 8.06 provides for observers (trustees from member boards) to attend directors' meetings, under corporation law, meetings of the Board of Directors are not open to the public except by invitation.

8.08 If the Board of Directors determines that it is desirable, having regard to timing, cost and other considerations, to convene a General Meeting for the purpose of holding an election to fill a vacancy on the Board of Directors, the meeting shall be convened in accordance with the provisions hereof. If the Board of Directors determines that a General Meeting is not desirable, it shall determine an alternate procedure for accepting nominations and conducting the election. The Executive Director shall notify each of the Member Boards of the procedure proposed to be adopted. Each Member Board shall have thirty (30) days in which to review the proposed procedure and to notify the Executive Director of its opposition to the proposed procedure. If more than one third (1/3) of the Member Boards oppose the proposed procedure, a General Meeting shall be convened to hold the election. Otherwise, the election will be held in the manner proposed by the Board of Directors.

APPOINTMENT AND ELECTION OF DIRECTORS

9.01 Member Board entitlement to APPOINT Director

Pupil Enrolment Qualification for Appointed Trustees

Executive Director's Determination Final

Exception

9.02 Elections Held at Regional Council Meetings

9.01 Each District School Board that is a Member shall be entitled to appoint one Trustee to the Board of Directors. Each District School Board that is a Member and which has a pupil enrolment of more than five per cent of the total enrolment of all Member Boards shall be entitled to appoint an additional Trustee from that District School Board to the Board of Directors. Each District School Board that is a Member and which has a pupil enrolment of more than fifteen percent of the total enrolment of all Member Boards shall be entitled to appoint a further additional Trustee from that District School Board to the Board of Directors. For the purpose of such calculation, "pupil enrolment" means full time equivalent pupil enrolment of all pupils enrolled in grantable programs, as of the immediately preceding October 31. For the purposes of calculating such enrolment, the definitions of the Education Act and regulations thereunder shall govern. The Executive Director of the Association shall be responsible for determining the pupil enrolment of each Member Board and of the Association as a whole and shall certify, no later than one month prior to the Annual General Meeting, those Member Boards entitled to appoint an additional Trustee or additional Trustees to the Board of Directors. The Executive Director's determination and certification of pupil enrolment shall be final and binding. In the absence of the Executive Director, the Board of Directors may, by resolution, appoint another person to make the determination and certification required by this Section.

9.02 Contemporaneously with the Annual General Meeting of the Association, each Regional Council shall meet separately to elect a

ELECTION OF DIRECTORS CONT'D

Trustee of one of the Member Boards of that Regional Council as Regional Vice-President and as Director of the Association. The Regional Vice-President shall be a Member of the Executive Council.

Contemporaneously with the Annual General Meeting of the Association, one Trustee from each Member Board in each Region also shall be appointed by each Member Board as a Director, and in the case of Member Boards entitled to appoint an additional Trustee or additional Trustees to the Board of Directors, an additional Trustee or additional Trustees shall be appointed as Directors from such Member Boards.

Contemporaneously with the Annual General Meeting of the Association, each Regional Council shall elect a Trustee of one of the Member Boards forming part of that Regional Council, who has already been appointed as a Director by a Member Board to Regional Council, as Vice-Chair of the Regional Council. The Regional Vice-Chairs of the Association shall serve as alternates to the Regional Chairs on the Executive Council.

9.03 At the Annual General Meeting of the Association, the group of school authorities in the North Region that are Members (other than the school authorities entitled to vote as a group pursuant to Section 9.04) shall meet separately to elect one representative to the Board of Directors.

9.04 At the Annual General Meeting of the Association, the group of school authorities established pursuant to Section 68 of the Education Act as combined educational and therapeutic boards and that are Members shall be entitled to meet separately to elect a representative to the Board of Directors. Such group of school authorities shall be entitled to elect one Trustee of one of such school authorities to the Board of Directors.

9.05 Elected trustees of First Nation ancestry and First Nation trustees appointed to a school board in accordance with Regulation 462/97 of the Education Act shall elect one representative to the Board of Directors. Contemporaneously with the Annual General Meeting of the Association, this group of Trustees shall notify the President of the Association in writing of the names of the Trustees elected by them to be a representative on the Board of Directors and the Alternate representative elected pursuant to Section 9.06, the Board of Directors shall confirm this representative and the Alternate representative at the Annual General Meeting of the Association.

