



CONSTITUTION

OF THE

**NEWFOUNDLAND AND LABRADOR
SCHOOL BOARDS ASSOCIATION
(NLSBA)**

REVISED JUNE 2008

Table of Contents

Article I	- Name	3
Article II	- Objects	3
Article III	- Membership	4
Article IV	- Board of Governors	6
Article V	- Officers	6
Article VI	- AGM Meetings	9
Article VII	- Amendment to the Constitution	11
Article VIII	- Executive Director	12
Appendix A	- Guiding Principles	13

**CONSTITUTION
OF
The NEWFOUNDLAND AND LABRADOR
SCHOOL BOARDS ASSOCIATION**

ARTICLE I

Name: The Newfoundland and Labrador School Boards Association
("NLSBA")

ARTICLE II

Objects: The purposes and objects of the Newfoundland and Labrador School Boards Association (NLSBA) shall be as follows:

- (a) To promote the role and common interests of publicly funded School Boards within the Province of Newfoundland and Labrador ("Province");
- (b) To provide a forum for the exchange of information and opinion amongst the trustees of School Boards in the Province on issues in education within the Province;
- (c) To facilitate advocacy on behalf of School Boards of the Province through their serving trustees and through the Board of Governors of the NLSBA on education policy issues at the provincial level;
- (d) To organize and deliver programming for the professional development and support of serving School Board trustees;

- (e) To facilitate relations between serving trustees of School Boards in the Province with serving School Board trustees at the regional and national levels;
- (f) To provide a vehicle to allow serving trustees at the provincial level to debate and discuss long-term goals for the enhancement of public education within the Province and to facilitate advocacy with regard to these goals on behalf of all member School Boards of the NLSBA to the Government of Newfoundland and Labrador;
- (g) To facilitate co-operation and debate with regard to the promotion, guidance and improvement of education legislation for the Province in the context of a provincially-based public education system;
- (h) To facilitate the discharge of the statutory mandate of School Boards in the conduct of labour relations respecting unionized School Board employees.

ARTICLE III

A. MEMBERSHIP

- A.1 Membership shall be open to all publicly funded School Boards of the Province;

A.2 Members of the NLSBA shall provide funding for the operations of the NLSBA; the amounts of which shall be recommended by the Board of Governors at the AGM on approval of each member Board.

A.3 This will be distributed amongst the five-member School Boards as follows:

District 1 Labrador School District	10%
District 2 Western School District	25%
District 3 Nova Central School District	25%
District 4 Eastern School District	35%
District 5 Conseil scolaire Francophone	5%

A.4 Beginning with 2005-06 budget year, Eastern District shall provide, in addition to its share of the base revenue, an in-kind contribution of office space and technological support for the provincial office of the NLSBA, provided that this in-kind contribution does not, in the opinion of the Eastern School Board, result in any additional financial or personnel costs for that School Board

ARTICLE IV

B. BOARD OF GOVERNORS

B.1 Role of the Board of Governors

The business and affairs of NLSBA shall be managed by a Board of Governors who may exercise all powers of NLSBA as are not by the Constitution or otherwise by law expressly required to be exercised by the Membership.

B.2 Members

The Board of Governors shall consist of one governor appointed or elected by each School Board which is a member in good standing of the NLSBA.

ARTICLE V

B.3 Officers

Unless otherwise agreed, the Board of Governors shall have two officers, a Chair who shall be the President of the NLSBA and a Treasurer.

(a) **Chair**

- i. **Chair and President of the Board of Governors:** A President shall be elected at the annual meeting of NLSBA.
- ii. **Election:** The President shall be elected at large and would represent a sixth, but non-voting member of the Board of Governors assuming that the Board of Governors already consists of one trustee from each of the five existing School Boards.
- iii. **Eligibility:** In order to be eligible for election, a candidate for President must be a serving trustee of the School Board which is a current NLSBA member.
- iv. **Term:** The President shall serve for a term of one year.
- (v) **Expiration of term:** Should the timing of the annual meeting impair the ability of the existing President to serve because of the potential expiration of his or her one year term, the Board shall have the power to extend his or her term of office until the annual meeting takes place.

