



ONTARIO ASSOCIATION OF PARENTS IN CATHOLIC EDUCATION

BY LAWS

Revision History

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1.0 Name

The name of the organization shall be "The Ontario Association of Parents in Catholic Education", hereinafter referred to as "OAPCE".

2.0 Administration and Affairs of the Organization

2.1 OAPCE's Board of Directors is responsible for ensuring that the organization and its Regional Directors comply with these By-laws, which provide the framework for decision-making and the overall operation of OAPCE.

2.2 These By-laws outline the objectives of OAPCE and include provisions on the following:

- Membership Composition and Qualification
- Board of Directors: Composition, powers, election, voting, indemnity, and insurance provisions
- Board Committees
- Board Meetings: Notice, quorum, and minutes
- Officers and Duties
- Annual Meeting of Members: Voting and notice requirements
- Amendment and Repeal of By-law Provisions

2.3 OAPCE is a registered charity that serves multiple constituencies, including members, participants, volunteers, donors, and program delivery partners, such as government funders. The Executive/Co-Executive Directors will periodically arrange a By-law/legal review to ensure that OAPCE continues to meet its legal requirements and responsibilities to these various constituencies.

Registration Number:
889430427 RR 0001

Charity Status: Registered

Effective date of status: 2007-07-05 Designation: Charitable Organization

3.0 Vision

OAPCE is the voice of parents that promotes and protects publicly funded English Catholic Education in Ontario.

4.0 Mission

The mission of OAPCE shall be: To Engage, Advocate and Enhance through the strength of Our Collective Voice. Through our connection to home, school, and church, OAPCE collaborates with local and provincial education partners to strengthen the parent voice.

5.0 Mandate

We are the recognized voice of parents and guardians of children enrolled in the publicly funded English Catholic System of Education in the Province of Ontario through the Education Act of Ontario.

6.0 Objectives

The purposes for which OAPCE exists shall be:

- 6.1** To provide support to publicly funded English Catholic Education in Ontario by soliciting input, analyzing, and communicating results, and providing information on matters affecting it
- 6.2** To support education and training for parents on school council operations, enhance parental involvement and advocacy, improve student and school performance, and address other matters related to the Catholic education system.
- 6.3** To ensure the educational system is accountable for providing the highest quality of education tailored to each child's physical, mental, social, and spiritual needs, while collaborating with the Ministry of Education and other partners through forums, workshops, and working groups.
- 6.4** To collaborate with our partners in Catholic education to ensure that the Catholic faith is consistently modeled and integrated into the curriculum and learning environments whenever and wherever possible.
- 6.5** To collaborate with our educational partners to ensure that parents and guardians of students in the Catholic education system have a voice at the provincial level that is considered, respected, valued, and heard.
- 6.6** Defend and advocate for God's natural law that parents and guardians have a right to participate in all matters in their children's education as their legal parental rights.

7.0 Membership

School Boards pay a membership fee in order to be recognized as a member of OAPCE.

When membership for parents/guardians in OAPCE has been paid by the school board, it is mandated to appoint/elect an OAPCE Liaison Representative on each school council (Regulation 612). This position is an additional voting parent member role on the School Parent Council, aimed at facilitating communication between the council, their Regional Director (where applicable), and the provincial Association.

These OAPCE Liaison Representatives may participate in a Regional Committee and act as conduits to share parents' views and concerns with OAPCE.

Member Boards do not participate in the governance of OAPCE or its affairs. OAPCE works in collaboration with boards to ensure that the parent voice is heard and represented.

7.1 Active Members

Active members of OAPCE are Roman Catholic parents or legal guardians with children enrolled in a publicly funded English Catholic school who have paid an annual membership fee. These members have voting rights at the Annual General Meeting. This membership also includes parents or legal guardians who are members of Eastern Churches in communion with Rome or any approved Christian rite denomination deemed acceptable by Executive/Co-Executive Directors.

