



ONTARIO PUBLIC
SCHOOL BOARDS'
ASSOCIATION

Leading Education's Advocates

THE CONSTITUTION

A N D B Y - L A W S



BY-LAW NUMBER 5 (CONSTITUTION)

BY-LAW NUMBER 2 (BORROWING)

BY-LAW NUMBER 3 (BANKING)

Revised June 2022

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ONTARIO PUBLIC SCHOOL BOARDS' ASSOCIATION

BY-LAW NUMBER 5 (CONSTITUTION)

Name and Seal

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.

Head Office

2.01 The Head Office of the Association

The Head Office of the Association shall be situated in the City of Toronto in the Province of Ontario, or at such other place as the Board of Directors may from time to time determine.

Membership

3.01 Membership of the Association

The membership of the Association shall consist of:

- (i) Member Boards
- (ii) Delegates of Member Boards
- (iii) Honorary Life Members
- (iv) Trustees
- (v) Associate Members
- (vi) Directors

3.02 Member Board

A "Member Board" is defined as any English 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, 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 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 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 Trustees

"Trustee" means every duly elected or appointed trustee of each Member Board who is not a student trustee. 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

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, for a fee. 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
- (iv) For-profit organizations

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, but not in their capacity as Members of the Association and shall enjoy all the other rights and privileges of Membership in the Association.

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 revoked, 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) the readmission to the Association has been approved by the Board of Directors.



Fees

5.01 Annual Fees

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 Fees Due Date

All membership fees shall be due on the 1st of September 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 Fees Exemptions

Honorary Life Members, Delegate Members, Directors and Trustees shall not be required to pay fees.

5.04 Membership Ceases

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 the 31st 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 and Indigenous Trustees' Council

7.01 Regional Structure Defined

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

Five Regions shall be established as follows:

- (i) North, which shall be divided into two sub-regions.
 - (a) North Sub Region East
 - (b) North Sub Region West
- (ii) West
- (iii) East



- (iv) Central East
- (v) Central West

7.03 Regional Meetings

The Regional Councils, through the Regional Chair, may advise the Executive Council and the Board of Directors of issues and matters affecting their Member Boards, including recommending items for the agenda of Executive Council and/or general meetings of the Association. Except in the year of Member Board Trustee elections, a Regional Council shall hold no fewer than two meetings per year, in addition to the regional meeting held at or about the time of the Annual General Meeting or other centrally organized meetings. In a year when Member Board Trustee elections are held, only one such additional meeting need be held. 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 holding regional elections 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.

7.04 Indigenous Trustees' Council

The Indigenous Trustees' Council shall be composed of any Trustee who identifies as Indigenous.

The Indigenous Trustees' Council, through its Chair, may advise the Executive Council and the Board of Directors of matters affecting the interest of Indigenous students, including recommending items for the agenda of Executive Council and/or annual and general meetings of the Association.

A meeting schedule will be developed annually by the Indigenous Trustees' Council. The Indigenous Trustees' Council shall hold a meeting at or about the time of the Annual General Meeting for the purpose of selecting a Chair and Vice-Chair of the Council pursuant to Article 9 and to select Indigenous Trustee representatives, and alternates, from a Member Board to serve on core issue and ad hoc work groups.

Board of Directors

8.01 Board of Directors

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 Chairs and the number of Directors appointed or elected in accordance with the provisions of Article 9, including those Directors appointed Enrolment Representatives 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 any time throughout the year; the filling of a vacancy 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 Constitution and By-laws of the Association; the approval of the establishment of Core Issue Work Groups or the granting of Honorary Life Membership.

8.02 Double Majority Voting Method

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

- (i) Subject to paragraph 8.02(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 8.02(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 seven (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:
 - (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 8.02(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 one (1) Director represents a Member Board, that board's F.T.E. shall be divided equally between or among the number of Directors present at the Board of Directors meeting.



8.03 Director Defined and Term of Office

Each Director shall be a Trustee. The term of office for each Director shall be one year, commencing immediately after the Annual General 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.

8.04 Quorum

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 Number of Meetings

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

8.06 Observers*¹

Any Member Board is entitled to send a Trustee as a non-voting observer to Board of Directors' meetings but the Trustee may not be present and observe in-camera (private session) meetings of the Association.

