

ONTARIO FEDERATION OF INDEPENDENT SCHOOLS

BY-LAWS

(Revised September 2013)

Revised April 1988, October 1983,
May 1991, October 1992 &
September 2013

BY-LAW NUMBER ONE

Article I – OBJECT

The object of the Corporation shall be to undertake or promote whatever activities it shall deem conducive to the interests of alternative and independent schools in the Province of Ontario. In furtherance of the aforesaid objects to:

- a) *Connect* independent schools in a network that shares resources, provides professional development for school leaders, offers administrative and policy support;
- b) *Advocate* for access to government educational resources for independent schools;
- c) *Protect and support* true parental choice in education by providing public information and ensuring independent schools' right to reasonable self-definition;
- d) Encourage *public awareness and appreciation* for independent schools' contributions to province-wide educational landscape by promoting standard-setting leadership in member schools.

Article II – BASIS

The Corporation pledges to uphold the following principles in its activities.

- (1) That "Parents have a prior right to choose the kind of education that shall be given to their children" United Nations Universal Declaration of Human Rights (Section 26(3))
- (2) That the principle of equal justice for all demands that the **province** honour the rights of all parents and all citizens by permitting them to allocate their educational tax dollars in support of the system of their choice, provided the system meets just and equitable educational requirements set by the Ministry of Education for all schools.
- (3) That the **province** violates its role in education when it uses tax dollars collected from all taxpayers to support some but not all school systems chosen by those taxpayers.

Article III – MEMBERSHIP

1) ELIGIBILITY

Subject to section (4) membership in the Corporation is open to: associations of schools; single individual schools registered with the government, not otherwise affiliated with a member association of **OFIS** schools; organizations or individuals not operating a school or schools; and, individual persons, all of which subscribe to the Object and Basis of the Corporation, (Articles I and 11) and agree to pay annual membership dues as prescribed in Section 5 of this Article.

The following voting membership categories are available:

- (a) Individual member schools
- (b) Associations of schools
- (c) Non-school members

(2) **CONSTITUTING BODY**

The ten (10) persons who subscribed to the application for charter and By-laws of this Corporation shall constitute the entire original membership of the Corporation.

(3) **NUMBER**

There shall be no limit to the number of members of this Corporation.

(4) **APPLICATION FOR MEMBERSHIP**

(a) An association of schools, single school, organization or person desiring membership shall apply for such in writing on an application form supplied by the Corporation. An applicant must supply such additional information as may be requested by the Board of Directors. [Once schools have completed and submitted the application forms and dues to the Executive Director, the new school will be submitted to the Board of Directors for acceptance into OFIS.](#) The Board of Directors shall declare the applicant to be a member as of the date of acceptance and the [new member](#) shall [be](#) notified in writing.

(b) Notwithstanding sub-section (4) (a) the Board of Directors may refuse an application for membership, if in its opinion, such acceptance would not be in the best interest of the Corporation.

(5) **DUES**

Dues for each class of membership shall be in the amounts that the Corporation directors shall from time to time determine. [Privileges of active membership, including voting, use of OFIS resources and consulting may only be exercised each membership year after payment of annual dues.](#)

(6) **WITHDRAWAL**

A member desiring to resign shall notify the Board of Directors in writing. Resignation shall be effective upon receipt of the resignation by the Board of Directors. A withdrawing member is liable for any dues outstanding including the full twelve months' dues for the fiscal year in which the member resigns.

(7) **REMOVAL**

a) [By default of annual dues not being paid, members will be removed from membership.](#)

b) The Board of Directors may, by a vote of three quarters of the Board, at a meeting to which notice specifying the intention to pass a resolution has been previously given, remove a member that violates the By-laws or by improper conduct endangers the interests or reputation of the Corporation. No member shall be removed without being noticed of the charge or complaint calling for removal and without being given the opportunity to be heard at a meeting called for that purpose.

Article IV - MEETING OF MEMBERS

(1) ANNUAL GENERAL MEETING

The annual general meeting of members shall be held at such a place and at such a time as the Board of Directors may determine.

(2) ANNUAL GENERAL MEETING AGENDA

In addition to any other business that may be transacted at the annual general meeting, the reports of the Board of Directors, the financial statements shall be presented. Any vacancies on the Board of Directors may be filled at this meeting. Voting Members shall consider and transact any business, special or general, without notice thereof having previously been given to the general membership.

