

Learning Forward Ontario

CONSTITUTION

October 2011

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Learning Forward Ontario

CONSTITUTION

I. Name

This organization shall be named **Learning Forward Ontario** as the Corporation.

II. Affiliation

In accordance with the by-laws, **Learning Forward Ontario** may be affiliated with other associations, and these affiliations may be formed, continued, altered or terminated by majority of the General Membership in attendance at an Annual General Meeting.

III. Objectives

The **Learning Forward Ontario** has as its overriding goal, the improvement of student learning in schools in Ontario. The activities of **Learning Forward Ontario** shall be determined by the following objectives:

- believing that the most effective route to school improvement is through the growth and development of all staff who influence student learning, **Learning Forward Ontario** provides leadership and support through the establishment of a network of staff developers and educators;
- recognizing that staff development is the responsibility of all instructional and supervisory leaders, **Learning Forward Ontario** facilitates collaboration with similar organizations that pursue and support excellence in student learning;
- believing that school boards must make an investment in the ongoing development of their most valuable resource- their employees, **Learning Forward Ontario** lobbies for and promotes the interests of staff development in the province of Ontario;
- assuming that effective staff development provides a variety of methodologies, formats and settings and is based on theory and research, **Learning Forward Ontario** provides forums to promote excellence in staff development programs through the sharing of expertise, experience and resources;
- acknowledging that effective staff development operates in the context of a school board plan and is embedded in daily practice, **Learning Forward Ontario** promotes the development and use of effective models for staff development.

IV. Head Office

The head office of **Learning Forward Ontario** shall be in the province of Ontario and at such a place therein as the directors from time to time determine.

V. Corporate Seal

Learning Forward Ontario may, but need not, have a corporate seal and, if one is adopted, it shall be in a form approved from time to time by the Board, until such time as it is deemed necessary by the Board of Directors to change it.

VI. Non Profit Status

Learning Forward Ontario shall be carried on without the purposes of gain for its members, and any profits or other accretions to the organization shall be used in promoting and supporting its purpose.

VII. Management of the Organization

1. The affairs of **Learning Forward Ontario** shall be managed by a Board of Directors, each of whom at the time of election and throughout the term shall be a member of **Learning Forward Ontario**.
2. There will be a minimum of 10 members on the Board of Directors.
3. The positions held by the Board of Directors and the duties of members of the Board shall be delineated in the Bylaws.
4. The directors of **Learning Forward Ontario** shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from the position as such, provided that a director may be paid reasonable expenses incurred in the performance of these duties.

VIII. Annual General Meeting

The Annual General Meeting shall be held at least once every eighteen months at a location in the province of Ontario. The location shall be determined by the Board of Directors.

IX. Amendments

1. Notice to amend the Constitution must be received by the Board of Directors at least 120 days prior to the Annual General Meeting.
2. The proposed amendments must be distributed to all members one month prior to an Annual General Meeting.
3. The proposed changes must be approved by a majority of the members present at the Annual General Meeting.

X. Bylaws

The Constitution shall be supported by such Bylaws as may from time to time be enacted, modified or deleted by a majority vote of the members present at an Annual General Meeting.

XI. Dissolution

If at any time **Learning Forward Ontario** ceases to carry out its purpose as herein stated or cannot maintain financial viability, all assets and property held by **Learning Forward Ontario**, whether in trust or otherwise, shall after the payment of all liabilities, be paid over to an organization in Ontario which has similar purposes and has established a not for profit status.

XII. Mission Statement

Learning Forward Ontario promotes excellence in student learning by providing leadership and support for everyone involved in the process of staff development.

XIII. Beliefs

The intentions and activities of **Learning Forward Ontario** are based on the belief that:

1. the most effective route to school improvement is through the growth and development of all staff who influence student learning;
2. the outcomes of staff development contribute to the conditions required for the improvement of student learning;
3. staff development is a developmental process for positive change;
4. staff development provides opportunities for learning and growth within the context of an individual's life-long learning process;
5. staff development is the responsibility of all instructional and supervisory leaders;
6. effective staff development is designed to affirm and support positive change where it occurs - at the site/school;
7. school boards must make an investment in the ongoing development of their most valuable resource - their employees;
8. a complete staff development program meets the diverse needs of all school. board personnel;
9. successful staff development operates in the context of a board plan;
10. collaboration enhances staff development practices by promoting ownership and acceptance;
11. effective staff development provides a variety of methodologies, formats and settings to address the diversity of individual needs and learning styles;
12. a supportive network enhances the achievement of staff development goals;
13. effective staff development is based on theory and research and is proven in practice.

