

06 REPORT

Constitutional Amendment

To: Good Roads Membership
From: Scott Butler, Executive Director
Date: April 01, 2025

ISSUE

The Board of Directors of Good Roads at a meeting held on September 26, 2024 passed an amendment to By-law 1-2023 (hereinafter referred to as the Constitution).

Pursuant to the Constitution, the by-law may be amended or altered when the same has been reported on by the Board of Directors and approved by the membership at an annual general meeting.

All members were sent the proposed amendments along with explanatory notes. The explanatory notes have been republished here.

DISCUSSION

Good Roads has been reviewing its governance structures to strengthen indigenous representation, particularly in response to the Truth and Reconciliation Commission's Calls to Action and growing awareness of the importance of indigenous partnership in organizational leadership.

The Board of Directors of the Good Roads is proposing a revision to the Constitution. The following is a summary of the proposed amendments:

CREATION OF A FIRST NATIONS' ZONE

To create a new First Nations' Zone, Section 12 of the Constitution must be amended to include a First Nations' Zone in addition to the City of Toronto Zone, the Southwest Zone, the Southeast Zone, the South Central Zone and the Northern Zone. It was recommended that two seats be created within the new First Nations' Zone. The number of directors on the Board will increase to 17 individuals.

The two new First Nations Zone representatives would be seated as part of the 2026-2027 Board of Directors.

CLARIFICATION OF MEMBERSHIP

The Constitution defines members as:

“Municipal members shall be municipal corporations or First Nations in the Province of Ontario. Provided that the Municipal member is in good standing, including having paid all membership dues, every member of a member Municipal Council or a member First Nation Council and all permanent full-time employees of a Municipal member shall be eligible to receive notice of and attend all meetings of members and to vote on all matters put before the membership.

There are numerous subsequent sections that refer to “municipal members”. These should be amended to “municipal and First Nations members”.

RECOMMENDATION

That By-law 1-2025 be approved.

ONTARIO GOOD ROADS ASSOCIATION

By-law 1-2025

A By-law to amend By-law 1-2023 as amended

WHEREAS By-law 1-2023 is a By-law relating generally to the transaction of the affairs of the Ontario Good Roads Association, (the "Corporation") a corporation without share capital organized under the *Corporations Act* (Ontario) (the "Act") to represent the interests of municipalities through advocacy, consultation, training and the delivery of identified services;

AND WHEREAS it is now deemed expedient to amend said By-law;

NOW THEREFORE BE IT APPROVED THAT:

1. Section 12 be deleted in its entirety and replaced as follows:

12. Board of Directors

The affairs of the Corporation shall be managed by a Board of seventeen (17) Directors. The Board shall be comprised of:

- (a) Immediate Past President;
- (b) President, who shall be a council member or permanent full-time employee of a Municipal or First Nation member when he/she assumes the office of President;
- (c) First Vice-President who shall be a council member or permanent full-time employee of a Municipal or First Nation member throughout his/her term of office;
- (d) Second Vice-President who shall be a council member or permanent full-time employee of a Municipal or First Nation member throughout his/her term of office.

- (e) Third Vice-President who shall be a council member or permanent full time employee of a Municipal or First Nation member throughout his/her term of office.
- (f) Twelve additional Directors, each of whom shall be a council member or permanent full-time employee of a Municipal or First Nation member throughout his/her term of office, which shall not exceed eight (8) years.

Notwithstanding 12(f), a Director may remain on the Board in excess of eight (8) years, provided they are appointed as an officer prior to the expiration of their eighth (8th) year.

The Board shall be elected from the Corporation's Municipal and First Nation membership with the following requirements for geographic representation and so far as possible maintaining an equal balance between council members and permanent full-time employees:

Four (4) Directors from northern Ontario (municipalities or First Nations in the Districts of Algoma, Cochrane, Kenora, Manitoulin Island, Nipissing, Parry Sound, Rainy River, Sudbury, Thunder Bay, and Timiskaming, the Greater City of Sudbury, and municipalities in and including the District of Muskoka.

Three (3) Directors from southwest Ontario (municipalities or First Nations in and including the Counties of Brant, Bruce, Elgin, Essex, Haldimand, Huron, Lambton, Middlesex, Norfolk, Oxford, and Perth, the municipality of Chatham-Kent, and municipalities in and including the Regional Municipality of Waterloo).