7.2 Membership Term and Dues

The membership period runs from September 1st to June 30th. Membership dues are set annually by the OAPCE Board of Directors and are calculated based on the number of schools within each specific Board. Only representatives of Catholic schools whose payments have been received at the OAPCE office at least 14 days prior to an Annual General Meeting or a Special Meeting of members are eligible to vote.

7.3 Honorary Life Members

The OAPCE Board may confer Honorary Life Membership on individuals in recognition of their outstanding service to OAPCE or Catholic education. Honorary Life Members do not have voting rights and are not counted towards establishing a quorum at any OAPCE meeting or its constituent parts.

7.4 Meetings of Members

7.4.1 An Annual General Meeting (AGM) of members shall be held each year at a time and place determined by the Board of Directors. Notice of the AGM will be given at least forty-five (45) days prior to the meeting.

7.4.2 Special General Meetings of members may be convened at the request of a majority of the Board of Directors or the Executive/Co-Executive Directors.

7.4.3 Notice of such Special Meetings shall be provided to all OAPCE members at least thirty (30) days prior to the meeting date. The notice shall include the purpose of the meeting, and no other business shall be added to the agenda.

7.4.4 Voting Members (OAPCE liaison representatives from member school boards) present at the AGM, whether in person or via live two-way electronic means, shall form a quorum for the AGM or Special Meeting. Additionally, a majority (50% + 1) of the Regional Directors must be present to constitute a quorum. Honorary Life Members do not have voting rights and are not counted towards establishing a quorum.

8.0 Financials of the Organization

8.1 The Executive/Co-Executive Directors shall oversee the financial affairs of the Association. In collaboration with the designated Financial Officer, the Executive/Co-Executive Directors shall prepare a financial report detailing the Association's revenues and expenses for the period since the last meeting and for the year-to-date. This report shall be presented to the Board of Directors at each Board meeting.

8.2 The Association shall conduct an annual financial review and complete the necessary tax filings required of a non-profit organization each year. The accounting firm responsible for these tasks will be selected by the Executive/Co-Executive Directors in consultation with the Board of Directors.

8.3 The banking establishment will be selected by the Executive/Co-Executive Directors in consultation with the Board of Directors. Signing authority shall be vested in the Executive/Co-Executive Directors and the Financial Officer.

8.4 Reviewed annual financial statements may be readily accessible on the OAPCE website at the discretion of the Executive/Co-Executive Directors. The association's fiscal year end will be June 30th of each year.

9.0 Administration of the Organization

9.1 Executive/Co-Executive Directors

9.1.1 OAPCE will strive to procure services that support the organization's operations, including but not limited to daily operations, administrative support, financial management, and technology/web support services as needed.

9.1.2 The OAPCE Provincial Board of Directors will procure the services of an Executive/Co-Executive Directors. The roles, responsibilities, term of contract, and remuneration will be determined by a majority vote of the OAPCE Provincial Board of Directors. As the Executive/Co-Executive Directors is a non-elected position, they shall not have voting rights on Board matters.

9.1.3 The Executive/Co-Executive Directors shall oversee the day-to-day operations of OAPCE and will be reimbursed for expenses in accordance with OAPCE's expense policy.

9.1.4 The Executive/Co-Executive Directors shall represent OAPCE at the provincial level and shall not represent any specific region within the Province of Ontario.

9.1.5 The Executive/Co-Executive Directors shall represent OAPCE on external committees of the Ministry of Education, the Institute for Catholic Education (ICE) and any partners requiring provincial representation. The Executive/Co-Executive Directors will provide reports to the OAPCE Board of Directors as needed. If the Executive/Co-Executive Directors are unable to participate, an alternate Regional Director may attend to represent OAPCE and report back to the Board of Directors.

9.2 Support Staff

9.2.1 OAPCE will strive to procure services that support the organization's operations, including but not limited to administrative support, financial management, and technology/web support services as needed.

