



# Constitution and By-laws for the Canadian Association of Principals (CAP)

---

## CONSTITUTION

---

### ARTICLE ONE

The name of the Corporation is CANADIAN ASSOCIATION OF PRINCIPALS

### ARTICLE TWO

The objectives of the Corporation are:

1. To provide a national professional association for Principals and Vice-Principals Canadian Schools.
2. To develop, initiate and maintain professional growth and leadership for members.
3. To foster and support national objectives in education.
4. To promote the national status of Principals and Vice-Principals.
5. To provide information and service to Affiliate Associations.

## BY-LAWS

---

### PART 1 – INTERPRETATION

**1.01 DEFINITIONS** – In this By-Law and all other By-laws and special resolutions of the Association, unless the context otherwise requires:

- A.** “Act” means the Canada Corporation Act, and any Act that may be substituted therefor, as from time to time amended;
- B.** “Board” means the Board of Directors of the Association;
- C.** “By-laws” means this By-law and all other By-laws of the Association from time to time in force and effect;
- D.** “Association” means the Association incorporated as a corporation without share capital under the Act by letters patent dated the 8th day of April, 1992 and named CANADIAN ASSOCIATION OF PRINCIPALS;
- E.** “Letters Patent” means the letters patent incorporating the Association, as from time to time amended and supplemented by supplementary letters;

- F.** “Meeting of Members” includes an Annual Meeting of Members;
- G.** “Member” means an active Affiliate of the Association;
- H.** “Affiliate” means an educational association in Canada having in its membership Principals and/or Vice-Principals of public, private or separate schools;
- I.** “Affiliate Member” means a Principal or Vice-Principal who is a member of an Affiliate Association;
- J.** “Schools” to mean all public and private primary, elementary, intermediate and secondary schools.
- K.** “Director” means:
- A.** a member of an Affiliate who is appointed to the C.A.P. Board by the Affiliate.
  - B.** a member of an Affiliate who has been elected to the C.A.P. Executive.
- L.** “Associate Member” means a person who is not an Affiliate member and who has been approved for said membership by the Board of Directors.

That the fee for “Associate Member” be set at fifty dollars (\$50.00) per year and the benefits of said member be:

- Eligibility to attend C.A.P. Conferences
- Receipt of CAP journal, standard membership mailings; and
- Participation in member incentives

- M.** “Honorary Life Member” means a person approved by the Board to be an Honorary Life Member.

That all Past Presidents of the Association be awarded the designation of Honorary Life Member. The designation is subject to the following:

- Regular membership fees continue to be the responsibility of the Honorary Life member until his/her active membership with CAP ends;
- Associate membership fees are waived once his/her active membership with CAP ends;
- From time to time, on the recommendation of the Executive, the Board may decide to designate others as Honorary Life members for distinguished service to CAP.
- Eligibility to attend C.A.P. Conferences with registration fee waived
- Receipt of standard membership mailings; and
- Participation in member incentive program

- N.** “Executive” means and includes President, Immediate Past President, President Elect and three Vice-Presidents.

**1.02 INTERPRETATION** - In these By-Laws and in all other By-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

**1.03 CORPORATE SEAL** - The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the CANADIAN ASSOCIATION OF PRINCIPALS.