Three (3) Directors from south central Ontario (municipalities or First Nations in and including the Counties of Dufferin, Grey, Simcoe, and Wellington, and municipalities in and including the Regional Municipalities of Durham, Halton, Niagara, Peel and York, and the City of Hamilton.)

Three (3) Directors from southeast Ontario (municipalities or First Nations in and including the Counties of Frontenac, Haliburton, Hastings, Lanark, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prescott and Russell, Prince Edward, Renfrew, and Stormont, Dundas and Glengarry, and the Cities of Kawartha Lakes and Ottawa.)

Two (2) Directors from elected councils of First Nations located in Ontario (First Nations represented by Chiefs of Ontario, Nishnawbe Aski Nation (NAN), Council Treaty #3, Union of Ontario Indians/Anishinabek Nation and Association of Iroquois and Allied Indians (AIAI).)

Two (2) Directors from the City of Toronto.

Nominations and election to the **Board** shall be carried out in accordance with the Corporation's Policy Manual.

The term of office for a Director who is not serving as an officer shall be two (2) years.

2. The following sections be deleted in their entirety and replaced to change “municipal members” to “municipal and First Nations members”.

Section 4(a) - Membership

- "Municipal members shall be municipal corporations or First Nations in the Province of Ontario."
- "Provided that the Municipal or First Nation member is in good standing, including having paid all membership dues, every member of a member Municipal Council or a member First Nation Council and all permanent full-time employees of a Municipal member shall be eligible to receive notice of and attend all meetings of members and to vote on all matters put before the membership."
- "Each member of a Municipal or First Nation member council and all permanent full-time employees of a Municipal or First Nation member shall have one vote."
- "Each Municipal or First Nation member shall provide the Corporation, from time to time and as requested by the Corporation, with a list of council members and permanent full-time employees."
- "The rights of council members and permanent full-time employees to receive notice of, attend and vote at members' meetings shall cease and terminate when the individual in question is no longer a council member or a permanent full-time employee of a Municipal or First Nation member."

1. Section 5 - Annual General and Other Meetings of Members

- "Notice to Municipal and First Nation members of annual general other meetings shall be deemed to have been sufficiently given if directed to the attention of the Clerk (or the equivalent) of the municipality or First Nation at the last known municipal office address or of the First Nations council at their last known address."

2. Section 8 - Quorum of Members – Annual General Meetings

- "A quorum for the transaction of business at any annual general meeting, or special meeting of members shall consist of representatives from not less than thirty (30) municipal or First Nation members."

3. Section 12 - Board of Directors

- "The Board shall be elected from the Corporation's Municipal and First Nation membership with the following requirements for geographic representation and so far as possible maintaining an equal balance between council members and permanent full-time employees."

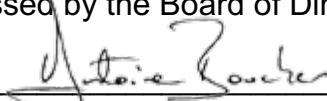
- Lists geographic representation requirements for directors from different regions in Ontario, referring to "municipalities or First Nations" in each region.
- References to "(b) President, who shall be a council member or permanent full-time employee of a Municipal or First Nation member..."
- References to "(c) First Vice-President who shall be a council member or permanent full-time employee of a Municipal or First Nation member..."
- References to "(d) Second Vice-President who shall be a council member or permanent full-time employee of a Municipal or First Nation member..."
- References to "(e) Third Vice-President who shall be a council member or permanent full time employee of a Municipal or First Nation member..."
- References to "(f) Ten additional Directors, each of whom shall be a council member or permanent full-time employee of a Municipal or First Nation member..."

4. Section 19 - Officers of Corporation

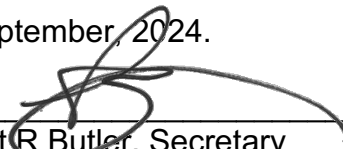
- "(1) There shall be a President who shall be a Municipal or First Nation member."
- "(2) There shall be a First Vice-President who shall be a Municipal or First Nation member."
- "(3) There shall be a Second Vice-President who shall be a Municipal or First Nation member."
- "(4) There shall be a Third Vice-President who shall be a Municipal or First Nation member."

This By-law shall come into force and affect upon approval by the general membership of the Ontario Good Roads Association at its Annual General Meeting.

Passed by the Board of Directors this 26th day of September, 2024.



 Antoine Boucher, President



 Scott R Butler, Secretary

Approved by the membership at the Annual General Meeting held on the _____ day of _____, _____.

 Scott R Butler, Secretary