

## 1. CONSTITUTION AND BY-LAW

This is the Constitution of the Ontario Principals' Council, which was incorporated by letters patent under the Act on February 13, 1998 (the "**Letters Patent**"). This Constitution is also called By-law Number 1 and governs the operations of the OPC.

## 2. OBJECTS

The Purpose of the corporation shall be:

- a) To associate and unite principals and vice-principals of Ontario educational institutions offering school courses and credits (the "principals" and "vice-principals");
- b) To promote and better the conditions and terms of employment for principals and vice-principals;
- c) To bargain group contracts governing terms and conditions of employment and related matters on behalf of principals and vice-principals;
- d) To provide advocacy and protective services to principals and vice-principals, in accordance with the policies of the corporation;
- e) To make available third-party group insurance products and services to principals and vice-principals and to employees and associates of the association;
- f) To provide professional development courses, opportunities, resources and training to principals and vice-principals, and to teachers aspiring to be principals or vice-principals; and
- g) To do all such other things as are incidental or conducive to the attainment of the above objects.

The following constitute additional objectives of the Ontario Principals' Council:

- h) To foster education leadership as a means of promoting and advancing publicly principals and vice-principals and any funded education at all levels and for all people.
- i) To encourage wide communication and involvement among Members.
- j) To maintain a strong organization through constant assessment of the efficiency and effectiveness of its activities.
- k) To promote the highest standard of professional ethics and competence.
- l) To foster and promote the dignity of all persons.

- m) To promote the growth of leadership in publicly funded educational institutions.

### 3. INTERPRETATION

The headings used throughout this Constitution shall not affect the construction thereof. In this Constitution, unless the context otherwise requires, expressions defined in the Act or any statutory amendment or modification thereto shall have the meaning so defined, and

- a) “**Act**” means the *Corporations Act*, R.S.O. 1990, c. C38 as amended and any successor legislation thereto;
- b) “**Alternate**” means an OPC Member who attends one or more Provincial Council Meetings, with the approval of the OPC District, in the place of a Provincial Councillor who is unable to attend, for the purpose of providing input from the OPC District. The Alternate does not act as a proxy for the Provincial Councillor, does not count for quorum and does not have a vote;
- c) “**Annual General Meeting**” or “**AGM**” means the annual meeting of the Members;
- d) “**Associate**” means an individual who does not qualify for membership and who belongs to a specified class of associates as defined by the Provincial Council from time to time;
- e) “**Corporation**” means Ontario Principals’ Council;
- f) “**District School Board**” means an English-language public board<sup>1</sup>;
- g) “**ex officio**” means by virtue of office. An individual holding a position ex officio shall not count for quorum and shall not have the right to vote at any meeting where such individual is present as a result of the ex officio role;
- h) “**Executive**” means:
  - i those individuals who are OPC Members in good standing who, after being elected or appointed to the position of Provincial Councillor, are subsequently elected or appointed by Provincial Council to one of the positions identified in s. 7.1 of the Constitution;
  - ii the Executive Director of the Corporation, ex officio<sup>2</sup>;

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<sup>1</sup> An “English-language public board” is defined by the *Education Act*, R.S.O. 1990, c. E, as amended, to mean “(a) an English-language public district school board, or b) a public school authority.”

<sup>2</sup> Under the *Corporations Act* (Ontario), a director is required to be a member of the Corporation. The Executive Director does not meet the definition of Member as currently configured and thus the by-law would have to be revised to contemplate a way for the Executive Director to be a Member or the Executive Director would not be a provincial councillor director. The government has introduced a Bill, Bill 154, which, among other things, will remove the requirement that a director must be a Member. On the assumption that the Bill will pass and be in force prior to adoption of the by-law, we have included the statement that the Executive Director is provincial councillor / director.

each of whom shall be considered an officer of the Corporation;

