AORS Draft New Constitution (2025)

Frequently Asked Questions

Q1: Why does AORS need a new constitution?

A1: AORS is a not-for-profit organization, without share capital, whose operations were formalized under the Association of Ontario Road Superintendents Act, 1996 (Ontario), and is also governed by the Ontario Not-for-profit Corporations Act (ONCA). The ONCA was passed to ensure that all NPFs in Ontario operate with transparency and accountability. All incorporated Ontario NFPs were tasked with reviewing their operations, their governance, and their constitutions, to ensure compliance with the ONCA. This revised constitution is the result of this exercise.

Q2: What process was followed to ensure compliance with the ONCA?

A2: A lawyer familiar with the ONCA and NFPs was contracted to review AORS operations, governance model, and our current constitution to identify any potential areas of non-compliance. A revised constitution was a key output of that exercise, which was reviewed by the AORS Constitution Committee, whose comments were incorporated into a second draft. That draft was reviewed and approved by the AORS Board of Directors at a meeting on June 20, 2025, where they approved it and recommended it for adoption by the general membership.

Q3: What changes are being made as a result of the new constitution?

A3: The good news is that nothing changed in the AORS governance model; Directors are still appointed by their Local Associations, and the Board of Directors nominates and appoints the AORS executive (President and Vice-Presidents). The key changes are in how AORS approves, documents and reports these and other key decisions, at Board meetings and at general membership meetings, in the interest of transparency and accountability to our members and stakeholders. For example, while the Local Associations still appoint their Representative to the AORS Board of Directors, AORS will now present the full Board to the membership at each AGM, not for approval, but for information.

Q4: Will there be other changes to how AORS operates as a result of the ONCA, that are not stipulated in the revised constitution?

A4: While not specific to the ONCA, there is a requirement for all Ontario corporations to ensure that the members of their Board of Directors are qualified to serve. That requires that they be an individual (as opposed to a corporation or partnership), they be at least 18 years of age, that they have the mental competency to serve, and they are not an undischarged bankrupt. Also, in AORS' case, that they are currently employed or retired from a municipal public works supervisory or management role (i.e. supplier members are not eligible to serve on the AORS Board). We will implement an annual declaration for all Directors to confirm their eligibility.