XIV. BY-LAWS

1.00 Interpretation

In all by-laws of **Learning Forward Ontario** unless the context otherwise requires:

- Words importing the singular number include the plural and vice versa;
- Words importing gender include the masculine, feminine and neuter genders;
- Words importing a person include an individual, sole proprietorship, partnership, unincorporated organization, trust, body corporate, and a natural person in the capacity as trustee, executor, administrator, or other legal representative;
- "Act" means the Corporations Act of Ontario or any statute that may be substituted therefore, as from time to time amended;
- "Board" means the Board of Directors of **Learning Forward Ontario** and "Director" means a member of the Board;
- "by-laws" means this by-law and all other by-laws and special by-laws of **Learning Forward Ontario** from time to time in force and effect;
- "Corporation" means the corporation incorporated under the Act by letters patent under the name **Learning Forward Ontario**.
- "Letters Patent" means the Letters Patent issued by the Minister of Consumer and Commercial Relations to **Learning Forward Ontario**.
- Words and phrases defined in the Act have the same meaning when used herein;
- The insertion of headings is for convenience of reference only and shall not affect the construction or interpretation thereof.

2.00 Business of Learning Forward Ontario.

2.1 Head Office

The head office of **Learning Forward Ontario** shall be in the province of Ontario and at such a place therein as the directors from time to time determine.

2.2 Corporate Seal

Learning Forward Ontario may, but need not, have a corporate seal and if one is adopted it shall be in a form approved from time to time by the Board.

2.3 Financial Year

Until changed by resolution of the Board, the financial year of **Learning Forward Ontario** shall end on the last day of December, in each year.

2.4 Executive of Instruments

Deeds, transfers, assignments, contract, obligations, certificates and instruments after receiving approval by the Board may be signed on behalf of **Learning Forward Ontario** by any two Directors. Any signing officer may affix the Corporate Seal to any instrument requiring the same.

2.5 Banking Arrangements

The banking business of **Learning Forward Ontario** shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

2.6 Voting Rights in Other Bodies Corporate

The signing officers of **Learning Forward Ontario** may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by **Learning Forward Ontario** Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.7 Amendments

No alterations in the by-laws shall be made except by a vote of at least a majority of the members present at any annual or special general meeting, the notice of, which has specified the proposed alterations.

3.00 Membership

3.1 Membership

Membership in **Learning Forward Ontario** shall consist of persons who subscribe to the objectives of **Learning Forward Ontario** and who have paid the annual membership fees prescribed from time to time by resolution of the Board of Directors.

3.2 Voting Rights

Each member in good standing shall be accorded one (1) vote on every resolution tabled at an annual or other meeting. No member may vote by proxy.

3.3 Restrictions of Membership

- a) The interest of a member in **Learning Forward Ontario** is not transferable and terminates upon death, non-payment of the fees prescribed from time to time, or when he/she ceases to be a member by resignation or in any other manner provided for in the by-laws of **Learning Forward Ontario** in force from time to time.
- b) Any member may resign from membership upon delivery of notice in writing to **Learning Forward Ontario** at its Head Office. A member remains liable for payment of any assessment or other sum levied or which became payable by the member to **Learning Forward Ontario** before delivery of resignation.

3.4 Expulsion

The Board may, by a vote of three-fourths of those present and voting at a meeting of the Board duly called for the purpose, expel or suspend any member whose conduct has been determined by the board to be improper, unbecoming or likely to endanger the interests or reputation of **Learning Forward Ontario** or who wilfully commits a breach of the Letters Patent or by-laws of **Learning Forward Ontario**. No member shall be expelled or suspended without being notified of the charge or complaint against him/her and without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.