- i) “**Extraordinary General Meeting**” means any meeting of the Members other than the AGM;
- j) “**Fiscal Year**” means the period from July 1 through to and including June 30 in each year;
- k) “**Fiscal Year End**” means June 30 in each year;
- l) “**Member**” means a Provincial Councillor Member and/or an Individual Member, as described in Article 4;
- m) “**OPC**” means the Ontario Principals’ Council;
- n) “**OPC District**” means a local group of OPC Members which satisfies the criteria set out in sections 4.10 and 4.13 of this Constitution and has been recognized by the OPC as an OPC District in accordance with the OPC’s District Recognition Policy in place from time to time;
- o) “**Policy**” means a policy put in place by the Provincial Council from time to time and “**Policies**” means two or more of such policies;
- p) “**Provincial Council**” means:
  - a. the members of the Executive, including the Executive Director, ex officio; and
  - b. the representatives from each duly recognized OPC District elected or appointed in accordance with the OPC District’s election process, each of whom shall be a Provincial Councillor. Each Provincial Councillor must, at the time of his/her election or appointment and for the duration of his/her Provincial Council term remain an Individual Member in good standing. While on the Provincial Council, each Provincial Councillor will also be a Provincial Councillor Member, as described in Article 4;
- q) “**Provincial Councillor**” means a member of the Provincial Council, and Provincial Councillors are considered “directors” for the purpose of the Act; and
- r) “**Registered address**” of a Member means the Member’s home address as most recently communicated by the Member to the OPC and recorded in the OPC Member database or entered directly by the Member in the OPC Member database.

This Constitution shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- a) save as aforesaid, words and expressions defined in the Act or the regulations to the Act have the same meanings when used herein;

- b) words importing number include the singular and plural; words importing gender include all genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and
- c) the headings used in the Constitution are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

#### 4. MEMBERSHIP

- 4.1 Members are those persons who have become Members in accordance with the Constitution and have not ceased to be Members. There shall be two classes of Members: Provincial Councillor Members and Individual Members.
- 4.2 Provincial Councillor Members shall be those individuals who are Provincial Councillors from time to time. Provincial Councillor Members shall be entitled to receive notice of, attend and vote at all meetings of Provincial Council Members. The number of votes each Provincial Councillor Member shall be entitled to exercise as a Provincial Councillor Member at Provincial Councillor Member meetings shall relate to the number of Individual Members in such Provincial Councillor Member's OPC District; the number of votes for each OPC District will be confirmed by the OPC prior to any meeting of Provincial Councillor Members of the OPC.
- 4.3 Individual Members shall be individuals who:
  - a) Are employed as a principal or vice-principal by a District School Board or other government agency that is funded directly or indirectly by a ministry of the government of Ontario; and
  - b) Have paid the required membership fees; and
  - c) Are working in the field of education in Ontario; and
  - d) Are not a member of the Ontario Teachers' Federation; and
  - e) Are otherwise in good standing; or
  - f) Do not necessarily meet the criteria set out in section 4.3 (a) to (d) above but otherwise meet criteria set by the Provincial Council from time to time and are otherwise in good standing.

Individual Members shall be entitled to receive notice of, attend and participate at meetings of Members but shall not be entitled to a vote thereat.

- 4.4 The Executive shall be entitled to deny or terminate the membership of an individual in accordance with the Membership Policy and such other relevant Policies in place from time to time.

- 4.5 Every Member shall uphold the Letters Patent, comply with this Constitution, the bylaw(s) and the Corporation's Policies.
- 4.6 Members in good standing shall have privileges of membership including the following rights:
- a) The right to receive professional and/or legal advice and support in accordance with the Corporation's Policies;
  - b) The right to have access to the Constitution;
  - c) The right to receive such other benefits and services as may be determined by the Provincial Council from time to time.

In addition, Individual Members shall have the right to stand for election or be eligible for appointment by the applicable OPC District to the Provincial Council and, in turn, the Executive of the OPC.