9.2.2 The Executive/Co-Executive Directors shall be responsible for hiring and terminating support staff to assist with the daily operational duties of the organization. These positions will report directly to the Executive Director on a daily basis. The Executive/Co-Executive Directors will provide an annual report to the Board of Directors detailing their duties and accomplishments and will notify the Board of Directors of any positions filled. These positions shall be on a contract basis only.

10.0 OAPCE Provincial Board of Directors -

10.1 Regional Directors (Appendix B)

10.1.1 Each member school board may suggest an individual to apply in which OAPCE can interview and appoint as Regional Director to represent their region on the OAPCE Board of Directors. There is no requirement for a Director to serve on the OAPCE Board of Directors. They may also be suggested by the Executive/Co-Executive Directors. All OAPCE Directors, both provincially and regionally, will automatically serve as the designated OAPCE Liaison Representative for their schools.

10.1.2 A Director's term of office shall begin once approved by the Board of Directors. A Director's term of office shall end at The completion date of their term, if removed or resigned.

10.1.3 A Director's term shall not exceed two school years. A Director may not serve more than three consecutive complete terms. If an exception to this term limit is required, it will only be permitted with the approval of the OAPCE Provincial Board of Directors through a motion duly made at a Board meeting.

10.1.4 A Director may continue to serve on the Board for the remainder of the year to complete their term if their child is enrolled in the school board. In certain cases, and with the explicit review and approval of the Executive/Co-Executive Directors, a Director may be granted an extension even if their child is no longer a student of the school board.

10.1.5 All other requirements of the Directorship must be adhered to, including compliance with these By-laws, eligibility requirements, Director's responsibilities, adherence to the code of conduct, confidentiality, and conflict of interest policies as outlined in the OAPCE Director's binder. This will include a signed non-disclosure agreement yearly by each Director.

10.1.6 In compliance with the OAPCE By-laws, an OAPCE Regional Director can be appointed to represent a respective school board at OAPCE Provincial. The Executive/Co-Executive Directors can appoint a person as Regional Director and the OAPCE Board of Directors at any time. Regional Directors can also represent more than one school/region upon approval of the Board of Directors.

10.1.7 Any person interested in becoming a Regional Director must provide the Regional Committee and/or Executive/Co-Executive Directors an OAPCE Director Application with a written biography and acknowledgment that they meet the requirements to be an OAPCE Regional Director according to the OAPCE By-laws. Final approval is required from the Executive/Co-Executive Directors in conjunction with a majority approval from the OAPCE Board of Directors.

10.1.8 Each Regional may have one (1) Regional Director to OAPCE Provincial. To adequately reflect the parents affiliated with all schools in each region and respect geographic diversity and regional variations in the number of schools, some regions may have more than one Regional Director upon the approval of the Executive/Co-Executive Directors.

10.1.9 Approval of an additional Regional Director is subject to approval by the OAPCE Provincial Board of Directors and Executive/Co-Executive Directors. Additional Regional Directors must be approved by a majority vote (51%) of the OAPCE Board of Directors at a Board meeting.

10.2 OAPCE Provincial Board Director Eligibility Requirements (Appendix C)

Each Director must:

- ❖ Be the legal parent (natural or adoptive) or legal guardian of a child currently enrolled in the publicly funded English Catholic education system and serve in the region where the child resides.
- ❖ Be a Roman Catholic or approved Christian denomination by Executive/Co-Executive Directors.
- ❖ Be in alignment with OAPCE's Mission and Vision.
- ❖ Not be an elected Trustee under the Education Act and Regulations.
- ❖ Be their School Parent Council's OAPCE Liaison Representative as set out in these By-laws.
- ❖ Be named a Regional Director as per OAPCE By-laws.
- ❖ Complete all Agreements as listed in OAPCE Operations Manual.
- ❖ Be 21 years of age or older.
- ❖ Not be an employee of OAPCE.
- ❖ Not have a non-discharged bankruptcy.
- ❖ Not have a criminal record.
- ❖ Not be a former Director who has previously been removed or resigned.