(3) SPECIAL GENERAL MEETING

One-third of the Voting Members or [the Board of Directors](#) shall have the power to call a Special General Membership meeting at any time.

(4) SPECIAL GENERAL MEETING AGENDA

Only matters specified in the call, which shall include a detailed special general meeting agenda, may be considered at any special general meeting of the members.

(5) QUORUM

At any meeting of members a quorum shall consist of the Voting Members in attendance, including any advanced proxy vote.

(6) PRIVILEGE OF THE FLOOR

At general membership meetings, any member of the Corporation may have full access to the floor when matters of policy and program development are debated.

(7) RULES OF ORDER

Roberts Rules of Order shall be the standard for the conduct of meetings of the Corporation.

(8) CALL

No public notice or advertisement of any annual general meeting or special general meeting of this Corporation shall be required, but notice of the time and place of each such meeting shall be given to each Voting Member and all directors by sending [email and website notice at least 15 days](#) before the time fixed for the holding of such meeting, provided that any general or special general meeting of the Corporation may be held at any time and place without such notice if all Voting Members of the Corporation are present in person or represented by proxy at the meeting or if all the absent members entitled to notice of such meeting have signified their assent in writing to such a meeting being held.

(9) **ACTIONS BY UNANIMOUS CONSENT**

Action of any nature within the powers of the Corporation may be taken without a meeting being held provided the unanimous written approval of such action is duly recorded in the Minutes of the Corporation.

Article V - RIGHTS OF MEMBERS

(1) **RIGHT TO VOTE**

Voting privileges are contingent upon full payment of dues as per the established fee matrix schedule. Each category of membership is entitled to one vote.

(2) **NOTICE OF BOARD MEETINGS**

Notice of every meeting for the subsequent year of the Board of Directors shall be made available to every voting member of the Corporation through the OFIS website.

(3) **ATTENDANCE AT BOARD MEETINGS**

Every member of the Corporation shall have the privilege but not the obligation to attend any meeting of the Board of Directors, with full privilege of the floor in discussion, including the right to place any appropriate matter on the agenda of the meeting, but without a vote in the resolution of any matter under consideration and without the right to make or second motions for consideration.

(4) **MINUTES AND REPORTS**

The minutes of the Board of Directors shall be forwarded electronically upon request as soon as practicable to any Voting Member of the Corporation.

(5) **INSPECTION OF RECORDS**

The accounts and books of the Corporation, or any of them shall be open to the inspection of any member of the Corporation at any appropriate time.

(6) **RIGHT TO DISSOCIATE**

A Voting Member has the right to dissociate from all or part of any policy the Corporation makes public. The dissociation, including its rationale, shall be noted with the presentation or publication of the policy at the request of the dissociating Voting Member and the member is entitled to be present at any meeting where the policy and the dissociation is noted.

Article VI - BOARD OF DIRECTORS

1) COMPOSITION

A Board Member can be any OFIS member who is in good standing, supports the goals and mission of OFIS and falls into one of the membership categories as defined in Article III.

The Board of Directors shall consist of the three components as follows:

- (a) Each duly constituted association of schools may appoint one (1) Director,
- (b) Five (5) Directors shall be elected by ballot by a majority of the Voting Members present at the Annual Meeting,
- (c) Up to five (5) Directors may be appointed as Directors-at-Large by the Board of Directors.

2) NOMINATING PROCEDURE

The Board of Directors shall appoint annually a Nominating Committee in accord with section (10), whose task shall be to present a slate of candidates in time for review by the general membership prior the annual meeting. The committee shall be instructed to select at least the number of candidates required to fill vacancies on the Board of Directors, striving as nearly as possible to maintain representation of the Board as to the various interests of schools represented in the Corporation and the regional location of Voting Members of the Corporation. In addition to candidates selected by the Nominating Committee, any Voting Member may, prior to the opening of the annual meeting, designate in writing by its authorised representative, request one candidate to be added to the slate of nominees to the Board of Directors.

(3) TERMS OF OFFICE

A director's term of office will normally be three years, not to extend unbroken for more than two consecutive terms. Appointments shall be arranged among the directors so that, as nearly as possible, one third of the Board of Directors shall come to the expiration of their term each year.

(4) CONTINUITY

The present directors of the Corporation shall have the right, but not the obligation, to complete their current term of office and shall be deemed to be Directors-at-Large in addition to any other Directors-at-Large, as provided for in Article VI (2).