- 4.7 Fees for Members shall be set in accordance with sections 6.7 and 15.1, and fee rebates shall be set in accordance with sections 6.7 and 16.1. While monies rebated to OPC Districts are calculated on a per Member basis, the rebate is a benefit that belongs to, and may only be paid to, the OPC District. In no instance shall the rebate be paid to a Member by either the Corporation or any OPC District. The rebate is not an individual right or benefit of membership.
- 4.8 The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
- a) At the time the resignation is received by the OPC;
  - b) Upon the death of the Member;
  - c) On the date the Member no longer meets the definition of Member as prescribed in section 4.2 or section 4.3;
  - d) In the case of a Provincial Councillor Member, and with respect to the Provincial Councillor Membership (but not the Individual Membership), on the date the Member is no longer a Provincial Councillor; or,
  - e) Otherwise in accordance with the Policies of the Corporation.
- 4.9 An Individual Member is not in good standing if s/he has failed to pay the approved membership fee or any other subscription or debt due and owing by the Individual Member to the Corporation. After notice of such financial deficiencies, the Individual Member shall have ninety (90) days to pay any monies owed to the Corporation failing which the individual shall cease to be an Individual Member, and, if applicable, a Provincial Councillor Member, as of the day following the last day for which fees were paid.

- 4.10 An OPC District shall mean the group of Individual Members who work for the same District School Board.
- 4.11 In exceptional circumstances, the Provincial Council may, in its absolute discretion, declare that a particular group of Individual Members shall constitute an OPC District, where those Individual Members do not otherwise fall into an existing OPC District and in so doing shall prescribe the rights and responsibilities of the OPC District, which may deviate from those expressed herein at the discretion of the Provincial Council.
- 4.12 An OPC District may invite an Individual Member, with his or her express consent, to join that OPC District provided the Individual Member is not otherwise eligible to belong to an existing OPC District.
- 4.13 In order to receive recognition from the OPC as a duly constituted OPC District the potential OPC District must:
- a) Request and receive the formal recognition of the Executive, which recognition shall not be unreasonably withheld provided the OPC District is as described in s. 4.10 and the criteria set out below are satisfied;
  - b) Adopt a constitution compatible with this Constitution and submit a copy of that Constitution to the OPC;
  - c) Provide the most recent annual financial statements of the OPC District to the Corporation;
  - d) Commit to provide financial statements to the Corporation each year no later than October 31<sup>st</sup> in any year with respect to the previous financial year end;
  - e) Comply with the Policies of the Corporation.

Schedule “A” attached hereto contains a list of the OPC Districts as of the date hereof.

## 5. MEMBERS' MEETINGS

- 5.1 There shall be one Annual General Meeting held in each Fiscal Year, the date and place of which shall be set by the Provincial Council but which shall be no more than fifteen (15) months after the last annual meeting and no more than six (6) months after the end of the last completed financial year.
- 5.2 The Executive and/or the Provincial Council may, whenever they deem it appropriate, convene an Extraordinary General Meeting.
- 5.3 The notice of the Annual General Meeting or an Extraordinary General Meeting shall specify the place, date, and the hour of the meeting. Such notice shall be delivered by personal delivery, or by prepaid mail, or by email or other electronic communication, individually to all Members. Each OPC District President/Chair shall also receive

confirmation of the total number of votes each OPC District is eligible to cast through its Provincial Councillor Members at the meeting in accordance with subsection 5.6 below.

- 5.4 The notice shall be given not less than fifteen (15) days and no more than forty-five (45) days before the date of the meeting. The notice shall include the general nature of the business to be transacted and shall state the text of any special resolution intended to be submitted to the meeting.
- 5.5 No error or omission in giving notice of any meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of Members.
- 5.6 Provincial Councillor Members shall be allocated voting privileges at a meeting of Members on the basis of one vote for every 50 Individual Members or major fraction thereof (25 – 49 Individual Members inclusive) in the OPC District for which the Provincial Councillor Member has been elected as a Provincial Councillor. In no event shall any OPC District have fewer than two votes. The Provincial Councillor Members from an OPC District will have discretion in determining how the Provincial Councillor Members from that OPC District will exercise the votes at a meeting of Members. In no event, however, will the total number of votes recognized at a meeting of Members for Provincial Councillor Members representing an OPC District exceed the total number of votes allocated to the Provincial Councillor Members from that OPC District.
- 5.7 OPC will fund the reasonable expenses of Provincial Councillor Members from each OPC District as well as the Executive to attend the Annual General Meeting in accordance with the Corporation's Expense Reimbursement Policy.
- 5.8 The Executive Director shall send to each OPC District a list of the Individual Members in such OPC District in advance of the Annual General Meeting.
- 5.9 The President or designate shall preside at all meetings of Members.
- 5.10 A quorum shall exist when there is a Provincial Councillor Member present, either in person or by proxy, from eighty percent of all duly constituted OPC Districts.
- 5.11 The following business shall be conducted at the Annual General Meeting:
  - a) Confirming the election of the Provincial Councillors;
  - b) Receiving the latest audited financial statements; and
  - c) Appointing auditors.
- 5.12 In addition, without limiting the generality of the foregoing, the following business may also be conducted at the Annual General Meeting (as special business):
  - a) Moving resolutions pertaining to the business to be conducted at the Annual General Meeting which have been brought forward by the Executive, the Provincial



