



THE CANADIAN COUNCIL OF CHURCHES

Constitution

As revised and adopted by the Governing Board

19 May 2021

**THE CANADIAN COUNCIL OF CHURCHES
CONSTITUTION**

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PREAMBLE

I. THE ACT OF SENATE IN RELATION TO THE CONSTITUTION AND THE BY-LAWS

Consistent with i) the Act of Senate¹ (hereafter “the Act”) by which The Canadian Council of Churches (hereafter “the Council”) was incorporated and which received Royal Assent on 7 June 1956, and ii) the resolution of the Executive Committee of 29 May 1956 concerning “Incorporation”, by which the Constitution of the unincorporated Council was adopted as the Constitution of the then newly incorporated Council, the present version of the Constitution, duly ratified by the Council in general meeting (aka Governing Board) on 19 May 2021, is understood, like those versions before it, to be a regulatory document of the Council, and its purpose, in relation to the Act, to which it is subordinate, is to interpret or elaborate on the Act in a manner both consistent with the Act itself and responsive to new needs and/or expressions of the Council as a living institution, as per section 6 (f) of the Act. This interpretation or elaboration is likewise reflected in the by-laws of the Council, which are subordinate to the Act and the Constitution, but are generally more adaptable to needs as they arise.

II. THE DIRECTORS OF THE COUNCIL

Corporate statutes in general impose two principal duties on Directors: fiduciary duty and duty of care.

There are two types of directors, “Directors by right”, and “Directors by function”. A Director by right is an Officer of the Council and is named as a Director in government filings, such as the registered charities registry. A Director by function is a member of the Governing Board (the Council in general meeting), but who has not been named as a Director in government filings. Both Directors by right and by function have the same level of fiduciary responsibility and duty of care for the Council.

Members of the Governing Board fulfill their fiduciary duty and duty of care through their own actions and by holding its Executive Committee accountable.

¹ *An Act to incorporate The Canadian Council of Churches*. Bill Q⁵, The Senate of Canada, 3rd Session, 22nd Parliament, 4-5 Elizabeth II, 1956. (Assented to 7th June, 1956.) An electronic copy may be found here (accessed on 10 March 2021): <https://archive.org/details/actsofparl1956v02cana>.

CONSTITUTION

THE CANADIAN COUNCIL OF CHURCHES

ARTICLE I: NAME AND CORPORATION

SECTION 1:

The name of this body shall be The Canadian Council of Churches, hereinafter referred to as "the Council".

SECTION 2:

The Council shall be incorporated under the laws of Canada. An act to incorporate the Canadian Council of Churches was assented to on 7 June 1956 by Her Majesty by and with the advice and consent of the Senate and House of Commons of Canada², hereinafter referred to as "the Act".

ARTICLE II: BASIS

The Canadian Council of Churches is a community of churches which confess the Lord Jesus Christ as God and Saviour according to the Scriptures and therefore seek to fulfil together their common calling to the glory of one God, Father, Son and Holy Spirit, and also other churches which affirm the same faith but which do not make doctrinal confessions.

ARTICLE III: PURPOSES AND FUNCTIONS

The Canadian Council of Churches responds to Christ's call for unity and peace, seeks Christ's truth with an affection for diversity, and acts in love through prayer, dialogue, and witness to the gospel.

² *An Act to incorporate The Canadian Council of Churches*. Bill Q⁵, The Senate of Canada, 3rd Session, 22nd Parliament, 4-5 Elizabeth II, 1956. (Assented to 7th June, 1956.)

The purposes and functions of the Council shall be to serve God's mission in the world, to give expression to the unity which is offered to the world through Jesus Christ, to witness to the continuing renewal of the Church by the Holy Spirit, to promote the growth of ecumenical and missionary obedience among all Christians, and to facilitate common action by the member churches.

To this end the Council's purposes and functions more specifically shall be:

A. PURPOSES

1. To engage in ecumenical education, training and action by which God's mission may be served and the life of the Church may be renewed.
2. To study, speak and act on conditions which involve moral and spiritual principles inherent in the Christian Gospel, particularly when issues of justice, liberty, peace and war, and human rights and relationships are of urgent concern.
3. To challenge the member churches in matters of common concern which may require statements or action on their part.
4. To bring the member churches into living encounter with one another, and to promote understanding and helpful relationships among them and with other Christian churches and religious bodies in Canada.
5. To assist the churches in the examination of their witness and service in accordance with their understanding of the purpose of God to bring all things on earth and in heaven into unity in Jesus Christ.
6. To respond creatively to social change and, in the name of Jesus Christ, to influence directly or indirectly the process of change in the movements of Canadian history.
7. To encourage youth participation in the Council, so that each member church and all of us together may nurture and be nurtured by youth in the search for Christian unity, and may cultivate a desire for that unity in future generations.

B. FUNCTIONS

1. To provide a central coordinating service through which member churches and agencies can share their individual and collective resources (e.g. personnel, finances, research,

planning) for application towards activities in which all or any members wish to participate.

2. To gather information and share it with the member churches and agencies.
3. To carry out experimental, innovative programs arising from the request of a church or group of churches or in response to a specific opportunity, and approved by the Governing Board.
4. To provide a coordinating service at the request of the member churches and related agencies for the preparation and submission of briefs and statements to all levels of government, other organizations and the public in compliance with the provisions of the regulations of the Income Tax Act and the Lobbying Act. From time to time the Council may suggest to the churches and related agencies concerns and issues which ought to be the subject of such briefs and statements.
5. To be a vehicle through which member churches, related agencies and other interested parties can come together to discuss, study and act on basic issues of mutual concern in faith and worship, witness and service.
6. To assist the member churches, related organizations and other interested bodies, with their response to ecumenical initiatives and activity such as those represented by the World Council of Churches; and to aid in the development of ecumenism in Canada through assistance, when required, to local and regional ecumenical groups.