9.06 Each Member Board that is entitled to appoint a Director pursuant to Section 9.01 may also appoint a Trustee to act as an Alternate representative to the Board of Directors in the absence of such Director. The group of school authorities that are entitled to elect one Director pursuant to Section 9.03 may also elect one Trustee to act as Alternate representative to the Board of Directors in the absence of such Director. The group of school authorities that is entitled to elect a Director pursuant to Section 9.04 may also elect a Trustee to act as an Alternate representative to the Board of Directors in the absence of such Director. The Trustees who are entitled to elect a Director pursuant to Section 9.05 may also elect a second Trustee from their group to act as an Alternate representative to the Board of Directors in the absence of such Director.

**Regional Council Chair/
Vice President**

**9.03 School Authorities
ELECTED Trustee to the
Board of Directors**

**9.04 School Authorities
Combined Educational and
Therapeutic Boards
ELECTED Trustee to the
Board of Directors**

**9.05 First Nation ancestry and
First Nation trustees
Elect Representative to
the Board of Directors**

**9.06 Alternates to Directors on
the Board of Directors**

ELECTION OF DIRECTORS CONT'D

Alternates shall have all of the rights of the Directors they represent, including the right to vote.

OFFICERS

10.01 Officers Defined

10.01 The Officers of the Association shall consist of the Past President, the President, the First Vice-President, the Second Vice-President, the five Regional Vice-Presidents, the Vice-Presidents appointed under Section 10.04, and the Secretary who shall be the Executive Director.

10.02 Election of Officers

10.02 At the Annual General Meeting of the Association, an election shall be held to elect a Trustee to each of the following offices:

- (1) President;
- (2) First Vice-President; and
- (3) Second Vice-President.

Delegates Entitled to Vote

Every Delegate who attends the Annual General Meeting shall be entitled to vote in the election of the President, First Vice-President and Second Vice-President.

10.03 Deadline for Nominations for Positions of Officers

10.03 The deadline for nominations for the positions of Officers of the Association shall be 30 days prior to the Annual General Meeting of the Association at which the elections are to be held for those positions. If the number of advance nominations received is fewer than the number of positions to be filled, nominations shall be reopened at the Annual General Meeting of the Association and nominations will be accepted from the floor for the position(s) for which no nomination has been received or for which the number of nominations is fewer than the number of positions to be filled.

10.04 "Pupil Enrolment" Vice-Presidents

10.04 Each Member Board of the Association with a pupil enrolment of 150,000 or more shall be entitled to appoint one of its Directors as a "pupil enrolment" Vice-President of the Association and a second of its Directors as an Alternate to that Vice-President. For the purposes of such calculation, "pupil enrolment" shall have the same definition and provisions as in section 9.01.

The Executive Director of the Association shall certify, not later than one month prior to the Annual General Meeting, those members entitled to appoint a Vice-President and Alternate to a Vice-President.

Contemporaneously with the Annual Meeting of the Association, each Member Board entitled to appoint a Vice-President and Alternate shall notify the President of the Association, in writing, of the names of the Vice-President and Alternate to the Vice-President.

In the case of a vacancy in the position of a Vice-President or an Alternate to a Vice-President appointed by a Member Board, a replacement shall be appointed by that Member Board.

If at any time during the term of a Vice-President or Alternate Vice-President appointed by a Member Board that Vice-President or Alternate Vice-President ceases to be a Trustee, or if the Member Board which that Vice-President or Alternate represents ceases to be a Member of the Association, the Vice-President and/or the Alternate Vice-President, as the case may be, shall forthwith cease to be a Vice-President or Alternate Vice-President of the Association.

OFFICERS CONT'D

- 10.05 Each Officer (other than the Secretary) shall be a Trustee. If at any time during an elected Officer's term the Officer ceases to be a Trustee or the Member Board of which the Officer is a Trustee ceases to be a Member of the Association, such office shall be deemed vacant and the provisions of Section 8.07 shall apply.
- 10.06 The elected Officers shall hold office for one year or until their successors are elected. They shall be eligible for re-election.
- 10.07 The Past President shall serve for a maximum term of one year. A President who resigns part way through the term shall become Past President on the date that the resignation is accepted by the Board of Directors and shall serve for one year or until the incoming President becomes Past President, whichever occurs sooner.