Council and/or OPC Districts, notice of which resolutions must be received by the OPC no later than 30 days prior to the Annual General Meeting;

- b) Receiving reports from Provincial OPC Committees and the Executive;
  - c) Amending the Constitution.
- 5.13 The Executive shall present at each Annual General Meeting financial statements and the report thereon of the auditor to the Members. The financial statements shall:
- a) Be approved by the Provincial Council and signed by the President and Executive Director prior to the AGM;
  - b) Be a comparative statement relating separately to the latest completed Fiscal Year and the Fiscal Year next preceding it;
  - c) Include a statement of surplus or deficit for each period;
  - d) Include a statement of source and application of funds for each period; and
  - e) Include a balance sheet as at the end of each period with each statement containing the information required by the Act to be disclosed in such statements.
- 5.14 A copy of the proposed financial statement and a copy of the Auditor's report, if any, shall be sent to Provincial Councillor Members by prepaid mail or electronic means twenty-one (21) days or more before the date of the Annual General Meeting.

## 6. PROVINCIAL COUNCIL

- 6.1 There shall be a Provincial Council which shall be the board of directors of the Corporation for the purposes of the Act. The number of Provincial Councillors shall be set by special resolution from time to time. The Provincial Council shall be the following:
- a) The members of the Executive;
  - b) A minimum of two representatives from each duly recognized OPC District elected in accordance with the OPC District's election procedures. OPC Districts with 250 or more Individual Members shall be entitled to elect one additional representative (for a total of three representatives) and Districts with 750 or more Individual Members shall be entitled to elect two additional representatives (for a total of four representatives); and
  - c) OPC Districts shall be entitled to elect the appropriate number of representatives based upon the number of Individual Members within their OPC District as at March 31<sup>st</sup> each year for the term beginning at the next annual meeting of Members.
- 6.2 Provincial Councillors shall be elected by their OPC District prior to July 1st in the year the Provincial Councillor(s) will assume office. This provision does not apply to OPC



Districts which, because of Executive elections, have the opportunity to elect or appoint a replacement Provincial Councillor in accordance with s. 7.3.

- 6.3 Subject to section 7.3 and section 7.6, the term of office for Provincial Councillors shall begin at the Annual General Meeting at which the election of the Provincial Councillors is confirmed.
- 6.4 Provincial Councillors must be Individual Members who, upon election to the Provincial Council, automatically become Provincial Councillor Members.
- 6.5 Each Provincial Councillor shall be at least 18 years of age and shall not be an undischarged bankrupt or a mentally incompetent person.
- 6.6 Alternates for Provincial Councillors are permitted to attend meetings of the Provincial Council with the approval of the OPC District and the Chair of the Provincial Council but such individuals do not count for quorum or have the right to vote and are ineligible to stand for election to a position on the Executive.
- 6.7 The Provincial Council shall be a policy-making body of the OPC and shall have the authority to manage the affairs of the OPC, and more specifically but without restricting the generality of the foregoing, it shall have the powers hereinafter set forth:
  - a) To elect the Executive from among the Provincial Councillor Members of the Provincial Council;
  - b) To carry out the decisions taken at General Meetings and handle any business arising between such meetings;
  - c) To promote good relationships with other associations of educators in Ontario, Canada and around the world;
  - d) To set fees and fee rebates;
  - e) To approve, at its last Provincial Council meeting of the Fiscal Year, a balanced operating budget for the next Fiscal Year;
  - f) To approve the audited financial statements;
  - g) If necessary, to approve the hiring of the Executive Director upon the recommendation of the Executive;
  - h) To authorize the compensation (including salary and benefits) of the Executive Director;
  - i) To establish or remove committees or focus groups, their terms of reference, their composition, their budgets and their lines of responsibilities and accountability;