**1.04 HEAD OFFICE** - The head office of the Association shall be located at the City of Ottawa, Canada

## **PART 2 - CONDITIONS OF MEMBERSHIP**

- 2.01 Active membership in the Association shall be limited to Affiliates interested in furthering the objectives of the Association and whose application for admission as a Member has received the approval of the Board.
- 2.02 The classes of active membership are
- A. Affiliate Association Member - Affiliate Associations having in their membership Principals or Vice-Principals of public or private schools in Canada upon acceptance by the Board of Directors and payment of the established fees.
- 2.03 All Principals and Vice-Principals who are Members of an Affiliate shall be represented by the Canadian Association of Principals upon the payment of a fee on their behalf.
- 2.04 Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Executive Assistant of the Association.
- 2.05 Any person who is not a member of an Affiliate may apply to the Board to be an Associate Member of the Association and, on acceptance by the Board, shall become an Associate Member of the Association.
- 2.06 Any person may be nominated by any Director for an Honorary Life Membership in the Association and after approval is given by the Board such person shall become an Honorary Life Member of the Association.
- 2.07 Every Member shall uphold the Constitution and comply with these By-laws.
- 2.08 Any Member may be required to resign by a vote of three-quarters of the Members at an Annual General Meeting but no action shall be taken on the resignation unless:
- A. each Member is sent, in accordance with By-law 8.07, a copy of the resolution which is to be put to the meeting, the name of the person or Affiliate which is the subject thereof, a summary of the reasons in support of the resolution, and the place and date of the meeting where the resolution will be considered and
  - B. the Member who is the subject of the resolution is informed by notice of the right to attend the meeting and speak to the resolution before it is put to a vote.

## **PART 3 - FINANCES**

- 3.01 **MEMBERSHIP FEES** - Annual membership fees shall be determined by the Annual General Meeting of the Association. The annual membership fees from affiliate organizations be at a rate of \$10 per individual member to a maximum of \$10,000 per affiliate for representation on the CAP board of directors. An affiliate may receive additional representation for every additional 1000 members at that above rate. Each province or territory can have a maximum of 2 seats. Individual Memberships fees will be \$150 per member.
- 3.02 All Members and Associate Members shall pay annual membership fees. Said fees must be paid in full by December 31 of the current fiscal year.
- 3.03 All Members are in good standing, except a Member who has failed to pay the current annual membership fee by the due date (December 31) or any other subscription or debt due and owing the Association and the Member is not in good standing so long as the debt remains unpaid.

**3.04** A Member shall cease to be a Member of the Association

- A.** on having not been in good standing for 90 consecutive days or
- B.** on receipt by the Association of a resignation in writing from the Affiliate.

**3.05** A Principal or Vice-Principal shall not be represented by the Association on ceasing employment as a Principal or Vice-Principal in a public or private school in Canada unless the Affiliate submits the fee on behalf of the retired or resigned Principal or Vice-Principal.

**3.06 FINANCIAL YEAR** - Unless otherwise ordered by the Board, the fiscal year of the Association shall be from July 1st to June 30th.

**3.07 AUDITORS** - The Members shall at each Annual General Meeting appoint an Auditor to audit the accounts of the Association to hold office until the next Annual General Meeting provided the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

**3.08 BOOKS AND RECORDS** - The Board shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.

## **PART 4 - BOARD OF DIRECTORS**

**4.01** The property and business of the Association shall be managed by the Board of Directors.

**4.02** The applicants for incorporation shall become the first Directors of the Association.

**4.03** The number of Directors of the Association shall include six Executive Members plus one Director appointed by each Affiliate.

**4.04** There shall be elected at each Annual General Meeting by a majority vote of the Members in good standing who attend the meeting, from among the Directors of the Association;

- A.** a President-Elect; will be a director or executive who is an "Affiliate Member."
- B.** three Vice-Presidents,
  - i) one from the Western Region - to represent Members from British Columbia, Alberta, Saskatchewan, the Yukon Territory, and the Northwest Territories,
  - ii) one from the Central Region - to represent Members from Manitoba, Ontario, Quebec and Nunavut,
  - iii) one from the Eastern Region - to represent Members from New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador.

\*In any given year, should there be the need to elect a President, the election for President shall precede that of the President-Elect. The President will be a director or executive who is an "Affiliate Member."

\*\*In any given year, should the Association be unable to elect three Vice-Presidents, the Association will operate with two Vice-Presidents, each Vice-President representing a different region of the country.