8.07 Vacancies

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 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

¹ *Note: While section 8.06 provides for observers (trustees from member boards) to attend Board of Directors meetings, under corporation law, meetings of the Board of Directors are not open to the public except by invitation.

meeting convened for such purpose or in such other manner as may be adopted in accordance with the procedures set out in article 9;

- (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;
- (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; and
- (vii) in the case of a vacancy in the position of a Director selected by the Indigenous Trustees' Council pursuant to section 9.05, a replacement shall be selected by such Council.

8.08 General 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 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 a Director and Pupil Enrolment Qualification

Each English language public district school board that is a Member Board shall be entitled to appoint one Trustee to the Board of Directors. Each English language public district school board that is a Member Board 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 English language public district school board to the Board of 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 a further additional Trustee from that



English language public 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 or attending schools pursuant to Education Service Agreements, as of the immediately preceding 31st 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 one month prior to the Annual General Meeting, those Member Boards entitled to appoint an additional Trustee(s) 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 Elections Held at Regional Council Meetings (Regional Council Chair/Vice-Chair)

Contemporaneously with the Annual General Meeting of the Association, each Regional Council shall meet separately to elect a Trustee of one of the Member Boards of that Regional Council as Regional Chair and to serve as a Director of the Association and member of the Association's Executive Council. The chair of a Regional Council 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 Council meetings in the absence of the Chair. A Vice-Chair of a Regional Council must be a Trustee of one of the Member Boards of that Regional Council and appointed or elected by their Member Board to the Association’s Board of Directors. The Vice-Chair of a Regional Council may attend Board of Directors or Executive Council meetings as the alternate Regional Chair for that Region in the absence of the Regional Chair. The alternate Regional Chair shall have all the rights, including the right to vote at those meetings as the Regional Chair.

9.03 School Authorities

In advance of or at the Annual General Meeting of the Association, the group of school authorities in the North Region that are Member Boards (other than the school authorities entitled to vote as a group pursuant to Section 9.04) shall meet separately to select one representative to the Board of Directors.

9.04 School Authorities Combined Educational and Therapeutic Boards

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 select 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 Indigenous Trustees' Council

Trustees who identify as Indigenous shall select a Chair of the Indigenous Trustees' Council. The Chair shall be a member of the Executive Council, and the Board of Directors. The Vice-Chair of the Indigenous Trustees' Council will be the Alternate. The President shall be advised of the Chair and Vice-Chair of the Indigenous Trustees' Council, in writing, prior to/or at the Annual General Meeting.

9.06 Alternates to Directors on the Board of Directors

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. Each group that is entitled to select one Director pursuant to sections 9.03, 9.04, and 9.05 shall also select one Trustee to act as Alternative Director to the Board of Directors in the absence of such Director. Alternate Directors shall have all the rights of the Directors they represent, including the right to vote.

Officers

10.01 Officers Defined

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

10.02 Election of Officers and Delegates Entitled to Vote

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

- (i) President
- (ii) First Vice-President
- (iii) Second Vice-President.

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

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. Nominations from the floor of the Annual General Meeting will only be permitted, if no nomination for any particular position of an Officer of the Association to be elected at the Annual



General Meeting of the Association is received 30 days prior to the Annual General Meeting of the Association at which the elections are to be held.

10.04 Enrolment Representatives

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 an Enrolment Representative of the Association and a second of its Directors as an Alternate to that Enrolment Representative. 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 an Enrolment Representative and an Alternate to that Enrolment Representative.

Contemporaneously with the Annual General Meeting of the Association, each Member Board entitled to appoint an Enrolment Representative and an Alternate to the Enrolment Representative shall notify the President of the Association, in writing, of the names of the Enrolment Representative and Alternate Enrolment Representative.

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

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

10.05 Officers Must be Trustees

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 Term of Office and Re-election

Elected Officers shall hold office for one year or until their successors are elected. Officers elected pursuant to section 10.02 shall hold office for two years or until their successors are elected. All Elected Officers shall be eligible for re-election.

10.07 Past President Term of Office

The Past President shall serve until there is a new immediate Past President or a two-year term whichever shall first occur. A President who resigns part way through the term shall not serve as Past President. In the event that the immediate Past President is unable to serve, the position may be filled by a previous President as determined by the Executive Council.