3.5 Records

The Secretary or an agent of **Learning Forward Ontario** shall keep a record and register of all members and all other records required by the Corporations Act and all the said records shall be conclusive of the facts from time to time and for the time being disclosed thereby.

3.6 Sustaining Member

A sustaining member is a non-paying, honorary membership, bestowed out of courtesy and to show good will to a person/organization who provides substantial benefit to **Learning Forward Ontario**. Any person, school board, school, corporation, association, institution or other entity who or which, in the opinion of the board of Directors, is of assistance in the promotion and/or achievement of the objects of **Learning Forward Ontario** may become a sustaining member, upon resolution to that effect of the Board of Directors. No such sustaining member shall have a vote for any purpose. The provisions of

this paragraph 3.00, shall apply to all sustaining members, with such amendments as may be necessary in the circumstances.

4.00 Directors and Officers

4.1 Board of Directors

The affairs of **Learning Forward Ontario** shall be managed by a Board of Directors, which shall consist of the Directors of **Learning Forward Ontario** each of whom at the time of election and through the term of office shall be a member of **Learning Forward Ontario** in good standing, and over the age of eighteen years. The Directors shall receive no remuneration for being Directors.

4.2 Number of Directors

Until changed by special resolution or amending articles the number of Directors of **Learning Forward Ontario** shall be eleven and each Director of **Learning Forward Ontario** shall hold such position by virtue of election to one of the following offices of **Learning Forward Ontario**:

- a) Past President
- b) President
- c) Vice-President
- d) Minimum of eight (8) Directors at Large including Secretary and Treasurer

4.3 Board Meetings

Written notice of a meeting of the Board of Directors stating the day, hour and place of the meeting shall be delivered by electronic mail and placed on the public side of the Learning Forward Web site least seven days exclusive of the:

- a) day of mailing and of the day for which notice is given before the date of such meeting to each Director. The accidental omission to give notice of any meeting or the non-receipt of any notice by any Director or Directors shall not invalidate any resolution passed or any proceedings taken at any meeting;
- b) meetings of the Directors may be convened by order of the President, any officer of **Learning Forward Ontario** who is also a Director at the date of the notice of meeting, or by the Board of Directors for any date and time and at any place within Ontario;
- c) a quorum for meetings of Directors shall be a majority of the Directors.

4.4 Election of Directors

The Past President, President, and Vice-President shall each be elected annually at a general meeting of the members of **Learning Forward Ontario**. Presidential candidates must have served at least one full term as a Board of Directors member to be eligible for election to the Presidency.

A minimum of six (6) Directors at large shall each be elected annually, as needed, at a general meeting of the members of **Learning Forward Ontario**. All first time Directors at Large are elected initially for a one-year term. After serving a one-year term, Directors at

large will be re-elected in increments of two-year terms by the membership. Both the Secretary and Treasurer shall be elected by the Board of Directors annually from the membership of the Board of Directors.

4.5 Officers

The officers of **Learning Forward Ontario** shall consist of the Past President, President, Vice-President, Secretary and Treasurer.

4.6 Manner of Election and First Meeting

The election of Directors and officers shall be by ballot. Provided a quorum is present, each newly elected Board may without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

4.7 Qualification of Officers

Each Officer of **Learning Forward Ontario** at the time of his/her election and throughout his/her term of office shall be a member of **Learning Forward Ontario** in good-standing, and over the age of eighteen years. None of the aforesaid offices may be held by the same person.

4.8 Delegation of Powers

In case of the absence or inability to act of the President, the Vice-President or any other officer of **Learning Forward Ontario** or for any reasons that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being, provided that a majority of the board of Directors concur therein.

4.9 President

The President shall, if present, preside at all meetings of Directors and members. The President or designated Board member shall sign all instruments which require signature and shall perform all duties incidental to his/her office and shall have such other powers and duties as may from time to time be assigned by the Directors.

4.10 Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have such other powers and duties as may from time to time be assigned by the Directors.

