

# GENERAL BY-LAW

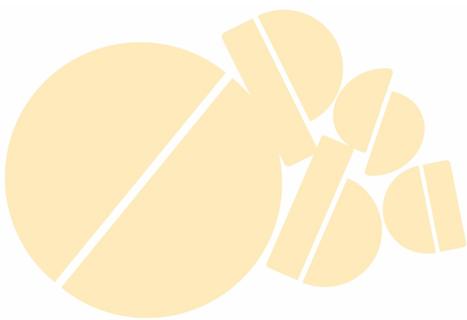


**BY-LAW NUMBER 5 (GENERAL BY-LAW)**

**BY-LAW NUMBER 2 (BORROWING)**

**BY-LAW NUMBER 3 (BANKING)**

**Amended and Restated March 2026**



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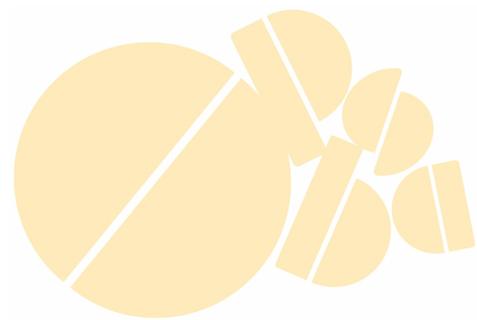
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# **ONTARIO PUBLIC SCHOOL BOARDS' ASSOCIATION**

## **BY-LAW NUMBER 5 (General By-law)**

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### **INTERPRETATION AND DEFINITIONS**

#### **1.01 The Name of the Association**

The name of the Association shall be the Ontario Public School Boards' Association (herein referred to as the "Association").

#### **1.02 The Seal**

The Seal, an impression whereof is stamped in the margin to the right hereof, shall be the official corporate seal of the Association.

#### **1.03 Not-for-Profit Corporation Act**

"Act" means the *Not-for-Profit Corporation Act, 2010*, S.O. 2010, c.15, as amended from time to time and any regulations made under the Act.

#### **1.04 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 special meetings of the Association and at the meetings of the Regional Council to which the Member Board is assigned, including to elect the Chair and Vice-Chair of the Regional Council to which the Member Board is assigned, and to select Trustee representatives, and alternates, from their region to serve on Core Issue and Ad Hoc Work Groups.

In addition, each Member Board may appoint another Trustee of the Member Board who may act as the 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 as weighted in Section 15.05 hereof and shall not vote by proxy, except for a vote at a Regional Council Meeting (See Section 7.04, Elections Held at Regional Council meetings).

#### **1.05 Trustees**

"Trustee" means every duly elected or appointed trustee of each Member Board, where such office exists, who is not a student trustee.

In exceptional circumstances, where the position of Trustee does not exist, the term Trustee will be used throughout this By-law to mean a staff member of a Member Board with a designation of supervisory officer, as defined under the Education Act.



## 1.06 Interpretation

The By-laws of the Association shall be construed and interpreted in accordance with the following:

- (i) All terms which are contained in the By-law and which are defined in the Act but are not defined herein shall have the meanings given to such terms in the Act; and
- (ii) The headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## 1.07 Severability and Conflict

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any provision of this By-law is inconsistent with those provisions contained in the Letters Patent/Articles or the Act, the provisions contained in the Letters Patent/Articles or the Act, as the case may be, shall prevail.

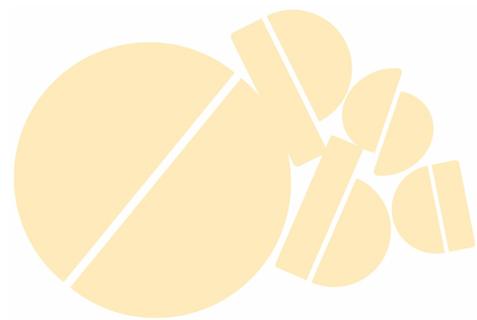
## 1.08 Execution of Documents

Except as otherwise provided in By-Laws numbers 2 and 3 of the Association, deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association may be signed by the Executive Director or designate. In addition, the Board of Directors may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

All contracts, documents and instruments may be executed electronically in accordance with the provisions of the *Electronic Commerce Act 2000*, as amended (including without limitation, through electronic signing platforms).

Any one of the Executive Director or Financial Officer of the Association shall be authorized to sign on behalf of the Association any contract, documents or instruments in writing which does not exceed the limits set out in a policy of the Board of Directors.

The President of the Association is authorized on behalf of the Association to sign the employment contract, or any amendment or extension thereto, of the Executive Director.



## **REGISTERED OFFICE**

### **2.01 The Registered Office of the Association**

The registered office of the Association shall be situated in the City of Toronto in the Province of Ontario, and the location of the registered office within the City of Toronto may be changed by resolution of the Board of Directors or at such other location outside the City of Toronto and within the Province of Ontario by special resolution (at least two-thirds of the votes cast as weighted in accordance with this By-Law) at a special meeting of members of the Association entitled to vote at a member's meeting or consented to by each Member Board entitled to vote at a meeting of the members of the Association.

## **MEMBERSHIP**

### **3.01 Membership of the Association**

The classes of membership of the Association shall consist of:

- (i) Member Boards
- (ii) Honorary Life Members
- (iii) Associate Members

### **3.02 Member Board**

A "Member Board" is defined as any English language public district school board, or public school authority in the Province of Ontario which is admitted as a Member Board by the Board of Directors. Member Boards must pay the appropriate annual fees by the 1<sup>st</sup> 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. Member Boards each have one vote as weighted in Section 15.05 hereof and shall not vote by proxy.

