

CONSTITUTION

[INSERT NAME OF ASSOCIATION. HIGHLY RECOMMENDED:]

*[INSERT REGION HERE] CATHOLIC PRINCIPALS' [VICE-PRINCIPALS'] COUNCIL [OR
INSERT REGION HERE]*

APPROVED ● *[INSERT DATE OF APPROVAL]*¹

ARTICLE 1: INTERPRETATION

1.1 Definitions

In this Constitution, unless the context otherwise specifies or requires, the following terms shall have the following meanings:

- (a) “**Associate Members**” has the meaning assigned to that term in section 4.1(b) and “**Associate Member**” means any one of them;
- (b) “**Association**” means “[insert region here] Catholic Principals’ [Vice-Principals’] Council [or insert region here]”;²
- (c) “**in good standing**” means a Local Member who has paid his or her Local Membership Fees to the Association;³
- (d) “**Local Executive**” has the meaning assigned to that term in section 7.2;
- (e) “**Local Members**” means the Associate Members and the Regular Members and “**Local Member**” means any one of them;
- (f) “**Local Membership Fees**” has the meaning assigned to that term in section 4.2(a);
- (g) “**Local Officers**” has the meaning assigned to that term in section 7.1;
- (h) “**Proportionate CPCO Fee**” has the meaning assigned to that term in section 4.2(b)
- (i) “**Provincial Body**” means The Catholic Principals’ Council of Ontario;⁴ and

¹ All wording in red is mandatory. Wording in shading and square brackets is instructional or contains options. All other wording is suggestion, permitting flexibility to reflect local governance models.

² If this definition is included here, it can be removed from 2.1.

³ If this definition is included here, the bracketed portion after the words “in good standing” in sections 5.1, 5.2, 5.3, 5.5, 7.7 and 7.8(a) and (d) can be deleted.

⁴ If this definition is included here, it can be removed from 3.1.

- (j) “**Regular Members**” has the meaning assigned to that term in section 4.1(a) and “**Regular Member**” means any one of them.

ARTICLE 2: NAME

2.1 Name of Association

[Insert the name of your Association below. As a member of CPCO, it is strongly recommended that “Catholic Principals’ Council” be included in your name to protect the CPCO brand.]

The name of the local association is “*[insert region here]* Catholic Principals’ *[Vice-Principals’]* Council *[or insert region here]*” (the “**Association**”).

ARTICLE 3: PURPOSES

3.1 Purposes

The Association is the local association of The Catholic Principals’ Council of Ontario (the “**Provincial Body**”) in ● *[insert region]*. The purposes of the Association are:

- (a) to fulfil, in ● *[insert region]*, the objects of the Provincial Body as set out in its letters patent dated May 25, 1998, as they may be amended from time to time; and
- (b) ● *[insert other purpose(s), if any]*.

3.2 Mission

As a member of the Provincial Body, the Association shall abide by the mission, vision and values of the Provincial Body.

ARTICLE 4: LOCAL ASSOCIATION MEMBERSHIP

4.1 Local Members

There shall be the following ● *[insert number]* categories of members in the Association (the “**Local Members**”):

[Insert the names and descriptions for each category below. The following is an example.]

- (a) “**Regular Members**”, being those persons who are Practicing Associates (as that term is defined in the Provincial Body’s By-laws as they may be amended from time to time) in a Catholic District School Board in ● *[insert region]*, and specifically excludes members of the Ontario Teachers’ Federation.

[And for those Associations with other classes of members, the following is an example:]

- (b) “**Associate Members**”, being those persons who are Non-Practicing Associates (as that term is defined in the Provincial Body’s By-laws as they may be amended from time to time) in ● *[insert region]*.

[Address how acting principals and vice-principals are to be treated.]

4.2 Local Membership Fees

- (a) The local fees for the [different classes of] Local Members shall be as determined by the Local Executive of the Association from time to time (the “**Local Membership Fees**”).
- (b) The Local Membership Fees noted in paragraph 4.2(a) above shall include, on a proportionate basis, the fees payable by the Association to the Provincial Body (the “**Proportionate CPCO Fee**”).

4.3 Payment of Fees

The Local Members may pay their Local Membership Fees as follow:

[Insert a provision regarding the payment of Local Membership Fees and when they are due. Here are some suggestions of how Local Membership Fees can be paid:]

- (a) a Local Member may pay the full amount of his or her Local Membership Fees directly to the Association on or before ●; or
- (b) a Local Member may pay his or her Proportionate CPCO Fee directly to the Provincial Body **in accordance with the requirements of the Provincial Body** and the balance of his or her Local Membership Fees directly to the Association on or before ●; or
- (c) a Local Member may arrange for his or her Local Membership Fees to be withheld by the Local Member’s school board and remitted:
- (i) in full to the Association on or before ●; or
 - (ii) in part to the Provincial Body on account of his or her Proportionate CPCO Fee **in accordance with the requirements of the Provincial Body** and in part to the Association on account of the balance of his or her Local Membership Fees on or before ●; or
- (d) a Local Member’s school board withholds and remits to the Provincial Body his or her Proportionate CPCO Fee **in accordance with the requirements of the Provincial Body** and the Local Member pays his or her Local Membership Fees directly to the Association on or before ●.