- j) To authorize any release time for any Executive or Provincial Council positions including but not limited to salary and benefits to be paid;
  - k) To set the dates of the Provincial Council meetings, and to determine whether those meetings shall be held in person or electronically, and if electronically, to approve the method for voting;
  - l) To define categories of Associates.
- 6.8 A quorum shall be attained where there is a Provincial Councillor present from at least 50 percent plus one of the total number of duly constituted OPC Districts.
- 6.9 The Provincial Council may develop, approve and implement a Policy for the express purpose of removing a Provincial Councillor from his or her office.

## 7. EXECUTIVE

- 7.1 The Executive (who shall be the Officers of the Corporation) shall usually include the immediate Past-President, the President, the President-Elect, two (2) Vice-Presidents, the Executive Director and two (2) elected and up to two (2) appointed Members-at-Large. The Executive Director shall be invited to all meetings of the Executive and shall act as a resource to the Executive.
- 7.2 The President-Elect, two (2) Vice-Presidents and up to two (2) Members-at-Large shall be elected from and by the Provincial Council annually at a Provincial Council Meeting. The President-Elect usually shall assume the role of President immediately following his or her completion of the role of President-Elect provided he or she continues to be a Member. In the event that the President-Elect is not able to assume the role of President, the Provincial Council shall elect or appoint in accordance with relevant Policies someone else to fill the role in accordance with sections 7.6 and 10.3 hereof, and the then President may be asked to remain in the role until such time as a new President is elected. The Past-President usually shall assume the position immediately following his or her completion of the role of President provided he or she continues to be a Member. In the event that the immediately past President is not able to assume the role of Past-President, that position shall remain vacant until the next election.
- 7.3 The OPC Districts whose Provincial Councillors were elected or appointed to Executive positions shall be entitled to select replacement representatives to the Provincial Council. Those replacement representatives will be appointed by Provincial Council (provided there is a quorum on Provincial Council at the relevant time), and the Provincial Councillor so appointed to the Provincial Council shall complete the term of the individual whose position is being replaced.
- 7.4 The President may recommend to the Provincial Council the appointment of up to two (2) additional Members-at-Large for the Executive from the Provincial Council. The President's recommendation shall contain rationale based on specific representation needs on the Executive or the special needs that cannot be accommodated by the current

Executive including but not limited to panel (elementary and secondary), gender and demographic considerations. The names of the recommended individuals shall be included in the list of individuals presented at the Annual General Meeting for confirmation.

7.5 Terms of Office:

- a) The President, the Past President and the President-Elect usually shall have a one-year, non-renewable term of office;
- b) The term of office for the Vice-Presidents and the Members-at-Large usually shall be one year; and
- c) Terms of office shall begin at the Annual General Meeting at which the Provincial Councillors are elected, or, in the case of an individual filling a vacancy, shall be deemed to begin at the Annual General Meeting at which the election of the Provincial Councillor whose position the individual is assuming was confirmed.

7.6 In the event of a vacancy in any Executive position, and notwithstanding the usual terms of office of any Executive position, the Provincial Council may, in accordance with the Corporation's policies and protocols, fill the vacancy from among its members or, upon the recommendation of the Executive, appoint a Member who has previously served on the Executive to fill the vacancy and in extraordinary circumstances may extend or reinstate a term of office.

7.7 The office of the President shall be a full-time release position with the President being seconded or on a leave of absence from his or her District School Board during his or her term of office.