A member of this class may withdraw from this class as described in Section 4.01 below. Membership in this class shall terminate in accordance with the Act or by the Board of Directors for failure to pay membership fees as described in Section 5.04 below or conduct found by them not to be reflective of the principles of the Association. The Board of Directors shall provide to a member of this class 15 days notice of termination with reasons to their last known email or address. The Chair of the Member Board may provide a written submission to the President of the Association by email at least five days before the termination becomes effective. The Board of Directors shall consider the submissions and decide whether to confirm or revoke the termination and advise the member of that decision.

### **3.03 Honorary Life Members**

Honorary Life Membership shall be conferred upon all those who prior to the formation of the Association 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 not be entitled to vote at any meetings of the Members or hold an office or be a Director in the Association.

An Honorary Life Member may withdraw from this class of membership at any time. Membership in this class shall terminate in accordance with the Act or by the Board of Directors for conduct found by them not to be reflective of the principles of the Association. The Board of Directors shall provide to an Honorary Life Member 15 days notice of termination with reasons to their last known email or home address. The Honorary Life Member may provide a written submission to the President and Executive Director of the Association by email at least five (5) days before the termination becomes effective. The Board of Directors shall consider the submissions and decide whether to confirm or revoke the termination and advise the member of that decision.

### **3.04 Associate Member**

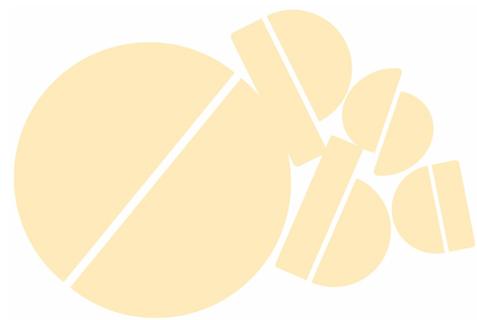
Any person or corporation with an interest in education and a desire to participate in the work of the Association other than any district school board or school authority that is eligible to be a Member Board or any French-language or English language separate district school board shall be eligible to apply to the Board of Directors of the Association to become an Associate Member, for a fee. Associate Members shall not be entitled to vote at any meeting of the members or hold office or be a Director in the Association.

A member of this class may withdraw from this class at any time. Membership in this class shall terminate in accordance with the Act or by the Board of Directors for failure to pay membership fees as described in Section 5.01 below or conduct found by them not to be reflective of the principles of the Association. The Board of Directors shall provide to a member of this class 15 days notice of termination with reasons to their last known email or address. The individual Associate Member or chair of the board of the directors of the corporate Associate Member, as the case may be, may provide a written submission to the President of the Association by email at least five days before the termination becomes effective. The Board of Directors shall consider the submissions and decide whether to confirm or revoke the termination and advise the member of that decision.

## **WITHDRAWAL OF MEMBER BOARDS**

### **4.01 Member Board Withdrawal**

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**

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**

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 terminated, such annual fees or any other amounts will remain payable to the Association.

## **4.04 Readmission**

A Member Board or Associate Member may only be readmitted to the Association if:

- (i) all outstanding annual fees and other amounts owing to the Association have been paid in full; and
- (ii) readmission to the Association has been approved by the Board of Directors.

# **FEES**

## **5.01 Annual Fees**

The annual fees for Member Boards and Associate Members shall be as determined by the Board of Directors from time to time.

## **5.02 Fees Due Date**

All membership fees shall be due on the 1<sup>st</sup> of September each year or on such earlier date specified by the Board of Directors. The Executive Director shall mail, email 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 Fees Exemptions**

Honorary Life Members shall not be required to pay fees.

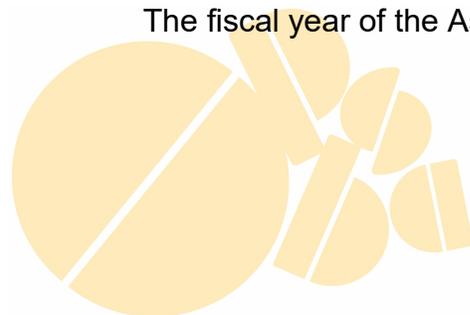
## **5.04 Membership Ceases**

The Association, as determined by the Board of Directors, may terminate the membership of any Member Board or Associate Member which has not paid its annual fees by the 31<sup>st</sup> of October in any year.

# **FISCAL YEAR**

## **6.01 Fiscal Year**

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



# REGIONAL STRUCTURE

## 7.01 Regional Councils

To provide optimum representation of 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 pursuant to Section 7.02 provided the Member Board is a member of the Association.

Regional Councils provide an opportunity for Trustees from Member Boards in each Region to network, collaborate, and engage in discussion about local, provincial and OPSBA matters as a group. Any Trustee of a Member Board may attend a Regional Council meeting for the region to which their Member Board has been assigned pursuant to Section 7.02.

## 7.02 Six Regions

Six Regions shall be established as follows:

- (i) Central East
- (ii) Central West
- (iii) East
- (iv) North East
- (v) North West
- (vi) West

## 7.03 Regional Leadership

Regional Chairs shall work together to ensure consistency of practice amongst each Region while at the same time supporting the unique needs of each Region.

The Region, through the Regional Chair, may advise the Board of Directors of issues and matters affecting their Member Boards, including recommending items for the agenda of the Board of Directors and/or special business at an Annual Meeting of the Association.

When applicable, only the Delegates (or their Alternates) may present or second motions, and vote at Regional meetings.

The Association shall ensure equitable participation opportunities for Member Boards across all Regions, including the provision of hybrid access in consideration of cost impacts on smaller or geographically distant boards.