ARTICLE 5: PRIVILEGES OF LOCAL MEMBERS

5.1 Rights of Local Members

Local Members in good standing (that is, those who have paid their Local Membership Fees to the Association) are eligible to hold office on the Local Executive and to vote at meetings of the Local Members of the Association wherever a vote may be required.

[If an Association has different classes of Local Members, you may wish to distinguish which classes can sit on the Local Executive and who can attend and vote at meetings of the Local Members.]

5.2 Services from Association

Local Members in good standing (that is, those who have paid any required Local Membership Fees to the Association) shall be entitled to receive the following services from the Association:

- (a) ● (eg., negotiation (but not enforcement) of terms and conditions of employment on behalf of the Local Members;
- (b) ●; and
- (c) Such other services as may be set out in the policies of the Association from time to time.

5.3 Services from Provincial Body

Local Members in good standing (that is, those who have paid any required Local Membership Fees to the Association) shall be entitled to receive services from the Provincial Body in accordance with the policies of the Provincial Body in effect from time to time.

5.4 Obligations of Local Members

Each Local Member shall:

- (a) accept, support and abide by the statement of purpose and the mission, vision and values of the Association and of the Provincial Body;
- (b) individually and collectively recognize and accept mutual responsibility to support and be supported by each other through the Provincial Body and the Association and not to act in a manner which, the Local Executive determines, is prejudicial to other Local Members;
- (c) pay the Local Membership Fees; and
- (d) resolve in good faith all disagreements and disputes with the Association, the Provincial Body or other Local Members through discussion and internal

processes, unless an alternative dispute resolution process is approved by the Local Executive.

5.5 Association Representatives

The Local Members shall elect representatives from amongst the Local Members in good standing (that is, those who have paid any required Local Membership Fees to the Association) who are Practicing Associates for purposes of attending the Assembly of Member Representatives of the Provincial Body and meetings of the members of the Provincial Body, in accordance with the By-laws of the Provincial Body in effect from time to time.

5.6 No Profit to Local Members

No Local Member of the Association may receive any income of the Association (except for repayment of reasonable expenses duly authorized by the Executive and properly incurred on behalf of the Association and except for reasonable remuneration for services provided to the Association), and the activities of the Association shall be carried on without a view to profit.

5.7 Lead Negotiator

The Local Executive shall identify *[Option 1: a lead negotiator. Option 2: two (2) lead negotiators based on panel representation]* to negotiate the terms and conditions of employment for and on behalf of the Local Members of the Association which shall *[Option 1: automatically apply to the Local Members. Option 2: require approval by the Local Members]*.⁵

⁵ This section contains two options with respect to the negotiation of terms and conditions of employment negotiated for and on behalf the Local Members. The first option provides that any negotiated terms and conditions would apply automatically to Local Members without the need for a vote. The second option provides that any negotiated terms and conditions would require approval by the Local Members. CPCO strongly suggests that an Association's constitution contain the first option, namely, that the terms and conditions of employment negotiated on behalf of the Local Members apply automatically. There is no legislation similar to that applicable to unions which mandates a ratification process by CPCO's members (i.e., the Associations) or their respective members (i.e., the Local Members). The Local Executive will elect or appoint lead negotiators to negotiate, in good faith, the terms and conditions of employment with the school board on behalf of the Association's Local Members. These lead negotiators will negotiate the best terms and conditions possible. These lead negotiators, together with the lead negotiators appointed by the other local associations and with CPCO staff, will spend a significant amount of time and energy on negotiations in any given year. If the negotiated terms and conditions are subject to ratification by the Local Members and they are not ratified then all of the time and energy spent will be for naught. In addition, the relationship established between the lead negotiators and the school board representatives will in all likelihood be negatively affected which will create a more difficult culture of negotiations for the Association to negotiate other/better terms and conditions. If no new agreement is reached, the current terms and conditions of employment will continue to be recognized.

ARTICLE 6: LOCAL MEMBERS' MEETINGS

6.1 Annual Meeting of Local Members

The Association shall hold at least one (1) meeting of its Local Members annually.