**4.05** The first Directors shall include:

- A.** the Immediate Past President,
- B.** the President, the President-Elect, and three Vice-Presidents determined for the ensuing year in accordance with By-law 4.04; and

**C.** one representative appointed from each of the following Affiliate Associations in a manner determined by the Affiliate Association;

- 1.** School Administrators' Council of Newfoundland & Labrador Teachers' Association, (S.A.C.N.L.T.A.)
- 2.** Prince Edward Island Association of School Administrators, (P.E.I.A.S.A.)
- 3.** Nova Scotia School Administrators' Association, (N.S.S.A.A.)
- 4.** New Brunswick Teachers' Association In School Administrators' Committee (N.B.T.A.-I.S.A.C.)
- 5.** Association of Administrators of English Schools of Quebec (A.A.E.S.Q.)
- 6.** Council of School Leaders - Manitoba Teachers' Society, (C.O.S.L.-M.T.S.)
- 7.** Saskatchewan School-Based Leaders, (S.S.B.L.)
- 8.** Alberta Teachers' Association Council for School Leadership (A.T.A.C.S.A.)
- 9.** Association of Yukon School Administrators (A.Y.S.A.)
- 10.** Northwest Territories Teachers' Association School Administrators' Council, (N.T.S.A.C.)
- 11.** Nunavut Teachers' Association (N.T.A.)
- 12.** British Columbia Principals & Vice-Principals Association (B.C.P.V.P.A.)
- 13.** Ontario Principal Council (O.P.C.)

**4.06** The position of Director shall be automatically vacated;

- A.** if a Director shall resign the position by a written resignation to the Executive Assistant of the Association, or if replaced by the Affiliate; or
- B.** if a Director ceases to be a member pursuant to By-law 3.04 (a) or (b); or
- C.** on death of the Director.

**4.07** If a vacancy shall occur for any reason in By-law 4.06, the vacancy shall be filled:

- A.** by the Affiliate whose position on the Board has been vacated or
- B.** by appointment by the Board if an Executive position has been vacated.

**4.08** A Director appointed in accordance with By-law 4.07 (b) shall hold office until the conclusion of the next following Annual General Meeting but is eligible for election at that meeting.

**4.09**

- A.** A retiring Executive Member shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted.
- B.** A Director shall remain in office until such time as the Executive Assistant of the Association has been informed in writing by the Affiliate of a change in representation.

**4.10** Directors, as such, shall not receive any stated remuneration for their services, but by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board or the Association.

**4.11** Nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation therefor.

**4.12** 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.

## **PART 5 - PROCEEDINGS OF THE BOARD OF DIRECTORS**

**5.01** Meetings of the Board may be held at any time and place to be determined by the Board provided that there shall be at least one (1) meeting per year of the Board.

**5.02** A notice in writing of a meeting of the Board shall be sent at least 14 days before a meeting.

**5.03** No error or omission in giving notice on any meeting of the Board or any adjourned meeting of the Board 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.

**5.04** Each Director is entitled to one (1) vote.

**5.05** The quorum necessary to transact business shall be a majority of the Directors then in office.

**5.06** Meetings of the Board are open to any Member of the Association.

**5.07 EXECUTION OF DOCUMENTS** - Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Board 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 Association. The seal of the Association 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.

**5.08 RULES AND REGULATIONS** - The affairs of the Association shall be managed and controlled by the Board which may exercise all the powers and do all the acts and things that the Association may exercise or do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to:

- A.** all laws affecting the Association;
- B.** these By-laws; and
- C.** rules, not being inconsistent with these By-laws, which are made from time to time by the Association at meetings of the Board of Directors in general meetings.

**5.09** The Board 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 at the time of such appointment.

**5.10** The remuneration of all Officers, agents and employees and committee members shall be fixed by the Board by resolution.

**5.11** The Board shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees.

**5.12** The Board shall have the power to make expenditures for the purpose of furthering the objectives of the Association.

**5.13** The Board shall have the power to enter into a trust agreement 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 CANADIAN ASSOCIATION OF PRINCIPALS in accordance with such terms as the Board may prescribe.

**5.14** The Board shall take such steps as they may deem requisite to enable the Association 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 Association.

**5.15** The Board may establish committees consisting of at least one Director and such Committees shall report to the Board.