PRESIDENT

- 11.01 The President shall preside at all meetings of the Association and of the Board of Directors.
- 11.02 In the absence of the President, the President's duties shall be performed by the First Vice-President.
- 11.03 The President shall be responsible for the general supervision of the affairs of the Association and shall be an ex-officio member of all committees.

EXECUTIVE DIRECTOR

- 12.01 The Executive Director shall be appointed by the Board of Directors, subject to such terms of employment and exercising such responsibilities as the Board of Directors may determine.

EXECUTIVE COUNCIL

- 13.01 The Executive Council shall consist of the Past President, the President, the First Vice-President, the Second Vice-President and the five Regional Vice-Presidents, and the Vice-Presidents appointed in accordance with section 10.04. The First and Second Vice-Presidents shall alternately Chair the Executive Council. Quorum for Executive Council shall consist of a simple majority of the Members of Executive Council.
- 13.02 During the intervals between the meetings of the Board of Directors, the Executive Council shall possess and may exercise (subject to any regulations or restrictions which the Board of Directors may from time to time impose) all the powers of the Board of Directors in respect to the management of the Association's financial and operational affairs and the assignment of priority issues, in which specific directions shall not have been given by the Board of Directors. All Core Issue Work Groups established at the Annual General Meeting to deal with priority issues, upon the recommendation of the Board of Directors with the advice of the Executive Council, shall report to the Board of Directors through

10.05 Officers Must be Trustees

**10.06 Term of Office
Re-election**

**10.07 Term of Office
Past-President**

11.01 Duties of President

**11.02 In the Absence of the
President**

**11.03 General Supervision of
Association Affairs
Ex Officio Member of Committees**

**12.01 Appointment
Responsibilities**

13.01 Membership Defined

Quorum

13.02 Responsibilities

Executive Council. The Executive Council shall not act at any time in the following matters, which matters shall be the sole responsibility of the Board of Directors: submission to the Member Boards of any matter or question requiring the approval of the Member Boards including any policy resolutions submitted by Board Members to the Board of Directors of the Association by way of Notice of Motion which may be brought at anytime throughout the year; the filling of vacancies in the Board of Directors or in the office of auditor between Annual General Meetings; the appointment or removal of the President, First Vice-President, Second Vice-President and the Executive Director; the approval of budgets and financial statements; the amendments of the By-laws of the Association, the approval of the establishment of Work Groups or the granting of Honourary Life Membership.

13.03 Meetings

13.03 The meetings of the Executive Council shall be called by the Executive Director upon direction of the Chair or at the written request of any four members of the Executive Council.

13.04 Executive Council Reports to Board of Directors

13.04 The Executive Council shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be submitted as soon as practicable to the Board of Directors. It shall be the responsibility of the First or Second Vice-President to report on the activity of the Executive Council at each meeting of the Board of Directors.

13.05 Attendance at meeting by Alternate to Regional Vice-President

13.05 In the event that a Regional Vice-President cannot attend a meeting of the Executive Council, the Vice-Chair of the Regional Council represented by the Regional Vice-President, may attend and vote in that Regional Vice-President's place. In the event that a Vice-President appointed by a Member Board cannot attend a meeting of the Executive Council, the Alternate to the Vice-President of that Member Board may attend and vote in that Vice-President's place.

13.06 Non-Attendance by Executive Council Members at Executive Council and Board of Directors meetings

13.06 Except in the case of the Past President, if during any period commencing immediately after an Annual General Meeting of the Association and ending on the date of the next Annual General Meeting of the Association, any member of the Executive Council during such period fails to attend three (3) consecutive meetings of the Executive Council not formally excused by resolution of the Executive Council, such member of the Executive Council shall forthwith cease to be a member of the Executive Council and the vacancy shall be filled in accordance with 8.07 (iii).

Except in the case of the Past President, if during any period commencing immediately after an Annual General Meeting of the Association and ending on the date of the next Annual General Meeting of the Association, any member of the Executive Council during such period fails to attend three (3) consecutive meetings of the Board of Directors of the Association not formally excused by resolution of the Board of Directors, such member of the Executive Council shall forthwith cease to be a member of the Executive Council and the vacancy shall be filled in accordance with 8.07 (iii).

The count of absences from Executive Council and Board of Directors meetings shall be calculated separately and not be considered in combination.