6.2 Regular Meetings of Local Members

The Association shall also hold regular meetings of its Local Members at least quarterly and the Local Executive shall inform the Local Members of the meeting schedule at the beginning of each school year.

6.3 Special Meetings of Local Members

Special meetings of the Local Members may be convened by the ● [eg., chair/ president] of the Association or upon the written request of ten (10) Local Members.

6.4 Notice for Meetings of Local Members

Notice of meetings of the Local Members shall be delivered, transmitted electronically or telephoned to each Local Member not less than five (5) days, or mailed not less than fourteen (14) days (excluding Saturdays, Sundays and statutory holidays observed in the Province of Ontario) before the meeting is to take place.

6.5 Quorum for Meetings of Local Members

A majority of the Local Members present in person at a meeting of Local Members of the Association constitutes a quorum of Local Members for the transaction of business by the Local Members.

6.6 Voting at Meetings of Local Members

- (a) Questions arising at any meeting of Local Members of the Association shall be decided by consensus.
- (b) If a consensus cannot be reached, a simple majority vote of those Local Members present and entitled to vote shall be determinative.
- (c) In the case of a tie vote, the chair of the meeting shall have a second or casting vote.

6.7 Minutes of Meetings of Local Members

The Local Executive shall ensure that minutes are taken and kept for all meetings of the Local Members and that such minutes are provided to the Local Members by ● [insert how minutes are to be provided, eg., by mail, by e-mail, by posting them online or in a physical location) within a timely fashion following each meeting [or within a specific time frame such as 2 weeks].

ARTICLE 7: LOCAL EXECUTIVE

7.1 Local Officers

The officers of the Association shall be the ● [insert officer positions which should, at a minimum, include the chair/president, the secretary and the treasurer] (the “**Local Officers**”).

7.2 Local Executive

The affairs of the Association shall be managed by the Local Executive consisting of the Local Officers (the “**Local Executive**”).

7.3 Duties of Local Officers

All Local Officers shall have and perform all powers and duties as may from time to time be assigned to them by the Local Executive. Unless the Local Executive determines otherwise, the duties of the Local Officers shall include the following:

- (a) Chair/President – The chair/president shall, when present, preside at all meetings of the Local Executive and the Local Members, enforce the Constitution of the Association and ensure all Local Officers perform their respective duties. In addition, the chair/president shall be an ex officio member of all committees of the Association. The chair/president shall communicate to the Local Executive and the Local Members all information received from the Provincial Body.
- (b) Secretary – The secretary shall give or cause to be given notices for all meetings of the Local Executive and of the Local Members when directed to do so by the chair/president or the Local Executive and shall have charge of the documents and records of the Association.
- (c) Treasurer – The treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Association and proper books of account, and shall deposit or shall cause to be deposited all moneys (including Local Membership Fees) in the name and to the credit of the Association in such bank or banks as may be designated from time to time by the Local Executive. The treasurer shall disburse or cause to be disbursed the funds of the Association under the direction of the Local Executive, receiving proper vouchers for such funds and render to the Local Executive at their regular meetings or whenever required, an account of all of his or her transactions as treasurer, and of the financial position of the Association.
- (d) ● [others?]

7.4 Official Representative

The ● [eg., chair/ president] of the Association shall be the official representative of the Association and its Local Members, and shall be entitled to speak for the Association and its Local Members, as a collective, at:

- (a) the Provincial Body's Assembly of Member Representatives; and
- (b) the annual meetings and special meetings of the Provincial Body and vote on behalf of the Association at such meetings.

7.5 Chair of Meetings

- (a) The ● [eg., chair/ president] shall be the chair of all meetings of the Local Members and of the Local Executive.
- (b) In the event that ● [eg., chair/ president] is unable to act or to attend a meeting of the Local Members or of the Local Executive, the Local Executive shall designate another elected Local Officer to perform the functions of the ● [eg., chair/ president].

7.6 Election of Local Officers

- (a) The Local Officers shall be elected annually by the Local Members at the annual meeting of the Local Members for a term of one (1) year. *[Option 1: The chair/president shall be elected by the Local Members at every second annual meeting of the Local Members and the other Local Officers shall be elected annually by the Local Members at the annual meeting of the Local Members. Option 2: The position of chair/president shall alternate every other term between Local Members from the elementary and secondary panels.]*
- (b) If an election of Local Officers is not held at the proper time, the Local Officers shall continue in office until their successors are elected.
- (c) All Local Officers are eligible for re-election.

7.7 Qualification as Local Officer

No individual shall be qualified to serve as a Local Officer unless he or she is a Local Member in good standing (that is, a Local Member who has paid any required Local Membership Fees to the Association).