(5) RESIGNATION/TERMINATION

If a member of the Board of Directors resigns or is absent without explanation from three or more directors meetings, the Board of Directors may declare the office vacated and may appoint a successor to hold the office until the next annual general meeting. If the vacating director is an association of schools appointee, the association of schools in question shall be first asked to appoint the successor.

(6) **REMOVAL**

The Board of Directors of this Corporation shall have the power, by a vote of 3/4th s of the Directors present at a general meeting of which notice specifying the intention to pass such a resolution has been given, to remove any Director who violates the By-laws or by improper conduct endangers the interests or reputation of the Corporation and to appoint a successor to hold office for the balance of the term of office of the removed Director. No Director shall be removed without being notified of the charge or complaint against [him/her](#) and without first having been given the opportunity to be heard at a meeting of the members called for that purpose. If the removed Director was an association of schools appointee, the association of schools in question shall be first asked to appoint the successor.

(7) **POWERS**

All the affairs of the Corporation other than those required to be done in some other manner shall be managed by the Board of Directors. It may make, or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as may be exercised or done by the Corporation and are not by the By-laws or otherwise directed or required to be done in some other manner. Without in any way derogating from the foregoing, the Board of Directors are expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immoveable, real or personal, or any rights or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

(8) **SEAL**

The common seal of the Corporation shall be under the control of the Board of Directors and their responsibility for its custody and use from time to time shall be determined by the Board of Directors.

(9) **MEETINGS**

Upon notice duly given in accordance with Article V, Paragraph 2, of these By-laws, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. The meetings may be formally called by the President or by the Secretary on direction of the President or by the Secretary on direction in writing of two (2) Directors. A majority of the Directors shall constitute a quorum for the transaction of business. The Board of Directors may appoint a day or days in any month or months for regular meeting in an hour to be named and of such regular meetings. [All Board meetings will be posted on the OFIS website.](#) However, a Board of Directors' meeting may also be held without notice immediately following the annual general meeting of the members of the Corporation. Directors may consider or transact any business, either special or general, at any meeting of the Board. All questions arising at any meeting of the Board of Directors shall be decided by a majority of those Directors present and voting. The President shall not vote except at his or her option to break a tie vote.

(10) **COMMITTEES**

The Board of Directors of the Corporation may from time to time appoint such committees as they may deem advisable to execute any of the powers of the Board of Directors. These committees shall have a minimum of three (3) members all of whom shall be members of the Corporation. Committees may be appointed for giving advice and counsel to the Board consisting of any number of persons, whether or not they are members of the Corporation, provided there be included thereon at least one member of the Board of Directors. [Committees are required to present recommendations to the Board for approval.](#)

(12) **EXECUTIVE COMMITTEE**

The President, Vice-President, Secretary and Treasurer shall constitute a standing Executive Committee mandated to oversee the execution of the business of the Corporation between meetings of the Board of Directors, [setting the agenda of upcoming Board meetings](#) and to recommend policy or strategy to the Board of Directors [as or](#) when needed.

(13) **PROTECTION OF DIRECTORS AND OFFICERS**

[Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:](#)

- [a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or things whatsoever made, done or committed by him/her in or about the execution of the duties of his/her office or in respect of any such liability;](#)
- [b. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect, default or as stated "Exclusions" in the Corporation's Professional Liability Insurance Policy \(to include Directors & Officers coverage\)."](#)

[Director and Officer Liability insurance shall be purchased annually to protect and ensure the continuity of the organization.](#)

Article VII - OFFICERS AND EMPLOYEES

(1) **APPOINTMENT**

The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the Object of the Corporation and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors.

(2) **PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. During the absence or inability of the President, the duties and powers may be exercised by the Vice-President or, in the absence of the Vice-President also, such other Director as the Board of Directors may from time to time appoint for the purpose, and in the exercise of any such power or duty, the absence or inability of the President shall be presumed with reference thereto.

(3) **VICE-PRESIDENT**

The Vice-President shall work in conjunction with the President as determined by the latter and/or the Board of Directors. In the absence of the President, the Vice-President shall temporarily exercise the duties and powers of the office of President.