CORE ISSUE WORK GROUPS

- 14.01 The Board of Directors shall recommend, based on input from Executive Council, prior to each Annual General Meeting of the Association approval of the establishment of specific Core Issue Work Groups. The purpose of the Core Issue Work Groups will be to advise the Board of Directors through Executive Council on matters falling within the areas of responsibility of each Core Issue Work Group. The Core Issue Work Groups shall be established upon the majority vote of the Delegates of the Member Boards at the Annual General Meeting of the Association.
- 14.02 The existence of each such Core Issue Work Group shall be terminated automatically upon the first occurrence of:
- the completion of its assigned purpose;
 - a resolution acknowledging or determining the completion of the assigned purpose by the Board of Directors or the Executive Council (as the case may be)
 - the next Annual General meeting of the Association.
- 14.03 The term, mandate and number of members of each Core Issue Work Group shall be established each year at the Annual General Meeting in accordance with Section 14.01, based on recommendations from the Board of Directors with input from Executive Council. Each Core Issue Work Group shall report through the Executive Council to the Board of Directors.
- 14.04 The Delegates of each Regional Council shall, at the time of appointment and election of Directors appoint such number of trustees as has been determined by Section 14.01 to be members of each Core Issue Work Group. The Board of Directors shall appoint members of Executive Council to act as liaison members of any Core Issue Work Group.
- 14.05 The Delegates of each Regional Council may at the time of appointment and election of Directors, appoint trustees to act as alternate members of each Core Issue Work Group in the absence of the appointed members.
- 14.06 The Quorum for any meeting of each Core Issue Work Group shall be a simple majority of the members of the Core Issue Work Group.
- 14.07 Membership in the Core Issue Work Group shall terminate automatically upon the failure of a person to attend three consecutive meetings of the Core Issue Work Group, unless the Executive Council decides by resolution that such person should remain a member.

AD HOC WORK GROUPS

- 15.01 The Board of Directors or the Executive Council may from time to time appoint ad hoc work groups as they deem expedient for the purpose of advising the Board of Directors or the Executive Council. When appropriate such ad hoc work groups shall include representatives from all Regional Councils.
- 15.02 The Board of Directors or the Executive Council (as the case may

14.01 Purpose

14.02 Termination of Work Group

14.03 Terms and Mandates

14.04 Membership Defined

14.05 Alternate Member

14.06 Quorum

14.07 Termination of Membership

15.01 Appointment

15.02 Terms and Mandates

AD HOC WORK GROUPS CONT'D

be) shall determine the term and mandate of each ad hoc work group. Each ad hoc work group shall report to the Board of Directors or the Executive Council (as the case may be).

GENERAL MEETINGS OF MEMBERS

16.01 Annual General Meeting, Timing

16.01 The Annual General Meeting of the Association shall be held at such time and place in each calendar year as determined by the Board of Directors.

16.02 Business of Meeting

16.02 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board of Directors, including committee reports, and a balance sheet along with a general statement of income and expenditure for the financial period ending upon the date of such balance sheet and the report of the auditor shall be presented for the information of the meeting. The auditor of the Association shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting.

Appointment of Auditor

16.03 Policy Resolutions

16.03 Policy Resolutions may be submitted by Member Boards for consideration by way of Notice of Motion to the Board of Directors of the Association at anytime throughout the year. Policy resolutions may also be submitted by Member Boards for consideration during the Annual General Meeting. Where circumstances permit, policy resolutions shall be submitted in advance of the Annual General Meeting. Policy resolutions may also be presented from the floor of the meeting, subject to the approval of two thirds (2/3) of the delegates and the provision of a copy of the resolution to each of the delegates. If any resolution is referred for study by a work group, the resolution and the committee's consideration thereof must be reported back to the membership no later than the next ensuing Annual General Meeting. The Member Board proposing a policy resolution shall be entitled to have it submitted to a full vote of the membership at said meeting, notwithstanding the position adopted on it by the work group to which it was referred.