7.8 Removal and Replacement of Local Officer

- (a) A Local Officer ceases to hold office when he or she ceases to be a Local Member in good standing (that is, a Local Member who has paid any required Local Membership Fees to the Association), dies, resigns or is removed by the Local Members in accordance with paragraph (b) below.

- (b) The Local Members may, by resolution passed by a majority of votes cast thereon at a special meeting of Local Members called for the purpose (of which notice specifying the intention to pass the resolution has been given), remove any Local Officer before the expiration of his or her term of office.
- (c) In addition, a Local Officer who is absent from three consecutive meetings of the Local Executive during one term (as described in section 7.6), without reasonable excuse as determined by the Local Executive, shall cease to be a Local Officer.
- (d) The Local Members may, by resolution passed by a majority of votes cast thereon at a special meeting called for such purpose, elect another Local Member in good standing (that is, a Local Member who has paid any required Local Membership Fees to the Association) to fill any vacancy on the Local Executive arising under this section 7.8 for the remainder of the vacated term of office.

7.9 Vacancy on Local Executive

Any vacancy occurring on the Local Executive may be filled for the remainder of the term by the Local Members at a Local Members' meeting.

7.10 Notification to Provincial Body

The Association shall notify the Provincial Body of its Local Officers and any changes to its Local Officers as soon as possible after the election or appointment of one (1) or more Local Officers.

7.11 Quorum for Local Executive Meetings

A quorum for the transaction of business at meetings of the Local Executive shall be a majority of the Local Officers.

7.12 Place and Time of Meetings of Local Executive

- (a) Meetings of the Local Executive may be held at any place within ● *[insert region]*, as designated in the notice calling the meeting.
- (b) Meetings of the Local Executive may be called by the ● *[eg., chair/ president]* of the Association.
- (c) There shall be a meeting of the Local Executive at least ● *[insert number]* times in every calendar year.

7.13 Notice of Local Executive Meetings

- (a) Notice of meetings of the Local Executive shall be delivered, transmitted electronically or telephoned to each Local Officer not less than five (5) days, or mailed not less than fourteen (14) days (excluding Saturdays, Sundays and statutory holidays observed in the Province of Ontario) before the meeting is to take place.
- (b) No formal notice of a meeting is necessary if all the Local Officers are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.14 Voting at Local Executive Meetings

- (a) Questions arising at any meeting of the Local Executive shall be decided by a simple majority vote.
- (b) **Each Local Officer is authorized to exercise one (1) vote.**
- (c) In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the resolution shall not be passed.

7.15 Remuneration of Local Officers

- (a) The Local Officers shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.
- (b) The Local Officers may be reimbursed by the Association for their traveling and other out-of-pocket expenses reasonably and actually incurred in connection with the performance of their duties.

7.16 Minutes of Meetings of Local Executive

The Local Executive shall ensure that minutes are taken and kept for all meetings of the Local Executive and that such minutes are provided to the Local Officers [and the Local Members] by ● [insert how minutes are to be provided, eg., by mail, by e-mail, by posting them online or in a physical location) within a timely fashion following each meeting [or within a specific time frame such as 2 weeks].

ARTICLE 8: MISCELLANEOUS MATTERS

8.1 Financial Year End

[Insert clause regarding financial year end. Highly recommend June 30th to align with CPCO's financial year end and to facilitate the calculation and payment of fees to CPCO.]

The financial year of the Association shall terminate on the same date as the financial year end of the Provincial Body, currently June 30th of every year.

8.2 Execution of Documents

Contracts, documents or instruments in writing requiring the signature of the Association shall be signed by ● *[insert who may sign, for example, any two (2) Local Officers but usually the treasurer and the chair/president].*

8.3 Procedural Questions

Any procedural questions raised at any meetings of the Association which are not addressed in this Constitution shall be governed by the rules and guidelines as prescribed in Roberts' Rules of Order unless in conflict with the provisions of this Constitution.

ARTICLE 9: DISSOLUTION

9.1 Approval for Dissolution of Association

[Insert clause regarding the potential dissolution of the Association. While the money of the Association could go back to the Local Members, there could be adverse tax consequences to the Local Association and Local Members. If an Association is faced with shutting down, it should get tax advice before deciding to distribute to its Local Members.]

The Association may be dissolved by two-thirds (2/3) of the votes cast at a special meeting of the Local Members called for that purpose.

ARTICLE 10: AMENDMENTS

10.1 Approval for Amendment of Constitution

- (a) Any amendment to this Constitution must be approved by a majority of the Local Executive and sent to all Local Members at least two (2) weeks prior to the meeting of the Local Members at which it is to be presented.
- (b) No amendment shall be effective until confirmed by a two-thirds (2/3) vote of the Local Members at a special meeting duly called to consider the amendment.