10.3 OAPCE Provincial Director Responsibilities

10.3.1 An OAPCE Director is required to:

- Check and respond to email and the online collaboration tool regularly.
- Actively participate in, and demonstrate initiative in, work groups and committees.
- Be prepared to contribute an average of 3 to 5 hours a week to the organization.
- Host one region-wide "bone fide" OAPCE parent engagement event per year.
- Provide records of discussion and resources from Regional OAPCE committee meetings and parent engagement presentations.
- Participate in the Board of Director Meetings.
- Provide monthly reports on regional activities (September to June, 10 Reports in total).

10.3.2 Should the Executive/Co-Executive Directors and/or the OAPCE Board of Directors determine that a Director has not fulfilled their responsibilities as expected, they will cease to be an OAPCE Director. The respective Director of Education will be notified, and a replacement will be sought if necessary.

10.4 Confidentiality (Appendix E)

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation.

10.4.1 Board members must always respect the confidentiality of any client, donor, or member including any names and/or circumstances, and all matters dealt with at the Board relating to personnel.

10.4.2 Directors shall not disclose matters to anyone, including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board.

10.4.3 Board members shall agree to an Oath of Office and Confidentiality upon joining the Board of Directors.

10.5 Code of Conduct

10.5.1 Board members are expected to comply with the prescribed Code of Conduct that encourages collective decision-making, shared objectives, and respect for Board decisions. The Code of Conduct governs the conduct of the OAPCE staff and Board of Directors, as well as liaison representatives at AGMs and Special meetings.

10.5.2 OAPCE Board members will conduct themselves in a manner that:

- Supports the objectives of the organization.
- Serves the overall best interests of the organization rather than any particular constituency.
- Brings credibility and goodwill to the organization.
- Respects principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances.
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for an attendance at meetings, special events, and other activities on behalf of the organization
- Demonstrates good faith, prudent judgment, honesty, transparency and openness in their

activities on behalf of the organization

- Ensures that the financial affairs of the organization are conducted responsibly and transparently, with due regard for their fiduciary responsibilities and public trusteeship
- Avoids real or perceived conflicts of interest.
- Conforms with the By-law and policies approved by the Board, including the Code of Conduct, the Oath of Office and Confidentiality, and the Conflict of Interest policies
- Publicly demonstrates acceptance, respect and support of decisions legitimately taken in transaction of the organization's business.

10.6 Conflict of Interest

Members of the OAPCE Board of Directors shall always act in the best interest of the organization rather than individual interests or constituencies.

10.6.1 Directors are expected to set aside personal self-interest and conduct the affairs of the organization in a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

10.6.2 Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from their position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

10.6.3 The pecuniary interests of immediate families or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

10.7 Vacation of Office

The office of an OAPCE Provincial Director shall be vacated by:

- **Removal by members:** Directors may be removed from office with the approval of a motion to that effect with the assent of two-thirds (2/3) of the Directors then in office. Directors may also be removed on the approval of two-thirds (2/3) of the members present. Where a direct breach of Code of Conduct has occurred and determined by the Executive/Co-Executive Directors, they shall have the authority to remove the Director in accordance with the policy.
- **Written Resignation:** By the Director delivering notice of resignation in writing to OAPCE, which shall be effective at the time notice is received by OAPCE or at the time specified in the notice, whichever is the later.