President

11.01 Duties of the President

The President shall preside at all general meetings of the Association and of the Board of Directors. The First Vice-President 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 First Vice-President. The President may delegate from time to time certain duties of the President to the First Vice-President, the Second Vice-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 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 Membership and Quorum

The Executive Council shall consist of the Past President, the President, the First Vice-President, the Second Vice-President, the five Regional Chairs, the Chair of the Indigenous Trustees' Council, and the Enrolment Representatives 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 Responsibilities

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 Executive Council. The Executive Council shall not act at any time in the following matters, which 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 any time throughout the year; the filling of vacancies 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 Constitution and By-laws of the Association, the approval of the establishment of Core Issue Work Groups or the granting of Honorary Life Membership.

13.03 Meetings

The meetings of the Executive Council shall be called by the Executive Director upon direction of the President or at the written request of any four members of the Executive Council. The number and date of the Executive Council meetings will be scheduled as part of the Association's meetings and events calendar as set by the Board of Directors. The meetings shall be held in such place, and in a manner as determined from time to time by the Executive Director.

13.04 Executive Council Reports to Board of Directors

The Executive Council shall keep minutes of its meetings which shall be submitted as soon as practicable to the Board of Directors for information. 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 Chair

In the event that a Regional Chair cannot attend a meeting of the Executive Council, the Vice-Chair of the Regional Council represented by the Regional Chair, may attend and vote in that Regional Chair's place. In the event that an Enrolment Representative appointed by a Member Board in accordance with Section 10.04 cannot attend a meeting of the Executive Council, the Alternate to the Enrolment Representative of that Member Board may attend and vote in that Enrolment Representative's place.



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

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 Purpose

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 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 the Executive Council (as the case may be)
- (iii) The next Annual General meeting of the Association.



14.03 Terms and Mandates

The term, mandate and membership 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 Membership

The Delegates shall, at the Regional Council elections, appoint such number of Trustees as has been determined by Section 14.03 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 Alternate Members

The Delegate shall at the Regional Council elections, appoint such number of Trustees as determined by Section 14.03 to be alternate members of each Core Issue Work Group in the absence of the appointed members.

14.06 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.

14.07 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 Executive Council decides by resolution that such person should remain a member.

14.08 Core Issue Work Group Meetings

The Chair of the Core Issue Work Group, in consultation with the Executive Director, will call the first meeting of a Core Issue Work Group and at that meeting the group will decide on the date and time 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.

14.09 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 upon recommendation from the Executive Council.

Ad Hoc Work Groups

15.01 Appointment

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

15.02 Terms and Mandates

Subject to 15.01, the Board of Directors or the Executive Council, as the case may be, 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 or the Executive Council, as the case may be.

15.03 Regional Council and Indigenous Trustees' Council Membership on Ad Hoc Work Groups

When appropriate, Regional Councils and the Indigenous Trustees' Council will be invited to select at least one of their members to serve on an Ad Hoc Work Group.

15.04 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.

15.05 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.

General Meetings of Members

16.01 Annual General Meeting

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

16.02 Business of Meeting and Appointment of Auditor

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.



16.03 Policy Resolutions

Policy resolutions may be submitted by Member Boards for consideration of the membership at the Annual General 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 General 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 General 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 General Meeting.

Policy resolutions may also be presented from the floor of the Annual General Meeting at the time noted in the agenda for policy resolutions to be considered. In order for a policy resolution to be considered from the floor, the representative 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 16.05 and 16.06 of this Constitution and By-Laws.

16.04 Calling General Meeting

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

16.05 Entitlement to Vote and Vote Weights

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:

- (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.

16.06 Quorum for Annual or General Meetings

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 Member Boards, 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 Member Boards 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.

Notice of Meetings

17.01 Meeting Notice Requirements

Notice of all meetings of the Board of Directors, Executive Council, Regional Councils, the Indigenous Trustees' Council 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, as applicable, at least two weeks before the date of the meeting.

Notice of the Annual General Meeting or any other General Meeting shall be sent by an appropriate means, which may include electronic transmission by the Executive Director (or designate) 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. 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

18.01 Parliamentary Rules to Govern Meeting Proceedings

The proceedings of the Association, its Board of Directors, Executive Council, Core Issue 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 shall be conducted in accordance with the fundamental principles of Canadian Parliamentary rules of procedure. The Indigenous Trustees' Council 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 chairing the meeting shall determine the procedure to be adopted.

Amendments

19.01 Amends to the Constitution and By-Laws

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 (2/3) of the votes cast at a General Meeting of Members, as per Sections 16.05 and 16.06.

BY-LAW NUMBER 2 (BORROWING)

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 a General Meeting of the Association.



BY-LAW NUMBER 3 (BANKING)

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

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 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.

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.