## 7.04 Elections Held at Regional Meetings

At the same time as the Annual meeting of the Association, each Region shall meet separately to elect a Trustee of one of the Member Boards of that Region as Regional Chair and to serve as a Director on the Board of Directors. The Chair of a Region shall be its Regional Chair.



Following the election of a Regional Chair, a Vice-Chair of the Regional Council shall be elected to preside at the Regional meetings in the absence of the Regional Chair and to serve as a Director on the Board of Directors. A Chair and Vice-Chair of a Region must be a Trustee of one of the Member Boards of that Region. As per section 1.04, the Delegate voting at the Regional meeting to which their Member Board is assigned shall have one vote that is not weighted in accordance with Section 15.05, Entitlement to Vote and Vote Weights.

Where a Member Board in a Region is eligible under Section 10.07 to appoint an Enrolment Director, no Trustee from that Member Board shall be eligible to run for the position of Regional Chair or Regional Vice-Chair.

## **7.05 Regional Meetings**

Except in the year of a Municipal Election, called under the Municipal Elections Act, a Region shall hold no fewer than three meetings per year, in addition to the regional elections held at or about the time of the Annual Meeting. In a year when Member Board Trustee elections are held, only one such additional meeting need be held. Regional meetings shall be organized by the Association's administration. Each Region shall hold a meeting at or about the time of the Annual Meeting for the purpose of holding regional elections pursuant to Article 10. See also Section 16.01 *Meeting Notice Requirements*.

# **FIRST NATIONS, INUIT, AND METIS TRUSTEES' COUNCIL, AND BLACK TRUSTEES' CAUCUS**

## **8.01 First Nations, Inuit, and Metis Trustees' Council**

The First Nations, Inuit, and Metis Trustees' Council shall be composed of any Trustee who identifies as Indigenous.

The First Nations, Inuit, and Metis Trustees' Council, through its Chair, may advise the Board of Directors of matters affecting the interest of First Nations, Inuit, and Metis students, including recommending items for the agenda of the Board of Directors and/or annual and special meetings of the members of the Association.

A meeting schedule will be developed annually by the First Nations, Inuit, and Metis Trustees' Council. The First Nations, Inuit, and Metis Trustees' Council shall hold a meeting at or about the time of the Annual Meeting for the purpose of selecting a Chair and Vice-Chair of the Council and to select a representative and alternate from the First Nations, Inuit, and Metis Trustees' Council from a Member Board to serve on core issue and ad hoc work groups. See also Section 16.01 *Meeting Notice Requirements*.



## 8.02 Black Trustees' Caucus

The Black Trustees' Caucus shall be comprised of any Trustee who identifies as Black.

The Black Trustees' Caucus, through its Chair, may advise the Board of Directors of matters affecting the interest of Black students, including recommending items for the agenda of the Board of Directors and/or annual and special meetings of the members of the Association.

A meeting schedule will be developed annually by the Black Trustees' Caucus. The Black Trustees' Caucus shall hold a meeting at or about the time of the Annual meeting for the purpose of selecting a Chair and Vice-Chair of the Black Trustees' Caucus and to select a representative and alternate representative from the Black Trustees' Caucus to serve on core issue and ad hoc work groups. See also Section 16.01, *Meeting Notice Requirements*.

## BOARD OF DIRECTORS

### 9.01 Board of Directors

The affairs of the Association shall be managed and supervised by a Board of Directors composed of the following:

- President (As per Section 10.02)
- Vice-President (As per Section 10.02)
- Past President (As per Section 10.03)
- First Nations, Inuit, and Metis Trustees' Council Chair (As per Section 10.05)
- Black Trustees' Caucus Chair (As per Section 10.06)
- Chairs and Vice-Chairs from the Regions (As per Sections 7.02, 7.04, and 10.04)
- Enrolment Director(s) (As per Section 10.07)

Upon the adoption of a special resolution (two-thirds of the votes cast as weighted pursuant to Section 15.05 hereof) of the Member Boards at a member's meeting to empower the Board of Directors to determine by resolution the number of Directors.

No Trustee may be elected or appointed a Director who is disqualified from being a Director pursuant to the Act. A Director ceases to hold office if they become disqualified or removed pursuant to the Act, dies, resigns, is no longer a Trustee of the Member Board they were a member of at the time of their appointment or election to the Board of Directors, or the Trustees' Member Board ceases to be a member of the Association.

The following matters shall be the sole responsibility of the Board of Directors:

- (i) 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 any time throughout the year;



- (ii) the filling of a vacancy in the office of auditor or person appointed to conduct a review engagement of the Association between Annual Meetings;
- (iii) the appointment or removal of the President, Vice-President, and the Executive Director in accordance with Articles 9 and 10;
- (iv) to appoint additional Directors or fill a vacancy among the Directors in accordance with Article 10;
- (v) the approval of budgets and financial statements;
- (vi) adopt, amend or repeal By-laws of the Association;
- (vii) the establishment of Core Issue Work Groups or the granting of Honorary Life Membership and Associate Membership;
- (viii) to require members to make any annual fees, dues, contributions or membership fees and the manner in which these are to be made or paid;
- (ix) fix the remuneration for the President, Vice-President, and Executive Director; and
- (x) to establish policies for the reimbursement of expenses for any Director, Officer, or Member of the Association, for any services provided to the Association.

## **9.02 Quorum**

A quorum of the Board of Directors shall be a majority of the number of Directors.

Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board of Directors.

## **9.03 Voting at Board of Directors Meetings**

A resolution shall be carried if more than fifty percent of the Board of Directors who are in attendance are in favour of the resolution. In the event a Director abstains from voting on a resolution, the abstention shall be recorded in the minutes, not counted as a vote in favour or against the motion, and not affect quorum, provided the Director is present at the time of the vote.