- **Verbal Resignation or Failure to Attend Two Consecutive Meetings:** If the Director verbally indicates to any Director or Officer of their intentions to resign or fails to attend two (2) meetings of the Board, and in either case, fails to respond to a letter sent by OAPCE confirming their resignation within thirty (30) days from the date of mailing of such letter by prepaid registered mail to their last recorded address.
- **Death:** Upon the death of the Director.
- **No Longer Qualified:** If a Director ceases to be eligible pursuant to the requirements outlined in these By-laws and addendum.
- **Failure to Act:** If the Director fails to participate and/or respond in a timely manner as outlined in the addendum.
- **Removal by their Region Director of Education.**

10.8 Executive of the OAPCE Provincial Board of Directors

10.8.1 The Executive of the Board of Directors will include:

- Chair and/or Co-Chairs.
- Communications Director

10.8.2 Terms of office for each Executive of the Board of Directors:

- **Chair and/or Co-Chairs:** Two-year term elected at the Board of Directors meeting in January of the new year. No Chair or Co-Chair shall serve more than two consecutive complete terms. This position can only be occupied by a Director who has served at least two years as a member of the Board of Directors. Their role is to work with the Executive/Co-Executive Directors to support their role and lead all Board of Directors and or Regional Committee meetings.
- **Communications Director:** One-year term elected at the Board of Directors meeting in January of the new year. This position can only be occupied by a Director who has served at least one year as a member of the Board of Directors. Their role is to work with the Executive/Co-Executive Directors in various tasks outlined by them.

10.9 Indemnity of Directors, Officers, and Administration

10.9.1 These By-laws clarify that OAPCE shall maintain insurance to protect its directors, officers, and administration except for any liability resulting from their deliberate act or willful violation of a statute or regulation.

10.9.2 Every Director, Officer, Administrator of OAPCE or other person who has undertaken or is about to undertake any liability on behalf of OAPCE and their heirs, executors, administrators, estate and effects, respectively shall be indemnified and saved harmless out of the funds of OAPCE from and against:

10.9.3 All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding brought against them in respect of any act, deed, matter or thing made, done or permitted by them in the execution of the duties.

10.9.4 All other costs, charges and expenses sustained or incurred in relation to the affairs of OAPCE, except those occasioned by their own willful neglect or default.

10.9.5 No Director or Officer or Administrator of OAPCE shall be liable for:

- the acts, receipts, neglects or defaults of any other Director, Officer, or employee.
- joining in any receipt or act for conformity or for any loss, damage or expense happening to OAPCE through the insufficiency or deficiency of title to any property acquired by order of the Board.
- insufficiency or deficiency of any security in which any of the monies of OAPCE are invested.
- any loss or damage arising from the bankruptcy, solvency or tortious act of any person, firm, or OAPCE with whom or which any monies, securities or effects are to be lodged or deposited.
- any other loss, damage, or misfortune which may happen in the execution of their duties, unless caused by their own willful act or default.

11.0 Meetings of the OAPCE Provincial Board of Directors

11.1 Board of Directors Meeting

11.1.1 Meetings of the Board of Directors shall be called by the Executive/Co-Executive Directors and/or Executive Members.

11.1.2 The Board of Directors shall meet at least four (4) times a year. Attendance at such meetings shall be limited to the Board of Directors and invited guests only. The Executive/Co-Executive Directors must attend and Chair if the Executive is not present. The Financial Officer and any other OAPCE Operations support persons may attend but shall not count for quorum and shall not vote.

11.1.3 Quorum at meetings of the Board of Directors shall be the Chair and not fewer than 51% of the current Directors. If there are Co-Chairs, each shall be counted separately for establishing quorum and the second Co-Chair shall be counted as a Director for quorum purposes.

11.2 Provincial Project Committees

OAPCE shall establish committees as required to meet the strategic objectives of the organization. Committees' deliverables, terms, and tenure shall be subject to approval by majority vote of the OAPCE Provincial Board of Directors.

12.0 OAPCE Regional Committees

12.1 Regional OAPCE Committees are considered members of OAPCE Provincial. Each Regional Committee must meet membership requirements governed by these By-laws.

12.2 The Chair/Co-Chair and Executive/Co-Executive Directors of OAPCE Provincial shall annually attest to the regional committee's compliance with membership requirements outlined in the By-laws of OAPCE. The Executive/Co-Executive Directors shall govern the Regional committees with the Regional Directors.