## **PART 6 - INDEMNITIES TO DIRECTORS AND OTHERS**

**6.01** Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association 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 Association 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, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- B.** all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **PART 7 - OFFICERS AND DUTIES OF OFFICERS**

**7.01** The Officers of the Association shall be the Immediate Past President, the President, the President-Elect and the three Vice-Presidents, elected pursuant to By-law 4.04, and the Executive Assistant, who shall be a non-voting member of the Board appointed by resolution of the Board.

**7.02 EXECUTIVE COMMITTEE** - There shall be an Executive Committee comprising of the elected Officers of the Association, which committee shall exercise such powers as authorized by the Board.

**7.03** Any Executive Committee member may be removed by a majority vote of the Board.

**7.04** 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 notice of such meeting shall be sent in writing to each member of such committee other than by mail. Notice by mail shall be sent 14 days prior to the meeting.

**7.05** A majority of the elected members of the Executive committee shall constitute a quorum.

**7.06** No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Association 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.

**7.07** The President shall be the Chief Executive Officer of the Association and shall have the general and active management of the affairs of the Association.

**7.08** The President shall preside at all meetings of the Association and of the Board.

**7.09** The President shall be a member ex officio of all appointed committees of the Association.



**7.10.1** The Past-President shall, in the absence or disability of the President (in year one of two-year term), perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board, until an election is held to elect a new president.

**7.10.2** The President-Elect shall, in the absence or disability of the President (in year two of two year term), perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board, until an election is held to elect a new president.

**7.11** The Past President, President-Elect and Vice-Presidents shall chair Standing Committees of the Association and shall perform such other duties as shall from time to time be imposed upon them by the Board.

**7.12** The Executive Assistant shall

- A.** conduct the correspondence of the Association;
- B.** issue notices of meetings of the Association and Board;
- C.** keep minutes of all meetings of the Association and Board;
- D.** have custody of all records and documents of the Association;
- E.** have custody of the common seal of the Association;
- F.** maintain the register of the Association;
- G.** keep the financial records, including the books of account, necessary to comply with the Act, these By-laws and other applicable statute or law;
- H.** render financial statements to the Board, members and others when required; and
- I.** perform such other duties and exercise such other powers as may be delegated to the Executive Assistant from time to time by the Board.

**7.13** The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board requires of them.

## **PART 8 - MEETINGS**

**8.01** *Roberts Rules of Order* shall govern the procedures of all meetings of the Association.

**8.02** The Annual General Meeting shall be the sovereign ruling body of the Association.

**8.03** The annual or any other general meeting of the members shall be held at the head office of the Association or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

**8.04** At every Annual General 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 the officers elected and Auditors appointed for the ensuing year.

**8.05** The members may consider and transact any business either special or general at any meeting of the members.

**8.06** The Board or the President shall have power to call, at any time, an annual or special general meeting of the members of the Association.

**8.07** Thirty (30) days' prior written notice shall be given to each member of any annual or special general meeting of the members of the Association.



**8.08** A quorum for general meetings of the Board of Directors shall be a majority of voting Directors.

**8.09** Each Member in good standing present at a general meeting of the members is entitled to one vote.

**8.10** The Director from each Affiliate Association selected according to By-law 4.05 shall speak for and exercise the vote of the Affiliate at general meetings of the Association.

**8.11** Voting by proxy is not permitted.

**8.12** VOTING OF MEMBERS - At all meetings of Members of the Association every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-laws.

**8.13** No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, whether annual or special general, of the members of the Association 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 the purpose of sending notice to any member, Director or Officer of any meeting or otherwise, the address of the member, Director or Officer shall be his last address recorded on the books of the Association.

**8.14** MINUTES OF THE BOARD AND EXECUTIVE COMMITTEE MEETINGS - The minutes of the Board or the minutes of the Executive Committee shall not be available to the general membership of the Association but shall be available to the Board, each of whom shall receive a copy of such minutes.

## **PART 9 - AMENDMENT OF BY-LAWS**

**9.01** The By-laws of the Association not embodied in the letters patent may be repealed or amended or by By-Law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present at a meeting duly called for the purpose of considering the said By-law, provided that notice of the meeting has been given in accordance with By-law 8.07