## **9.04 Notice and Place of Meetings**

Board of Directors' meetings shall be held on a regular basis, at least three times annually as determined by the Associations events and meeting calendar, and at such other time(s) at the call of the President or on the written request of twenty percent (20%) of Directors. The meetings shall be held in such place and in a manner as determined from time to time by the Executive Director.

Notice of Board of Director's meeting shall be given in accordance with Section 16.01 hereof to each Director. A Director may waive notice of a meeting of the Directors, and attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.



If a quorum of Directors is present, each newly elected or appointed Board of Directors may, without notice to the newly elected or appointed Directors, hold its first meeting immediately following the Annual Meeting of the Association.

### **9.05 Electronic Participation**

Directors may participate in Board of Directors meetings by telephone or other electronic means as determined by the Executive Director. If the Directors may attend a Board of Directors meeting by telephone or other electronic means then the notice of the meeting must include instructions for attending and participating in the meeting, including instructions for voting by such means at the meeting. All persons attending the meeting must be able to communicate with each other simultaneously and instantaneously. A person who, through telephone or electronic means, attends a meeting of Directors is deemed to be present at the meeting.

### **9.06 Observers\*<sup>1</sup>**

Upon request to the President, the Delegate (or Alternate) of a Member Board may be permitted to join the Board of Directors meeting electronically as a non-voting observer. The Delegate (or Alternate) may not be present at or observe in-camera (private session) matters.

## **APPOINTMENT AND ELECTION OF DIRECTORS**

### **10.01 General**

Each Director shall be a Trustee, pursuant to Section 1.05. Any Trustee is eligible to be elected or appointed a Director of the Association. The term of office for each Director shall be a minimum of one year, or as otherwise specified in this By-Law, or until their successor is elected or appointed. Their term of office shall commence immediately after the Annual Meeting. 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. Further to this, a Director ceases to hold office if they become disqualified or removed pursuant to the Act, dies, or resigns by giving written notice to the Secretary of the Association (Executive Director) which resignation shall be effective upon receipt by the Secretary of the notice or the time specified in the notice, whichever is later.

A Trustee who is elected or appointed to hold the office of Director on the Board of Directors shall consent in writing to hold the office of Director and submit written consent within 10 days of the Annual meeting or such other time of election or appointment. The consent shall be filed with the Secretary. If a Director is re-elected or appointed and there is no break in their term of office, a new written consent is not required.

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<sup>1</sup> \*Note: While section 9.06 provides for observers to attend Board of Directors meetings, under corporation law, meetings of the Board of Directors are not open to the public except by invitation.

## **10.02 President and Vice-President**

At the Annual Meeting of the Association, an election shall be held to elect a Trustee to the offices of President and Vice-President. The term of office for the President and Vice-President shall be two years or until their successor is elected or appointed and their term as a Director on the Board of Directors is two years. Their term of office shall commence immediately after the Annual Meeting.

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

The deadline for nominations for the positions of President and Vice-President of the Association shall be 30 days prior to the Annual Meeting of the Association at which the elections are to be held for those positions. Nominations from the floor of the Annual Meeting will only be permitted, if no nomination for the position of President or Vice-President to be elected at the Annual Meeting of the Association is received 30 days prior to the Annual Meeting of the Association at which the elections are to be held.

## **10.03 Past President**

The Past President shall serve until there is a new immediate Past President or a two-year term whichever shall first occur. The Past President's term as a Director on the Board of Directors shall be for two years, if there is no new immediate Past President. A President who resigns part way through the term, ceases to be a Trustee, or the Member Board of which the Past President is a Trustee ceases to be a Member of the Association shall not serve as Past President or be a Director on the Board of Directors. In the event that the immediate Past President is unable to serve, the position may remain vacant or be filled by a previous President as determined by the Board of Directors and that previous Past President shall fill the vacancy on the Board of Directors for the Past President's balance of term of office.

## **10.04 Regional Directors**

Trustee Regional Elections shall be conducted pursuant to Section 7.04. At, or about the time of the Annual Meeting of the Association, each Region shall meet separately to elect a Trustee of one of the Member Boards of that Region to serve as the Regional Chair and Director on the Board of Directors and a Trustee of another Member Board from that Region to serve as the Regional Vice-Chair and Director on the Board of Directors. The Regional Chair and Regional Vice-Chair must be from different Member Boards and may not be from a Member Board who is eligible to appoint an Enrolment Director as defined in Section 10.07. The term of office for Regional Directors (Regional Chairs and Regional Vice-Chairs) shall be two-years or until their successor is elected or appointed. Their term of office shall commence immediately after the Annual Meeting.



### **10.05 First Nations, Inuit, and Metis Trustees' Council Director**

Trustees who are First Nations, Inuit, and Metis shall select a Chair of the First Nations, Inuit, and Metis Trustees' Council. The Chair shall be a member of the Board of Directors. The President and Secretary shall be advised of the Chair of the First Nations, Inuit, and Metis Trustees' Council, in writing, prior to/or at the Annual meeting. The term of office for the First Nations, Inuit, and Metis Trustees' Council Director shall be determined by the First Nations, Inuit, and Metis Trustees' Council; however, it must be a one or two-year term as per Section 10.01.

### **10.06 Black Trustees' Caucus Director**

Trustees who identify as Black shall select a Chair of the Black Trustees' Caucus. The Chair shall be a member of the Board of Directors. The President and Secretary shall be advised of the Chair and Vice-Chair of the Black Trustees' Caucus, in writing, prior to/or at the Annual meeting. The term of office for the Black Trustees' Caucus Director shall be determined by the Black Trustees' Caucus; however, it must be a one or two-year term as per Section 10.01.