16.04 General Meeting, Called at any time

16.04 The Board of Directors, by resolution, may call a General Meeting of the Association at any time.

16.05 Entitlement to Vote

16.05 At the Annual and General meetings of the Association, each Member Board shall be entitled to one vote, provided, however, that in calculating the total number of votes in favour of any motion and/or opposed to any motion, the votes shall be weighted as follows:

Vote Weight of 1

(i) each vote of a school authority that is a Member Board shall have the weight of one (1) vote;

Vote Weight of 2

(ii) each vote of a District School Board that is a Member Board and has a pupil enrolment of one (1) to ten thousand (10,000) pupils shall have the weight of two (2) votes;

Vote Weight of 3

(iii) each vote of a District School Board that is a member Board and has a pupil enrolment of ten thousand and one (10,001) to twenty-five thousand (25,000) pupils shall have the weight of three (3) votes;

Vote Weight of 4

(iv) each vote of a District School Board that is a Member Board and has a pupil enrolment of twenty-five thousand and one (25,001) to fifty thousand (50,000) pupils shall have the weight of four (4) votes;

Vote Weight of 5

(v) each vote of a District School Board that is a Member Board and has a pupil enrolment of fifty thousand and one (50,001) to seventy-five thousand (75,000) pupils shall have the weight of five (5) votes;

Vote Weight of 6

(vi) each vote of a District School Board that is a Member Board and has a pupil enrolment of seventy-five thousand and one

GENERAL MEETING OF MEMBERS CONT'D

- (75,001) to one hundred and ten thousand (110,000) pupils shall have the weight of six (6) votes;
 - (vii) each vote of a District School Board that is a Member Board and has a pupil enrolment of one hundred and ten thousand and one (110,001) to two hundred thousand (200,000) pupils shall have the weight of seven (7) votes; and
 - (viii) each vote of a District School Board that is a Member Board and has a pupil enrolment of more than two hundred thousand (200,000) pupils shall have the weight of eight (8) votes.
- 16.06 Quorum for any Annual or General Meeting of the Association shall be a majority of the Member Boards, provided that no Annual or General Meeting shall be held unless the Member Boards holding a majority of the weighted votes are present. Any Annual or General Meeting of the Association, except for any questions proposed for the consideration of Members, which pursuant to the Corporations Act (Ontario) requires approval by at least two-thirds (2/3) of the votes cast, all questions proposed for the consideration of Members shall be determined by a majority of the votes cast. For greater clarity, the total number of votes cast in favour of any motion and/or opposed to any motion shall be calculated in accordance with Section 16.05.

Vote Weight of 7

Vote Weight of 8

16.06 Quorum for Annual or General Meetings

NOTICE OF MEETINGS

- 17.01 Notice of all meetings of the Board of Directors, Executive Council, or of any work group shall be mailed or delivered by the Executive Director to each Member Board concerned at least two weeks before the date of the meeting. Notice of the Annual General Meeting or any other General Meeting shall be mailed by the Executive Director to each Member Board, Honorary Life Member and Associate Member at least two weeks before the date of the meeting. No public notices shall be required. Notices of General Meetings shall specify the matters proposed to be dealt with at such meetings.

17.01 Board of Directors, Executive Council, Work Groups

Annual General Meeting

General Meetings

Matters to be Dealt with, Specified

RULES OF ORDER

- 18.01 The fundamental principles of Canadian parliamentary rules of procedure shall govern the proceedings of the Association, its Board of Directors, Executive Council, work groups and ad hoc work groups as far as they may be applicable without coming in conflict with the Letters Patent and By-laws. In the case of a dispute over the applicable Rules of Procedure, reference may be made to the current edition of Bourinot's Rules of Order and the person chairing the meeting shall determine the procedure to be adopted.

18.01 Parliamentary Rules to Govern Association Proceedings

Bourinot's Rules of Order

AMENDMENTS

- 19.01 The Board of Directors may amend the Constitution and any other By-Law of the Association. The amendments will be effective when confirmed by at least two-thirds of the votes cast at a General Meeting of Members.

19.01 Amendments to the Constitution and By-Laws

BY-LAW NUMBER 2 (BORROWING)

(a) Borrowing Money
(b) Bonds, Debentures,
Securities

(c) Real or Personal Property

Authorization to Borrow

Limits on Borrowing

1. The Directors from time to time may:
 - (a) borrow money;
 - (b) pledge or sell such bonds, debentures, or debenture stock, or other securities for such sums and at such prices as may be deemed expedient or be necessary;
 - (c) charge, hypothecate, mortgage or pledge any or all of the real or personal property, including book debts and unpaid calls, rights powers, undertaking and franchises of the corporation to secure any bonds, debentures, debenture stock or other securities, or any liability of the corporation.
2. From time to time the Directors may authorize any Director, officer or employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the securities to be given, therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Association.
3. Notwithstanding the generality of the foregoing, the Directors shall not borrow or give security in any amount exceeding two months operating expenses except with the prior approval of the Member Boards, given at a General Meeting of the Association.