(4) **TREASURER**

The Treasurer, or person performing the usual duties of a Treasurer, shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors at the regular meetings thereof or whenever required given an account of all transactions as Treasurer and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

(5) **SECRETARY**

The Secretary of the Board of Directors shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to Directors. He/she shall keep or cause to be kept the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which shall deliver up only when authorised by a Resolution of the Board of Directors to do so and to such person or persons as may be named in the Resolution and shall perform such other duties as may from time to time be determined by the Board of Directors.

(6) **LEGAL DOCUMENTS**

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or a Vice-President and by the Secretary and the Secretary shall affix the seal of the Corporation to such instruments as require the same. Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Directors may at any time by Resolution, direct the manner in which and the person or persons by whom any particular instrument, contract or obligations of this Corporation may or shall be executed.

(7) **TRANSFER OF SECURITIES**

The Board of Directors or at least two (2) of their number from time to time designated by the Board of Directors as recorded in its minutes may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation and may affix the common seal to any such transfers or acceptances of transfers and may take, execute and deliver under the common seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfer of shares, bonds or other securities on the books of any company or corporation.

(8) **EXECUTIVE DIRECTOR**

An Executive Director may be hired by the Board of Directors, whenever need requires and finances permit, to perform leadership duties on behalf of the organization and in the interest of the OFIS constituents. The Board of Directors shall determine the job description at the time of such hiring. The Executive Director is an ex-officio non-voting member of the Board of Directors, the Executive Committee and any other committee established by the Board of Directors.

Article VIII - BOOKS AND RECORDS

The Secretary or some other officer specially charged by the Board of Directors with that duty shall maintain and have charge of the Minutes of the Corporation and shall record or cause to be recorded therein, Minutes of proceeding of all meetings of members and Directors. The Secretary or some other officer specially charged by the Board of Directors with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:

- (a) A copy of the object of the Corporation and extraordinary Resolution or altering or adding to the same and a copy of the By-laws of the Corporation and any Resolutions altering or adding thereto;
- (b) Copies of originals of all documents, registers and resolutions as required by law; All sums of money received and expended by the Corporation and the matters in respect of which the receipt and expenditure takes place;
- (d) All revenue and purchases by the Corporation;
- (e) The assets and liabilities of the Corporation;
- (f) All other transactions affecting the financial position of the Corporation.

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Article IX - FISCAL YEAR

The fiscal year of the Corporation shall run from July 1 of each year to June 30 of the next year.

Article X – DISSOLUTION

Upon dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of in accordance with the objects of the Corporation.

Article XI – AMENDMENT

Articles I, 11, X (and Section (1) Article 11) may be amended only with the written consent of at least seventy-five (75) percent of the Voting Members of the Corporation. All other portions of these By-laws may be altered or added to by a Special Resolution of the Corporation. "Special Resolution" shall mean a resolution passed by a majority of not less than 3/4 of the Voting Members entitled to vote as are present in person or by proxy at a general meeting at which notice specifying the intention to propose the Resolution as a Special Resolution has been given.

BY-LAW NUMBER TWO

Respecting the Borrowing of Money by the Corporation

1. The Directors may from time to time borrow money from any bank or lending institution (herein called the "Bank") upon the credit of the Corporation on cheques, promissory notes, bills of exchange or other instruments, whether negotiable or not, or otherwise in such amounts and subject to such terms as may be considered advisable; AND may assign, transfer, convey, hypothecate, mortgage, charge, pledge or make subject to a security interest to or in favour of the Bank any property of the Corporation, real or personal, moveable or immovable, present or future, including book debits, unpaid calls, rights, powers, undertaking, franchises and the Corporation's own debentures, as security for the fulfilment of any liabilities or obligations, present or future, of the Corporation to the Bank and may empower the Bank or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property AND may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Company all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, documents and instruments, whether negotiable or not, as may be necessary or useful in connection with the borrowing of money by and other banking business of the Corporation.
2. The Directors may authorise any one or more directors or officers of the Corporation to exercise any of the rights, powers and authorities conferred by this By-law upon the Directors.
3. The borrowing of money from the Bank from time to time heretofore under the authority of the Directors of the Corporation and the giving of security thereof are hereby ratified and confirmed.
4. This By-law shall continue in force as between the Corporation and the Bank until a By-law repealing this By-law shall have been validly passed and confirmed and a copy thereof, duly certified under the seal of the Corporation, shall have been delivered to the Bank and receipt thereof acknowledged by the Bank.