### **10.07 Enrolment Directors**

Each English language public district school board that is a Member Board and which has a pupil enrolment of more than fifteen per cent of the total enrolment of all Member Boards shall be entitled to appoint an Enrolment Director to the Board of Directors. For the purposes of such calculation, "pupil enrolment" means full-time equivalent pupil enrolment of all pupils enrolled in grantable programs or attending schools pursuant to Education Service Agreements, as of the immediately preceding 31<sup>st</sup> of October. For the purposes of calculating such enrolment, the definitions of the Education Act and regulations thereunder shall govern. The Executive Director 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 the last Board of Directors meeting prior to the Annual meeting Member Boards entitled to appoint an Enrolment Director 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.

Eligible Member Boards must provide the name of their appointed Enrolment Director to the Secretary (Executive Director) one month prior to the Annual Meeting.

The term of office for Enrolment Directors shall be one year subject to renewal by the Member Board.

In the case of a vacancy in the position of an Enrolment Director, a replacement shall be appointed by that Member Board.



## 10.08 Vacancies on the Board of Directors

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 meeting or other special meeting of the members, the position shall be filled at such meeting in accordance with the provisions of Article 10;
- (ii) in the case of a vacancy in the position of President or Vice-President, a replacement shall be elected by the Member Boards, in accordance with the provisions of Section 10.09;
- (iii) in the case of a vacancy in the position of a Regional Chair or Vice-Chair, a replacement shall be elected by the Delegates of 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 Articles 7 and 9;
- (iv) in the case of a vacancy in the position of Enrolment Director appointed by a Member Board as outlined under Section 10.07, 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 or as otherwise determined under Section 10.03;
- (vi) in the case of a vacancy in the position of a Director selected by the First Nations, Inuit, and Metis Trustees' Council pursuant to Section 10.05, a replacement shall be selected by such Council; and
- (vii) in the case of a vacancy in the position of a Director selected by the Black Trustees' Caucus pursuant to Section 10.06, a replacement shall be selected by such Caucus.

## 10.09 Special Meeting or Alternate Procedure to Fill Vacancies

If the Board of Directors determines that it is desirable, having regard to timing, cost and other considerations, to convene a special meeting of the members for the purpose of holding an election to fill a vacancy in the position of President or Vice-President on the Board of Directors, the meeting shall be convened in accordance with the provisions hereof. If the Board of Directors determines that a special meeting is not desirable, it shall determine an alternate procedure for accepting nominations and conducting the election. The Executive Director shall notify Delegates from Member Boards of the procedure proposed to be adopted. Each Member Board, through the Delegate, 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 special meeting of the members shall be convened to hold the election. Otherwise, the election will be held in the manner proposed by the Board of Directors.



## **PRESIDENT**

### **11.01 Duties of the President**

The President (Chair of the Board) shall preside at all Annual Meetings and special meetings of the Members of the Association and of the Board of Directors. The Vice-President (Vice-Chair) shall preside at those meetings in the absence of the President.

### **11.02 Absence of the President**

In the absence of the President, the President's duties shall be performed by the Vice-President. The President may delegate from time to time certain duties of the President to the Vice-President or Past President, or other designate, as determined by the President in the President's sole discretion.

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

The President shall be responsible for the general supervision of the affairs of the Association, be an ex-officio member of all Association committees, and act as the official spokesperson for the Association.

## **EXECUTIVE DIRECTOR**

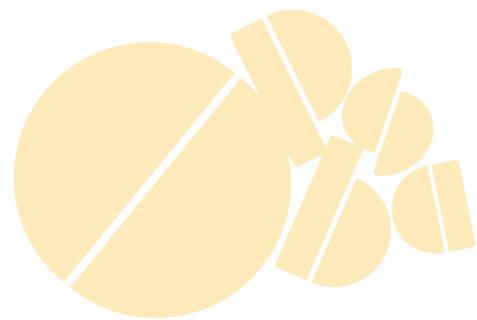
### **12.01 Appointment and Responsibilities**

The Executive Director (Secretary) shall be appointed by the Board of Directors, subject to such terms of employment, including remuneration and exercising such responsibilities as the Board of Directors may determine.

## **CORE ISSUE WORK GROUPS**

### **13.01 Purpose**

The Board of Directors shall recommend prior to each Annual Meeting of the Association approval of the establishment of specific Core Issue Work Groups. The purpose of the Core Issue Work Groups is to develop advocacy and advisory positions, on behalf of the Association, and in accordance with the mandate of the Core Issue Work Group, Association's Mission, Vision, and Values and Multi-Year Strategic Priorities, and to advise the Board of Directors 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 meeting.



## **13.02 Termination of Work Group**

The existence of each such Core Issue Work Group shall be terminated automatically upon the first occurrence of:

- (i) The completion of its assigned purpose;
- (ii) A resolution acknowledging or determining the completion of the assigned purpose by the Board of Directors; or
- (iii) The next Annual meeting of the Association.

## **13.03 Terms of Reference**

Terms of reference, outlining the term, mandate, and membership of each Core Issue Work Group shall be established at the Annual Meeting of the Association in accordance with Section 13.01, based on recommendations from the Board of Directors. The Board of Directors shall be responsible for oversight of the activities of Core Issue Work Groups with the primary objectives of ensuring their work is aligned with the Association's Mission, Vision and Values and Multi-Year Strategic Priorities, and that there is representation from Member Boards.