BY-LAW NUMBER 3 (BANKING)

Signing Officers

Deposit of Securities

1. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officers, Agent or Agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or Agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for deposit" or "for collection" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such Officers or Agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release of verification slips.
2. The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Officer or Officers, Agent or Agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

*Approved September 24, 1988
Amended by Bylaw 4 approved
October 14, 1989*

HISTORY OF CONSTITUTION AND BY-LAWS

...CONTINUED from inside front cover...

On June 15, 2001, amendments were approved at the Annual General Meeting in order to provide the group of Section 68 combined educational and therapeutic boards the same right as remote and northern school authorities to have representation through the appointment of one of their Trustee Members to the OPSBA Board of Directors.

On June 14, 2002, amendments were adopted in order to set out attendance requirements for Members of the Executive Council at Executive Council and Board of Directors meetings similar to those of school boards(13.06). Also, a minor amendment provided clarification regarding quorum at Executive Council meetings (13.01).

On June 4, 2004 amendments were confirmed by the membership at the Annual General Meeting in order to make available a double majority weighted voting method for use by Board of Directors on rare selected substantive issues or concerns as determined by the membership (Section 8.2). A sunset clause, Section 8.2viii, stipulates that the amendments are automatically revoked 27 months after its passage unless reaffirmed in its present form or a modified form in accordance with Section 19.01 of this Constitution.

On June 10, 2005 amendments were adopted to Section 9.01 in order that a percentage of total FTEs, rather than a hard figure, would be used to determine when a member board would be entitled to appoint a second or third Director; a change to Section 9.03 approved the appointment of two directors to represent the group of school authorities in the North - one from Northern sub-region east and one from Northern sub-region west; and finally an amendment to Section 18.01 states that the “current edition” of Bourinot’s Rules of Order shall be used in case of a dispute over the applicable Rules of Procedures during a meeting.

On June 9, 2006 the membership approved a Constitutional amendment to Section 9.05 and 9.06 in order to provide First Nations trustee members with direct representation on the OPSBA Board of Directors through their own elected First Nations Director or Alternate Director in his or her absence. Also, the Double Majority method of voting for selective use by Board of Directors, initially adopted in 2004, was reaffirmed in compliance with Section 8.2(viii) by the membership and the said ‘sunset clause’ was removed from the Constitution.

On June 8, 2007 the membership approved Constitutional amendments originating from the recommendations of the Ad Hoc OPSBA Governance Review Committee dealing with various matters. The changes to the Constitution included: changing the positions of first and second vice presidents to two equal vice presidents and providing a description of their duties and responsibilities (S.8.01, 8.07, 10.01, 10.02, 11.02, 11.04, 13.01, 13.02 and 14.04); setting a fixed term for the past president of one year (S10.06); requiring two regional meetings annually separate from AGM or other centrally organized meeting (S7.03); and inserting language clarifying that policy resolutions from member boards are permitted at Board throughout the year, or at the AGM (S8.01 and 16.03).

On June 13, 2008 amendments were approved that the existing deadline for nominations for the Officer positions being received 30 days prior to the election be placed in the Constitution (Section 10.03); new wording for Section 10.07 was inserted in order to clarify the one-year term of office for the Past President; and as a housekeeping measure, Section 9.07 which became redundant following the amalgamation of school boards and subsequent restructuring of OPSBA’s Board of Directors, was removed from the OPSBA Constitution and By-Laws.

On June 12, 2009, members approved changes to Section 4 which put in place a requirement that a member board must give notice of its intention to withdraw by April 1st before OPSBA sets its annual budget for the new year (which begins September 1st). This requirement will provide the Association necessary time to consider the financial impact in planning for the following year. A second amendment to Section 5 of the Constitution dealt with the possibility of membership being revoked by Board of Directors due to non-payment of annual fees.

On June 4, 2010 the AGM approved two constitutional amendments: the first affects the governance structure of the Association, changing the two equal vice president positions to first and second vice president; and, the second constitutional amendment was required following the amalgamation of various school authorities effective September 2009 that resulted in no school authorities being located in the North Sub-Region West. The change to the Constitution allows the remaining school authorities in North Region as defined in Section 9.03 to elect one trustee representative to the Board of Directors.