7.8 There shall also be a Secretary, who will be the office manager of the Corporation. The Secretary will not be part of the Executive. The Secretary shall have such duties as are assigned from time to time by the Executive.

## 8. DUTIES AND POWERS OF THE PRESIDENT

8.1 The President shall be the official spokesperson of the Ontario Principals' Council.

8.2 The President or designate shall be responsible for chairing Executive Meetings, Provincial Council Meetings, the Annual General Meeting and any Extraordinary General Meetings.

8.3 The President, in addition to the Provincial Council and Executive (see section 9.6), shall also have the authority to establish committees and focus groups. The President alone shall be responsible for all individual appointments to committees, focus groups and outside bodies.

8.4 The President shall be a member of any committee or focus group *ex officio*.

8.5 The President, as a member of the Executive, shall not have voting privileges at the Annual General Meeting or at any Extraordinary General Meetings.

**9. DUTIES AND POWER OF THE EXECUTIVE**

- 9.1 The Executive shall have the authority and the responsibility to administer the affairs of the Ontario Principals' Council between meetings of the Provincial Council.
- 9.2 The Executive shall present a financial report at each in-person Provincial Council meeting.
- 9.3 The Executive shall meet at the direction of the President.
- 9.4 Special meetings of the Executive shall be called upon the written request of at least four (4) members of the Executive.
- 9.5 The quorum for Executive meetings shall be five members of the Executive.
- 9.6 The Executive may establish or remove committees or focus groups, their terms of reference, their composition, their budgets and their lines of responsibilities and accountability.
- 9.7 The Provincial Council may develop, approve and implement a Policy for the express purposes of removing an Executive member from his or her Executive office.
- 9.8 Members of the Executive shall have the authority to move or second resolutions, speak to resolutions and otherwise participate in or lead discussion at the Annual General Meeting and any Extraordinary General Meetings of the Corporation.
- 9.9 An Executive member shall not have voting privileges at the Annual General Meeting or any Extraordinary General Meetings unless exercising one or more of the votes from his or her OPC District, at the request of the OPC District, at the Annual General Meeting or any Extraordinary General Meeting.

**10. EXECUTIVE ELECTIONS**

- 10.1 All nominees for Executive positions must be Individual Members in good standing and must consent in writing to their nomination. In addition, all nominees for Executive positions must be Provincial Councillor Members.
- 10.2 Nominations are required for the following five (5) positions on the Executive: President-Elect, two (2) Vice-Presidents and two (2) Members-at-Large.
- 10.3 There is no nomination for the position of President since the President-Elect will normally accede to the Presidency. In the event that the President-Elect is not able to accede to the Presidency, nominations would then be in order for the position of President.
- 10.4 Should more than one person be nominated for one position, voting shall be by secret ballot. To be elected to a position the candidate must receive a majority of the votes cast. This may require more than one ballot.

10.5 The Executive Director shall conduct elections according to procedures approved by Provincial Council.

## 11. **BORROWING**

11.1 In order to carry out the purposes of the Corporation, the Executive may, on behalf of and in the name of the Corporation, raise or secure the payment or repayment of money in such manner as they decide.

11.2 Borrowing shall be authorized by a special resolution of an Annual General Meeting or Extraordinary General Meeting.

11.3 Once authorized, Provincial Council may by special resolution restrict the borrowing powers of the Executive but a restriction so imposed expires at the next Annual General Meeting.

## 12. **CORPORATION BUSINESS**

12.1 The registered office of the OPC shall be in the City of Toronto, in the Province of Ontario, and at such location therein as the Executive may from time to time determine.

12.2 Notwithstanding the foregoing, the Executive may permit some of the documents, including its financial records, to be kept at places in the province other than the address of the OPC.

12.3 Unless changed in accordance with applicable law, the financial year of the OPC shall end on the 30<sup>th</sup> day of June.

12.4 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the OPC by the Executive Director and the President or designates.

12.5 Any Provincial Councillor or Executive member or other officer of the OPC who is, directly or indirectly, interested in a proposed contract or transaction with the OPC shall disclose fully and promptly the nature and extent of such interest to the Executive.