## **13.04 Membership**

The Delegates shall, at the Regional elections, appoint such number of Trustees as has been determined by Section 13.03 to serve on each Core Issue Work Group. The Delegates shall also appoint such number of alternate members to serve on each Core Issue Work Group to attend meetings in the absence of the appointed members.

The First Nations, Inuit, and Metis Trustees' Council and Black Trustees' Caucus shall, at the same time as the position of Chair is selected, appoint such number of members as been determined by Section 13.03 to serve on each Core Issue Work Group. The First Nations, Inuit, and Metis Trustees' Council and Black Trustees' Caucus shall also appoint such number of alternate members to serve on each Core Issue Work Group to attend meetings in the absence of the appointed members.

At the first meeting of the Board of Directors, a member of the Board of Directors shall be appointed from amongst themselves to act as a liaison to any Core Issue Work Group.

## **13.05 Quorum**

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.

## **13.06 Termination of Membership**

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 Board of Directors decides by resolution that such person should remain a member.



### **13.07 Core Issue Work Group Meetings**

The Executive Director, in consultation with the President, will call the first meeting of a Core Issue Work Group and at that meeting the group will decide on a Chair and agree on dates and times of subsequent Core Issue Work Group meetings.

The Core Issue Work Group meetings will be held at such a place and in a manner as determined from time to time by the Executive Director. See also Section 16.01 *Meeting Notice Requirements*.

### **13.08 Joint Core Issue Work Group Meetings**

Two joint meetings of all Core Issue Work Groups will be scheduled as part of the Association's meetings and events calendar as set by the Board of Directors.

## **AD HOC WORK GROUPS**

### **14.01 Establishment**

The Board of Directors may from time to time establish Ad Hoc Work Groups as they deem expedient for the purpose of advising the Board of Directors.

### **14.02 Terms of Reference**

Subject to 14.01, the Board of Directors, shall determine the term, mandate and membership of each Ad Hoc Work Group. Each Ad Hoc Work Group shall report to the Board of Directors. The Board of Directors shall be responsible for oversight of the activities of Ad Hoc Work Groups with the primary objectives of ensuring their work is aligned with the Association's Mission, Vision and Values and Multi-Year Strategic Priorities, and that there is representation from Member Boards.

### **14.03 Membership**

Subject to the Terms of Reference, as outlined in Section 14.02, Regional Councils, the First Nations, Inuit, and Metis Trustees' Council, and the Black Trustees' Caucus shall select at least one of their members to serve on an Ad Hoc Work Group and one alternate to attend meetings in the absence of the member.

### **14.04 Diversity of Membership on Ad Hoc Work Groups**

The membership of an Ad Hoc Work Group shall, whenever possible, include trustees from marginalized equity-deserving groups.

### **14.05 Scheduling of Ad Hoc Work Group Meetings**

Ad Hoc Work Group meetings shall be scheduled as required at such place and in a manner as determined from time to time by the Executive Director. See also Section 16.01 *Meeting Notice Requirements*.



## **MEETINGS OF MEMBERS**

### **15.01 Annual Meeting**

The Annual meeting of the Association shall be held not later than 15 months after holding the preceding Annual Meeting. The Annual Meeting shall be held at such time and place within the Province of Ontario and in a manner as determined by the Board of Directors, in consultation with the Executive Director.

### **15.02 Business of Meeting and Appointment of Auditor**

At every Annual Meeting, in addition to any other business that may be transacted shall be presented for the information of the meeting:

- (i) the Annual Report;
- (ii) the Annual Financial Statements of the Association as required by the Act for the previous financial year as approved by the Board of Directors; and
- (iii) the report of the auditor or the person who conducted a review engagement, as the case may be.

The auditor of the Association or a person to conduct a review engagement of the Association if previously approved by the Member Boards shall be appointed at each Annual Meeting of the Association to hold office until the next Annual Meeting or until removed by the Member Boards or they cease to hold office in accordance with the Act.

### **15.03 Policy Resolutions**

Policy resolutions may be submitted by Member Boards for consideration of the membership at the Annual Meeting. Policy resolutions may be submitted to the Board of Directors at anytime throughout the year. Policy resolutions should be submitted in advance of the Annual meeting in accordance with the Member Board Policy Resolution Submission Guideline to allow for consideration of it by the Board of Directors and Delegates in advance of the Annual meeting.

Any policy resolutions received by the deadline outlined in the Member Board Policy Resolution Submission Guideline shall be considered by the Board of Directors and any recommendations by them shall be included with the policy resolution in the agenda for the Annual meeting.

Policy resolutions may also be presented from the floor of the Annual meeting at the time noted in the agenda for policy resolutions to be considered. For a policy resolution to be considered from the floor, the Delegate from the Member Board must provide a copy of the policy resolution to each Delegate, the President and the Executive Director at the meeting. For policy resolution presented from the floor, to be adopted it must receive two-thirds (2/3) of the votes cast in accordance with Sections 15.05 and 15.06 of this By-Law.



## 15.04 Calling Special Meeting

The Board of Directors, by resolution, may call a special meeting of the Association at any time.

## 15.05 Entitlement to Vote and Vote Weights

At the Annual meeting and special meetings of Members 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:

- (i) each vote of a school authority that is a Member Board shall have the weight of one (1) vote;
- (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;
- (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;
- (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;
- (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;
- (vi) each vote of a District School Board that is a Member Board and has a pupil enrolment of seventy-five thousand and one (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.

## 15.06 Quorum for Annual or Special Meetings

Quorum for any Annual meeting or special meeting of the members of the Association shall be a majority of the Member Boards and the quorum must be maintained to the end of the meeting. No Annual meeting or special meeting shall be held unless the Member Boards holding a majority of the weighted votes are present.