(b) **Treasurer**

- i. A Treasurer for the NLSBA shall be appointed by the Board of Governors from its own membership to serve a one year term.

- ii. If for any reason the President or Treasurer cannot complete his or her term of office, the Board of Governors shall appoint an interim officer from its own membership to serve until the next annual general meeting in the case of the President or until the next meeting of the Board of Governors in the case of the Treasurer

(c) **Powers:**

The Board of Governors shall have all of the usual powers necessary to conduct the business affairs of the NLSBA including the necessary borrowing powers and authority to operate a bank account including the execution of banking documents, as well as the authority to execute real estate documents for the purpose of arranging to lease or sublease any required office space.

- (d) **Notification of appointment or election of members:** School Boards shall be required to notify the office of the NLSBA of their appointed or elected governor by September 1 of any given year except in such year where School Board elections take place in which case the School Boards shall notify NLSBA of their appointed or elected governor not later than October 31 in the year in which such elections occur.

- (e) **Quorum:** A quorum of the Board of Governors shall consist of a majority of its voting membership with at least 3 of the 5 Boards represented.
- (f) **Vote:** The conduct of business of the Board of Governors shall be based upon a majority vote.
- (g) **Rules of Order:** To the extent not otherwise specifically dealt with in this Constitution, the conduct of meetings of the Board of Governors shall be governed by Roberts Rules of Order.

ARTICLE VI

C. ANNUAL GENERAL MEETINGS OF NLSBA MEMBERSHIP

- C.1 It is recognized that consistent with the purposes and objects of the NLSBA the Membership of the NLSBA is to meet annually on a date and at a place to be chosen by the Board of Governors.
- C.2 The annual meeting of the Membership shall be primarily for the purpose of debate and discussion of educational issues of common interest to all School Boards that are members in good standing of the NLSBA. In addition, the annual meeting shall facilitate advocacy by School Boards with regard to positions aimed at the enhancement of education delivery and educational funding within the Province

- C.3 The annual meeting of the NLSBA shall be attended by elected trustees from the member School Boards. Member School Boards shall be entitled to send up to 5 voting delegates to the annual meeting at the expense of the member Boards. The 5 voting delegates must be in attendance at the annual meeting in order to exercise their voting rights and there shall be no voting permitted by proxy.
- C.4 The annual meeting shall be required to be fully funded by the member School Boards and the Board of Governors shall be authorized to set a registration fee for the annual meeting that will ensure sufficient funding to meet the costs of conducting the meeting.
- C.5 The business of the annual meeting shall include a report from the President of the NLSBA, a financial report from the Secretary-Treasurer of the NLSBA and a session providing an opportunity for debate and discussion of specific issues put to the meeting in the form of resolutions which shall require a majority vote of those present at the meeting before an official position is taken by the NLSBA in respect of any of the matters under debate and discussion. The annual meeting shall also receive for discussion, and approval the annual operating budget of the NLSBA.

- C. 6 In the process of approval of the proposed annual budget prior to the annual meeting, the Board of Governors shall submit the proposed annual budget through the individual board representatives to their particular Board for approval. This process shall be concluded prior to the submission of the proposed annual budget to the annual meeting of the NLSBA for discussion and approval or recommendations to the Board of Governors for amendment.
- C.7 The NLSBA will function in a manner whereby annual membership meetings facilitate dialogue amongst serving trustees from all Boards and reach positions on educational policy and objectives based on majority decision making by a show of hands of the voting delegates or by secret ballot voting.

ARTICLE VII

D. AMENDMENTS TO THE CONSTITUTION

- D.1 Amendments to the Constitution of the NLSBA shall be made at an annual general meeting with at least 60 days notice given to member School Boards about any proposal for such an amendment. The Constitution may only be amended by the Annual General Meeting following a recommendation from the Board of Governors based upon a unanimous decision of the Board of Governors.

