

association
canadienne
pour La pratique
et l'éducation
pastorales



canadian
association
pastoral^{FOR}
practice^{AND}
education

AMENDED CONSTITUTION

Corporate Seal

1. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the corporation.
2. The name of this Corporation shall be The Canadian Association for Pastoral Practice and Education/ l'Association Canadienne Pour La Pratique et L'Éducation Pastorales.

Mission Statement

3. The Canadian Association For Pastoral Practice and Education/ l'Association Canadienne Pour La Pratique et L'Éducation Pastorales is committed to the professional education, certification and support of those endorsed by their faith communities in ministries of spiritual care, counselling and education.

Goals:

To set standards for and monitor professional practice, education and certification.

To accredit educational centres in a variety of settings.

To prepare persons through competent supervision for the practice of spiritual care, counseling, and education.

To provide a network of support and encouragement for its members.

Conditions of Membership

4. Membership in the Corporation shall be limited to persons who complete a proper application form and who pay the required fees.
5. Membership shall not be restricted on the basis of race, origin, colour, religion, gender, sexual orientation, or age.
6. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

7. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
8. Membership may be withdrawn by action of the Board of Directors.

National Office

9. The National Office of the Corporation shall be in the City of Halifax in the Province of Nova Scotia. The operations of the Corporation may be carried on throughout Canada and elsewhere.
10. It is specifically provided that in the event of dissolution of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified recipients as defined under the provisions of the Income Tax Act or registered charitable organizations in Canada.

Board of Directors

11. The property and business of the Corporation shall be managed by a Board of six to nine (6 to 9) Directors of whom one-half (1/2) shall constitute a quorum. Directors must be members in good standing of the Corporation, eighteen years of age, with power under law to contract. The Board of Directors shall submit all of its decisions to the Annual General Meeting for information and/or ratification.
12. The Board of Directors shall meet annually at the time of the Annual Convention and at such other times as scheduled. Special meetings of the Board of Directors or of the Corporation may be called by the Executive Committee. The President shall call a special meeting of the Board of Directors upon petition of ten (10) Members representing more than one (1) region. At any duly called meeting of the Board of Directors, one-half (1/2) of the Members shall constitute a quorum.
13. The Directors of the Corporation shall be the President, Vice-President, Secretary, Treasurer, Chair of the Educational Standards Commission, Chair of the Professional Practice Commission, and Chair of the Ethics Committee. The Board of Directors may add a maximum of three (3) members, who must be members in good standing in the Corporation.
14. The office of Director shall be automatically vacated:
 - (a) if a Director has resigned his/her office by delivering a written resignation to the Secretary of the Corporation;
 - (b) if he/she is found by a court to be of unsound mind;
 - (c) if he/she is, by force of law, declared bankrupt;

- (d) if at a special general meeting of Members, a resolution is passed by three-quarters (3/4) of the Members present at the meeting that he/she be removed from office;
- (e) if he/she, either before or after becoming a Director, has been convicted of an offense punishable by more than one year's imprisonment;
- (f) if he/she, after an investigation or an appeal taken therefrom, pursuant to the by-laws of the Corporation is subject to an order of probation, suspension or dismissal;

provided that, if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the Corporation.

15. The Board of Directors shall assign to one (1) of the Regions the responsibility of planning and providing the leadership necessary to host the Annual Meeting in conjunction with the Annual Meeting Planning Committee of the Board of Directors.
16. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. Notice of regularly scheduled meetings shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.

If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors or of a Committee of the Board of Directors by means of such conference telephone or in a duly called e-mail meeting,

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

17. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.
18. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted.

19. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
20. A reasonable remuneration for all agents and employees shall be fixed by the Board of Directors.
21. The newly formed Board of Directors shall assume office prior to the adjournment of the Annual Meeting of the Corporation.

Indemnities to Directors and Others

22. Every Officer, Director, Employee or other authorized person acting in good faith on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:
 - (a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
 - (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful act or omission.

Powers of Directors

23. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
24. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to any Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
25. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

26. Contracts and documents requiring the signature of the Corporation shall be signed by any two (2) officers and thus be binding on the Corporation.

Executive Committee

27. The President, Vice-President, Secretary and Treasurer of the Corporation shall constitute the Executive Committee, with power to act between meetings of the Board of Directors according to the policies of the Corporation.
28. Meetings of the Executive Committee shall be held at any time and place to be determined by the Members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail to each Member of the committee. Three (3) Members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
29. The Officers of the Corporation shall be elected at the Annual Meeting of the Corporation, and shall hold a term of office as stated in the By-laws of the Corporation.