Any Annual meeting or special meeting of the Association, except for any questions proposed for the consideration of Member Boards, which pursuant to the Act requires a special resolution (approval by at least two-thirds (2/3) of the votes cast) or extraordinary resolution (approval by at least 80% of the votes cast regarding review engagement), all questions proposed for the consideration of Member Boards shall be determined by an ordinary resolution (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 15.05.

### **15.07 Electronic Participation**

Meetings of the members of the Association will be held in person except in exceptional circumstances as determined by the Board of Directors.

The Board of Directors may determine to hold meetings of the member of the Association by one or more of telephonic or other electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. Meetings held with a telephonic or digital means must enable all persons entitled to attend the meeting to reasonably participate.

Voting may be done by telephonic or electronic means when meetings are held in that manner or as a combination of those means and in-person. Otherwise, if the meeting is held solely in-person then voting must be done in-person. Voting may be done by show of hands or by use of on-site voting mechanisms.

## **NOTICE OF MEETINGS**

### **16.01 Meeting Notice Requirements**

Notice of all meetings of the Board of Directors, Regional Councils, the First Nations, Inuit, and Metis Trustees' Council, the Black Trustees' Caucus, or any Core Issue or Ad Hoc Work Group shall be sent by an appropriate means, which may include electronic transmission by the Executive Director (or designate) to each committee member to any addresses provided to the Association for inclusion in the Association's registry of Directors, or members, as applicable, at least two weeks before the date of the meeting.

That subject to below, if, in the opinion of the President and Vice-President a special meeting of the Board of Directors is required to address an urgent or emergency situation, they may call an emergency special meeting of the Board of Directors with at least 24 hours notice. A Director may waive notice of a meeting of the Directors, and attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.



Notice of the Annual meeting or any other special meeting of the members of the Association shall be sent by an appropriate means, which may include electronic transmission by the Executive Director (or designate) to each Member Board (who shall provide further notice to their Trustees), Honorary Life Member, Associate Member, Directors, and the auditor of the Association or the person appointed to conduct a review engagement of the Association no less than 10 days (as defined in the Ontario Not-for-Profit Corporations Act) and not more than 50 days (as defined in the Ontario Not-for-Profit Corporations Act) before the meeting. No public notices shall be required.

Notices of special meetings shall specify the matters proposed to be dealt with at such meetings in sufficient detail to permit the Member Board to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting. No unintentional or technical error or omission in giving a notice of any meeting may invalidate resolutions passed or proceedings taken at the meeting.

## **RULES OF ORDER**

### **17.01 Parliamentary Rules to Govern Meeting Proceedings**

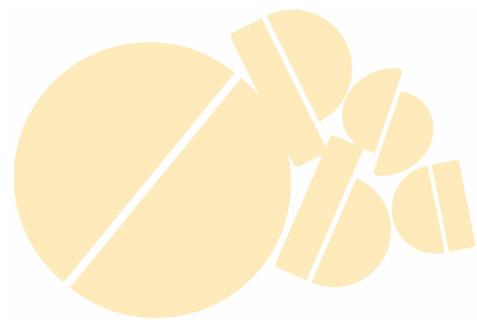
The proceedings of the Association, its Board of Directors, Core Issue Work Groups and Ad Hoc Work Groups as far as they may be applicable without coming in conflict with the Letters Patent/Articles and By-laws shall be conducted in accordance with the fundamental principles of Canadian Parliamentary rules of procedure. The First Nations, Inuit, and Metis Trustees' Council and Black Trustees' Caucus shall determine how their meetings will be conducted.

In the case of a dispute over the applicable Rules of Procedure, reference may be made to the most current edition of Roberts' Rules of Order Newly Revised and the person presiding at the meeting shall determine the procedure to be adopted.

## **AMENDMENTS**

### **18.01 Amends to the By-Laws**

The Board of Directors may by resolution make, amend, or repeal and restate the By-Laws of the Association. The amendments or repeal and restatement will be effective when confirmed or confirmed as amended by the Member Boards by an ordinary resolution (at least majority of the votes cast calculated in accordance with Section 15:05) at an Annual meeting or special meeting of members.



## BY-LAW NUMBER 2 (BORROWING)

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### 1. Borrowing Money/Bonds, Debentures, Securities/Real or Personal Property

The Directors from time to time may:

- (i) Borrow money
- (ii) 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
- (iii) 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. Authorization to Borrow

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. Limits on Borrowing

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 an Annual or Special Meeting of the Association.



# BY-LAW NUMBER 3 (BANKING)

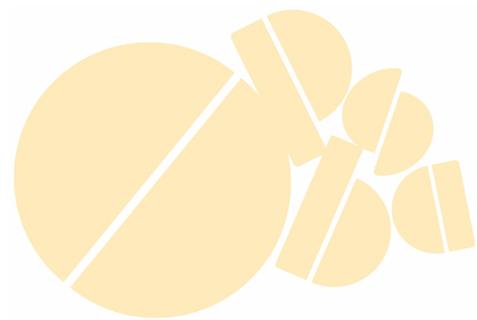
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## 1. Signing Officers

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. Deposit of Securities

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.



# HISTORY OF THE CONSTITUTION AND BY-LAWS

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

By-law Number 5, 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 écoles française de la communauté urbaine de Toronto and Conseil des écoles 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.