4.11 Secretary

The secretary shall, take minutes of all meetings of Directors and members, shall have charge of the minute books of **Learning Forward Ontario** and the documents and registers referred to in section 300 of the Act; and shall perform such other duties as the Directors require, including distribution of minutes to all Board members.

4.12 Treasurer

The Treasurer shall have the care and custody of all the funds and securities of **Learning Forward Ontario** and shall deposit same in the name of **Learning Forward Ontario** in such bank or banks or with such depository or depositories as the Directors may direct and shall perform such other duties as the Directors require. The Treasurer may be required to give such bond for the faithful performance of his/her duties as the Directors in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for loss by reason of the failure of **Learning Forward Ontario** to receive any indemnity thereby provided.

4.13 Vacancies

If a vacancy shall occur in any office or otherwise on the Board by reason of death, resignation, disqualification or otherwise the Directors may, by resolution, elect or appoint a person to fill such vacancy, for the remainder of the unexpired term.

5.00 Indemnity

5.1 Indemnity

Every Director or officer of **Learning Forward Ontario** or other person who has undertaken or is about to undertake any liability on behalf of **Learning Forward Ontario** and their heirs, executors and 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 **Learning Forward Ontario**, 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 thing whatsoever made, done or permitted by him/her in or about the executive of the duties of his/her office or in respect of any 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 or default.

5.2 Non-Liability

No Director or officer for the time being of **Learning Forward Ontario** shall be **Learning Forward Ontario** through insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of **Learning Forward Ontario** or for the insufficiency or deficiency of any security in or upon which any of the moneys belonging to **Learning Forward Ontario** shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss or misfortune whatever which may happen in the execution or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wilful act or his/her own wilful default.

6.00 Meetings of Members

6.1 Annual Meeting

Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held not later than 10 months following incorporation, at such place within Ontario, on such day and at such time as the Directors may by resolution determine. At each annual meeting there shall be presented a report of the activities of **Learning Forward Ontario** for the previous year, a financial statement of **Learning Forward Ontario** the auditors' report thereon and such other information or material relating to **Learning Forward Ontario's** affairs as, in the opinion of the Directors, is of interest or importance.

6.2 Other Meetings

Other meetings of the members may be convened by order of the President or Vice-President or by the Board of Directors for any date and time and at any place within Ontario.

6.3 Notice

Written notice of a meeting of members, stating the date, hour and place of the meeting and the general nature of the business to be transacted shall be delivered or sent through the post, postage prepaid, or electronically, at least ten days (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting to each member at the address as it appears on the books of **Learning Forward Ontario** and if no address is given therein then to the last address of such member known to the Secretary; provided always that a meeting of members may be held for any purpose on any date and at any time and at any place within Ontario, without notice, if all the members are present in person at the meeting or, if all the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof be waived by any member.

6.4 Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member of members shall not invalidate any resolution passed or any proceedings taken at any meeting.

6.5 Votes to Govern

At any meeting of members every question shall, unless otherwise required by the Letters Patent, the by-laws, or the Act, be determined by a majority of the votes cast on the question. In case of any equality of votes either upon a show of hands, ballot or upon a poll, the Chairperson of the meeting shall not be entitled to a second or casting vote and every question upon which there is an equality of votes is lost.

6.6 Show of Hands

Subject to the Letters Patent, the by-laws, and the Act, any question at a meeting of members shall be decided by show of hands, unless a ballot thereon is required or determined as hereinafter provided, and upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands have

been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

6.7 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the Chairperson may require a ballot or any person who is present and entitled to vote on such question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the members upon the said question.

6.8 Quorum

A quorum for the transaction of business of any meeting of members shall be ten(10%)percent of the voting members, present in person. If a quorum is present at the opening of any meeting of members, the members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for the meeting or within a reasonable time thereafter as the members may determine, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

7.00 Committees

7.1 Appointment of Committees

The Board of Directors may, from time to time as it deems necessary, appoint committees and prescribed their duties. Such committees may determine their own procedure, save where the Board otherwise directs. The Board of Directors alone is empowered to bind **Learning Forward Ontario**.

ENACTED by the Board of Directors of **Learning Forward Ontario** the 25th day of October, 2011

X

Amy Lin
President, Learning Forward