Officers

30. The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer and any such other officers as the Board of Directors may by by-law determine. Officers shall be Members in good standing of the Corporation. None of the Officers of the Corporation shall hold more than one executive office.

Duties of Officers

31. The President shall be the Chief Executive Officer of the Corporation. He/She shall preside at all meetings of the Corporation and of the Board of Directors. He/She shall have power to call meetings of the Executive Committee and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/She shall be an ex officio Member of all Standing Commissions and Committees, except the Nominating Committee. He/She shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
32. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be assigned to him/her by the Board of Directors. The Vice-President shall be either the President-elect or the Past-President.

33. The presidential cycle is one (1) year as President-elect, two (2) years as President and one (1) year as Past-President. At no time shall there be both the President-elect and Past-President sitting on the Board of Directors or the Executive Committee.
34. The Treasurer shall have responsibility for the custody of the funds and securities of the Corporation and shall ensure that a full and accurate account of all assets, liabilities, receipts and disbursements of the Corporation is recorded in the books belonging to the Corporation and shall ensure the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/She shall oversee the disbursement of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an account of all the transactions and a statement of the financial position of the Corporation. He/She shall also perform such other duties as may from time to time be directed by the Board of Directors.
35. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/She shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be directed by the Board of Directors.
36. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Execution of Documents

37. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

Meetings

38. The Annual or any other general meeting of the Members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The Members may resolve that a particular meeting of Members be held outside Canada.

39. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members. The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the Members of the Corporation. The Board of Directors shall call a special general meeting of the Members on written requisition of Members carrying not less than five percent (5%) of the voting rights. Documentation concerning the issue(s) to be decided at the special general meeting shall be circulated to the entire membership of the Corporation at least twenty-one (21) days prior to the date of the meeting. This documentation shall include provision for a mail-in vote on the issue(s) to be decided. Twenty five (25) Members present in person at a meeting will constitute a quorum.
40. Twenty-one (21) days' written notice shall be given to each voting Member of any annual or special general meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

Each voting Member present at a meeting shall have the right to exercise one (1) vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the Corporation.

A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members.

41. No error or omission in giving notice of any annual or general Meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address of the Member, Director, or Officer shall be his/her last address recorded on the books of the Corporation.

Regions

42. To facilitate the purpose, well-being and business of the Corporation, there shall be named Regions, according to the By-laws.
43. The Regions shall function according to the Constitution and By-laws of The Canadian Association For Pastoral Practice and Education/ Association Canadienne Pour la Pratique et l'Éducation Pastorales.

44. The Regions may adopt Regional By-laws subject to approval by the Board of Directors of the Corporation.

45. The Regions shall respect the bilingual nature of the Corporation.

Minutes of Board of Directors and Executive Committee

46. The minutes of the Board of Directors and the minutes of the Executive Committee shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

Voting of Members

47. At all Meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by the By-laws of the Corporation.

Financial Year

48. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be September 30th.

Commissions and Committees

49. The Corporation shall be served by Standing Commissions and Standing Committees, whose terms of reference will be kept current according to the By-Laws of the Corporation.

Amendment of Constitution and By-Laws

50. The Constitution of the Corporation, sections of which are not embodied in the Letters Patent, may be amended only after written notice of amendment has been presented to the entire Membership forty-five (45) days prior to the vote on said change. Passage of said amendment to the Constitution of the Corporation shall require an affirmative vote of at least two-thirds (2/3) of the Members in attendance at a meeting duly called for the purpose of considering the said Constitutional amendment. The amendment to the Constitution shall not be enforced or acted upon until the approval of the Ministry of Industry Canada or its successor.

51. The By-laws of the Corporation may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors by an affirmative vote of at least two-thirds (2/3) of the

Directors in attendance at a meeting duly called for the purpose of considering the said by-law. Such action must be ratified by two-thirds (2/3) of the membership in attendance at the next Annual Meeting.

Auditors

52. The Members shall, at each Annual Meeting, appoint an auditor to audit the accounts of the Corporation for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

Books and Records

53. The Board of Directors shall see that all necessary books and records of the Corporation required by the Constitution and By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

54. The Board of Directors may prescribe such rules and regulations not inconsistent with the Corporation's Constitution and By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such Annual Meeting of Members, shall at and from that time cease to have any force and effect.

Interpretation

55. In the Constitution, By-laws, and all other materials which facilitate the purpose, well-being and business of the Corporation, the language used shall be gender inclusive.

56. The Constitution, By-laws, and all other official documents of the Corporation shall be available in both of Canada's official languages. The National Office shall provide services in both of Canada's official languages.