**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).

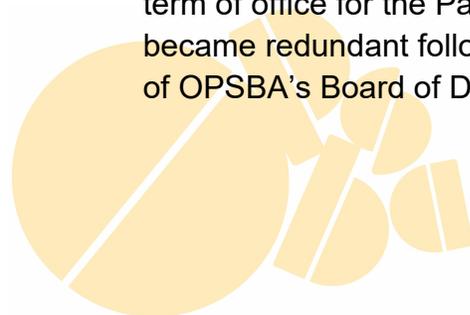
**On June 4, 2004**, amendments were confirmed by the membership at the Annual General Meeting in order to make available a double majority weighted voting method for use by Board of Directors on rare selected substantive issues or concerns as determined by the membership (Section 8.2). A sunset clause, 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.



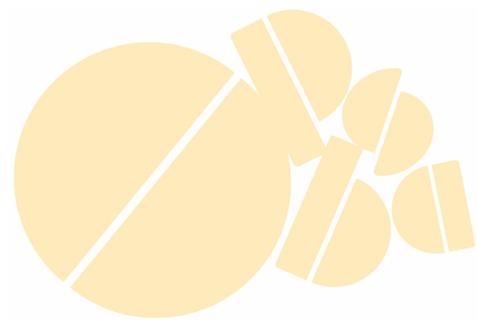
**On June 12, 2009**, members approved changes to Section 4 which put in place a requirement that a member board must give notice of its intension to withdraw by April 1st before OPSBA sets its annual budget for the new year (which begins September 1st). This requirement will provide the Association 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.

**On July 8, 2011**, the members approved a change to Section 18.01 by replacing 'Bourinot's Rules of Order' with Robert's Rules of Order Newly Revised since school boards generally reference Roberts Rules and it is accepted as an easy to understand authority on running successful meetings.

**On June 7, 2013**, the members approved two constitutional housekeeping amendments. The first amendment was to Section 8.01 – removing the responsibility of the Board of Directors to fill a vacancy on the OPSBA Board since following the restructuring of the Association in 1998 after school boards were amalgamated, vacancies on the Board of Directors are filled by each individual member board or group in accordance with Sections 8.07 and 10.04 of the Constitution. The second amendment was to Section 10.03, the last sentence which was now redundant as it referred to nominations being accepted from the floor of the meeting when the number of nominations is fewer than the number of positions to be filled. This referred to the two positions of equal vice-presidents, which was changed back to first and second VP in 2010 and nominations from the floor for any position of Officers of the Association are allowed only when no advance nomination is received for a particular Officer position.

**On July 4, 2014**, members approved changes to the Constitution that addressed some necessary housekeeping changes to language dating to pre-amalgamation as well as changes recommended by legal counsel required to bring the organization into compliance with the Corporations Act. Sections affected included: Sections 3.2; 3.07; 7.03; 8.03; 8.05; 11.02; 13.02; 13.03; 13.05, and 17.01 dealing with such matters as: member board defined, regional meetings, director defined, determination of location of Board of Directors meetings, delegation of duties by the president, and the manner in which notice of meetings may be delivered to members.



**On July 5, 2019**, members approved changes to the Constitution that addressed some necessary housekeeping changes to language as well as changes recommended by legal counsel required to bring the organization into compliance with the Corporations Act. Sections affected included: Sections 2.01; 3.05; 3.06; 7.03; 8.01; 8.06; 9.01; 9.02; 10.06; 11.01; 11.03, dealing with such matters as: head office, trustee defined, associate member, regional meetings, board of directors, observers, appointment and election of director, pupil enrolment qualification for appointed trustees, elections held at regional council meetings regional council chair/vice-president, elections held at regional council meetings, term of office re-election, term of office past-president, duties of the president, and president; and various parts of By-Law No. 5 replacing all reference of Regional Vice-President to Regional Chair.

**On June 10, 2022**, members approved changes to 41 sections of the Constitution. Sections affected include: 3.03, 3.05, 5.04, 7.04 (New), 8.01, 8.02(vii), 8.05, 8.06, 8.07(iii), 8.07(vii), 9.01, 9.02, 9.03, 9.05, 9.06, 10.01, 10.04, 10.06, 11.01, 11.03, 13.01, 13.02, 13.03, 13.04, 13.05, 14.03, 14.04, 14.05, 14.08 (New), 14.09 (New), 15.01, 15.02, 15.03 (New), 15.04 (New), 15.05 (New), 16.01, 16.03, 16.06, 17.01, 18.01, and 19.01. Changes respond to the 2022 OPSBA Governance review and include formalizing the Indigenous Trustees' Council, changing the language of pupil enrolment vice-president to enrolment representatives, refining the role of regional councils, clarifying information about meetings and membership, updating information about policy resolutions, and making general housekeeping changes that ensure language is inclusive, clear, consistent, and aligned.

**On July 4, 2024**, members approved the Amended and Restated OPSBA General By-Law to comply with the Ontario Not-for-Profit Corporations Act (“ONCA”) which came into force in 2021 and requires full compliance by October 2024. Changes to the OPSBA General By-Law include changing the title from “The Constitution and By-Laws” to “General By-Law”, clarifying that alternates are no longer permitted for Board of Directors members, a process by which membership may be terminated, inclusion of the provisions around the annual confirmation of Directors prior to the Annual Meeting, defining electronic and digital participation, updating quorum requirements to be a majority of directors (formerly 2/5), adjusting specific meeting notice timelines, and the inclusion of the Black Trustees’ Caucus.

**On March 12, 2026**, members approved the Amended and Restated OPSBA General By-Law to make changes to OPSBA’s governance structure that reduces size of the Board of Directors from 52-53 Directors to 17-18 Directors; eliminates Executive Council; and adjusts Regional Council structures. Changes also allow for supervisory officers from Member Boards to be eligible for a position on OPSBA’s Board of Directors in exceptional circumstances where the position of school board trustee does not exist.