ARTICLE VIII

E. EXECUTIVE DIRECTOR

E.1 The Board of Governors shall have the power to appoint an Executive Director who shall be the Chief Executive Officer of the NLSBA who will have the following responsibilities to:

- (i) Provide except in special circumstances at least 10 days written notice of the time and place of all regular meetings of the Board of Governors;
- (ii) Keep minutes of all of the meetings of the Board of Governors and the annual general meetings of the NLSBA;
- (iii) Ensure custody of all business and legal documents and other records of the NLSBA;
- (iv) Establish and maintain the necessary bank accounts for the organization subject to the necessary banking resolutions to be signed by the Chair and Secretary-Treasurer of the NLSBA;
- (v) Collect all membership dues and pay all accounts of the NLSBA;
- (vi) Prepare the annual draft budget for consideration by the Board of Governors;
- (vii) Perform any and all other duties as determined from time to time by the Board of Governors.

APPENDIX A

NLSBA Guiding Principles

These statements embody basic organizational beliefs and values which support the efforts to re-frame the NLSBA.

- NLSBA is comprised of the five member School Boards and a provincial office.
- NLSBA is governed and entirely controlled by the five members through its Constitution and By-Laws.
- NLSBA exists to serve the interests of its members and to promote the role of publicly elected School Boards..
- NLSBA seeks to assist its members to act collaboratively and to learn from each other.
- NLSBA provides professional development and support for School Board members.
- Individual members of the NLSBA may assume lead roles with respect to provincial issues of particular local significance and share information about these with other School Boards through the NLSBA.
- NLSBA action priorities will be identified by its members on an annual basis and members will assist the NLSBA where necessary to pursue such priorities.
- NLSBA will be accountable to its members with respect to these priorities.
- NLSBA will reflect fair and equitable support and representation from each member.
- The NLSBA will be directly governed and controlled by the five member School Boards through the Board of Governors, unless otherwise specified by its Constitution.
- NLSBA will represent its members in relations with other School Boards at the inter-provincial and national levels.
- NLSBA will operate using a multi-year planning cycle. This would include annual reviews, annual priority setting, annual accountability reporting and regular environmental scanning.

2008 Constitutional Amendments

1. Nada Borden invited Mr. Milton Peach, Chair of the Constitutional Committee to report to the Meeting. The proposed recommendations from the Board of Governors had been circulated to the five Boards in accordance with the NLSBA Constitution.

- (1) **Article 5 – Extension of Term – Article V (a) Chair v.**

The annual meeting based upon a recommendation from the Board of Governors, approves an extension to the one-year term of office, of any incumbent in this position.

It is recommended by the Board of Governors that this Article be deleted and that the remaining sections be renumbered accordingly.

The rationale is to remove any confusion existing over the right of the AGM to elect the President for a one-year term.

Motion to accept: **(Milton Peach/Andree Thoms) Carried.**

- (2) **NLSBA Funding Article III Para A.2**

The funding model for the Association shall be set upon a base year revenue from School Districts of \$200,000.00

It is recommended by the Board of Governors that Article III be amended by the deletion of this sentence.

The rationale is to recognize the absolute right of the five School Boards to set the budget for the NLSBA. Revenue is a consideration of the budget and the sentence is redundant. In the context of the current constitution whereby the budget is approved by each individual School Board prior to the AGM, to restrict revenue consideration to any base line is unnecessary. Historically, during the period of transition from the former organization of the NLSBA, such a restriction provided some comfort. However, it is no longer necessary in the interest of sound financial management by the five School Boards to continue this provision.

Brian Shortall explained that the funding formula had not changed, just the revenue cap. Ms. Borden explained that the consensus vote is required whether the cap is \$200,000 or more. .

Motion to accept amendment:

((Milton Peach / Scott Pritchett) Carried.

(3) Article V – B3 – Officers

The Board of Governors recommends that the term Secretary-Treasurer be revised to state Treasurer. Should this be carried by the AGM any reference to the term Secretary-Treasurer in the Constitution will be revised accordingly.

The rationale for this amendment is that the duties of the position include no secretarial responsibilities.

Motion to accept the title as Secretary:

(Milton Peach/Ken Best) Carried.