12.6 An individual referred to in Section 12.5 shall account to the Executive for profit made as a consequence of the OPC entering or performing the proposed contract or transaction, unless: the person discloses his or her interest as required by Section 12.5; after such disclosure the proposed contract or transaction is approved by the Executive; and the person abstains from voting on the approval of the proposed contract or transaction [and does not remain present for any vote and does not attempt to influence any vote]; or unless: the contract or transaction was reasonable and fair to the OPC at the time it was entered into; and after full disclosure of the nature and extent of such interest in the contract or transaction it is approved by special resolution; and unless the Constitution otherwise provides, the individual referred to in Section 12.5 shall not be counted in the quorum at a meeting of the Executive at which the proposed contract or transaction is approved.

- 12.7 The fact that a Provincial Councillor or Executive member is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the OPC does not make the contract or transaction void, but, if the matters referred to in Section 12.5 have not occurred, a court may, on the application of the OPC or an interested person, prohibit the Corporation from entering the proposed contract or transaction; set aside the contract or transaction; or make any order that it considers appropriate.
- 12.8 The funds and property of the OPC shall be used and dealt with only for its purpose and in accordance with the Constitution.

### 13. **LIABILITY OF OFFICERS AND DIRECTORS**

- 13.1 No Executive member or Provincial Councillor shall be liable for the acts, negligence or defaults of any other Executive member or Provincial Councillor or employee or for any loss, damage or expense happening to the OPC through the insufficiency or deficiency of title to any property acquired for or on behalf of the OPC, or for the insufficiency or deficiency of any security in or upon which any of the monies of the OPC shall be invested, for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the OPC shall be deposited, or for any loss occasioned by any error of judgment or oversight on such person's part, for any loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto, unless the same are occasioned by willful neglect or default; provided that nothing herein shall relieve any Executive member or Provincial Councillor from the duty to act in accordance with the Act and regulations thereunder or from any liability for any breach thereof.
- 13.2 Subject to the Act, the OPC shall indemnify an Executive member or Provincial Councillor, a former Executive member or Provincial Councillor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which s/he is made a party by reason of being or having been an Executive member or Provincial Councillor of the Corporation if s/he acted honestly and in good faith with a view to the best interests of the OPC; and in the case of a criminal or administrative action or proceeding s/he had reasonable grounds for believing such conduct was lawful.
- 13.3 The OPC is specifically authorized to take out and maintain any policies of insurance, which the Executive, in its discretion, deems necessary to fund the foregoing indemnity.

### 14. **ACCOUNTING**

- 14.1 The Executive shall cause true accounts to be kept of the sums of money received and disbursed by the OPC, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the OPC, the assets and liabilities of the OPC all other transactions affecting the financial position of the OPC.

- 14.2 The books of account shall be kept at the registered office of the OPC or at such other place as the Executive think fit, and, subject to the limitation in this regard, shall be open to the inspection of the Executive and Members subject to section 14.4 below.
- 14.3 OPC shall make available a copy of its most recent audited financial statement on the Members' only portion of its website.
- 14.4 The Executive shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the OPC, or any of them, shall be opened to the inspection of the Members not being on the Executive. No Member, not being on the Executive, shall have any right to inspect any account, book or document of the OPC except as conferred by law or as authorized by the Executive or by the OPC in a general meeting.

## 15. FEES

- 15.1 The annual fee for all Members shall be set by the Provincial Council.
- a) Fees shall be collected by OPC on a monthly basis or such other arrangement which are approved by the Executive; and
  - b) Thirty (30) days' notice shall be given to Members of any changes in the collection of membership fees.

## 16. REBATES

- 16.1 There may be a fee rebate to the relevant OPC District, which shall be set by the Provincial Council. The rebate shall be distributed by OPC to each appropriate District in a manner approved by Provincial Council.

## 17. AMENDING THE CONSTITUTION/BYLAWS

- 17.1 Amendments to this Constitution require a majority vote of Provincial Councillors at a Provincial Council Meeting as well as a two-thirds majority of those Provincial Councillor Members present and eligible to vote at the Annual General Meeting.