12.3 As per Section 612 of the Education Act, every local parent school council is required to have an OAPCE representative. This position must be held by a parent or guardian who is Roman Catholic. Exceptions require approval by a majority vote of the Executive/Co-Executive Directors.

12.4 An OAPCE recognized Regional Committee consists of OAPCE liaison representatives elected or appointed from all Catholic Schools within the Regional School Board where there is an OAPCE Regional Board member present.

12.5 Each active Regional Committee shall be chaired by the Regional Director(s) for that region. Regional Committees will be provided with a webpage on the OAPCE Provincial website (oapce.org) at no additional cost. Regional Committees will be named using the OAPCE prefix followed by the region represented. (e.g., OAPCE- Halton, OAPCE-York, OAPCE-Toronto). Social media accounts and the regional webpage maintenance will be coordinated by OAPCE Provincial only.

12.6 An OAPCE Regional Committee shall not be combined with or replaced by a School Board Regional or District Councils (e.g., a Catholic Parent Involvement Committee).

12.7 Each Regional Committee shall conduct at least one parent engagement meeting (in person, teleconference, video conference, etc. per school year. The committee must hold an annual commissioning ceremony. The Regional Committee is required to provide notice fourteen working days prior to any meeting by mail or electronic means to the members of the Regional Committee with the agreement from the Executive/Co-Executive Directors and Board of Directors.

12.8 The Regional Committee will take discussion notes from their meetings and forward them to the OAPCE Executive/Co-Executive Directors within seven days after the meeting to be posted to the Regional Committee webpage of the OAPCE Provincial Website.

13.0 Amendments

13.1. Proposals for amendments to this By-law must be submitted as a resolution to the OAPCE Provincial Board of Directors by a Regional Director at least sixty (60) days before an Annual General or thirty (30) days before a Special General Meeting of members.

13.2. Resolutions will be tabled at an OAPCE Board of Directors Meeting and/or a special meeting. They will be posted at least forty-five (45) days before an Annual General or thirty (30) days prior to a Special General Meeting to allow members to review them.

13.3. Active members (as referenced in Bylaw 7.1) present at an AGM or a Special General meeting are each entitled to one vote. Resolutions affecting the By-law require approval by two-thirds (2/3) majority of members at the meeting where resolutions are considered.

13.4. The Board of Directors is empowered to suspend or amend articles of this By-law at any time. Such suspension or amendment remains in force until the next Annual or Special General Meeting of members called to discuss it. Approval of the suspension or amendment by members present and voting at such meeting shall be retroactive to the date of the suspension or amendment. If approval is denied, the affected article shall be reinstated as of the date of the vote.

14.0 Rules of Order for Board of Directors Meeting

14.1 The current edition of Robert's Rules of Order, Newly Revised ("RONR") shall be the authority for all questions not provided for in these Rules. The edition of Robert's Rules to be used may be changed by a resolution of the Board of Directors.

14.2. The Chair or Co-Chairs of OAPCE, or in their absence, the Executive/Co-Executive Directors shall open and close the meeting, at the time provided in the notice of meeting. In the absence of these officers, a Chairman pro tempore shall be chosen by the members.

14.3. The Chair shall be privileged to debate on all subjects upon calling any member to The Chair.

15. Dissolution

15.1 A “notice of pending dissolution” must be sent to OAPCE at least 45 days prior to the AGM, expressing the desire and intent to move to dissolution vote at the time of the AGM, or 45 days’ notice of any Special General Meeting called for that purpose.

15.2 OAPCE shall be dissolved by resolution of the members approved by a two-thirds (2/3) vote of members present at an Annual or Special General Meeting called for that purpose. Additionally, a two-thirds (2/3) vote of the existing Board of Directors is required for dissolution.

15.3 Once all liabilities of OAPCE have been discharged, remaining assets shall be liquidated, and all monies realized shall be donated to a Catholic charity determined by the Board of Directors then in office.