ARTICLE IV: FORUM

The Canadian Council of Churches and all its parts shall function as a forum. In forum responsibility for all positions and views, doctrines, calls for action and decision to act, shall rest with the individual churches who have joined in any given dialogue. Church representatives shall speak with the authority and the mandate of the churches which they represent. Actions taken in the name of the Council as a whole will be those to which every member church has given consent.

The forum model recognizes our diversity and provides a method by which we can work together, acknowledging our unity as Christians, yet remaining faithful to the particularity of our respective

traditions. It allows the widening of the ecumenical circle and has the potential for providing renewed commitment to ecumenism. To function properly this model relies on the concept that all representatives are expected to be able to speak for their churches. It is recognized that the authority with which the members speak will depend on the polity of the churches they represent. Such a method of interaction will facilitate the engagement of members and member churches in theological reflection on issues of common concern and in determining action as appropriate.

ARTICLE V: MEMBER CHURCHES

SECTION 1:

The member churches shall be the Christian Church bodies in Canada which have approved the Constitution and accepted the Basis (Article II)³ or are subsequently admitted to membership in the Council as provided in Section 2 of this Article.

SECTION 2:

A Christian Church body in Canada which satisfies the criteria for membership may be admitted to membership in the Council by a majority vote of the representatives present at a meeting of the Governing Board, provided that the delegations of at least two-thirds of the member churches are present and voting, each delegation casting a single vote approving such admission.

This action shall be communicated to the churches which are members of the Council, and unless objection is received from a more than one-third of the member churches within six months the applicant shall be declared elected.

The applicant church body shall certify to the officers of the Council its approval of the Constitution, its acceptance of the Basis set forth in Article II and its desire and purpose to participate fully before final steps towards admission are taken.

Full participation shall mean attending at least one meeting of the Governing Board each year and giving financial support to the work of the Council according to the provisions of the By-laws.

³ Without prejudice to the Act (1956).

In the case of noncompliance, the Board, after consultation with the member church in question, may suspend voting privileges.

SECTION 3:

All assets acquired by the Council shall belong solely to the Council during its continued existence. A member church which withdraws from the Council shall have no right or claim to any of the assets of the Council.

SECTION 4:

In the event of the dissolution or discontinuance of the Council, its assets shall be divided among the current member churches in proportion to their financial support of the Council.

ARTICLE VI: ASSOCIATE MEMBERSHIP

SECTION 1:

Any church which has been recognized by the Governing Board as being in agreement with the Basis of this Constitution⁴ may be given recognition as an associate member with the privilege of participation in work being carried forward by the Council in accord with provisions as stated in the By-laws. This provision shall apply to churches whose membership is less than the requirement, or those wishing an interim association with the Council.

SECTION 2:

Associate membership is intended to provide the opportunity for a non-member church to enter into a working relationship with the Council with a view to deepening and furthering the ecumenical movement in Canada.

SECTION 3:

Associate members may participate in all activities of the Council and will contribute to the financial support of the Council as provided in the By-laws. They will have voting privileges except in matters affecting membership or the constitution.

⁴ Without prejudice to the Act (1956).

ARTICLE VII: PARTICIPATION BY NON-MEMBER ORGANIZATIONS

SECTION 1:

A church not a member of the Council, but which has been recognized by the Governing Board as being in agreement with the Basis of this Constitution may be given recognition as an Observer with the privilege of participation in work being carried forward by the Council in accord with provisions as stated in the By-laws.

SECTION 2:

A board or agency of a church which is not a member of the Council but has been recognized by the Governing Board as being in agreement with the Basis of this Constitution may be given recognition as an affiliated board or agency with the privilege of participation in work being carried forward by the Council in accord with provisions as stated in the By-laws.

SECTION 3:

An organization which has been recognized by the Governing Board as being maintained for distinctly Christian purposes may be given recognition, in accord with provisions as stated in the By-laws, as a related movement with the privilege of participation in work being carried forward by the Council.

SECTION 4:

An organization which has been recognized by the Governing Board as being maintained for distinctly Christian purposes may be given recognition, in accord with provisions as stated in this Constitution or in the By-laws, as an organization in relationship with the Council.

ARTICLE VIII: AUTHORITY AND POWERS

The basic governing body of the Council shall be the Governing Board which is understood to be the "Council in general meeting" (see the Act, Section 5) and its members exercise fiduciary duty and the duty of care for the Council.

SECTION 1:

The Governing Board shall have authority to:

- a) regulate the Council's proceedings and to conduct its activities in accordance with the Act, this Constitution and the By-laws of the Council;
elect or appoint the necessary officers and members of its executive staff, terminate their service when it deems this advisable, and fill vacancies, as set forth in the By-laws;
- b) oversee, review and coordinate the work of its Committees and Commissions;
- c) obtain, appropriate, and administer funds for its work and control its finances and business;
- d) determine the external relations of the Council to religious and secular organizations and movements; and
- e) purchase, receive by gift or bequest, or devise or otherwise acquire and hold, manage, sell, convey or otherwise dispose of real and personal property.

SECTION 2:

The Governing Board shall not legislate for its member churches; nor shall it act for them except as may be indicated in this Constitution or with the specific consent of the Churches.

SECTION 3:

A member church may formally register its dissociation or abstention from any action or statement by the Council. Such dissociation or abstention shall be recorded in the minutes of the meeting at which action or statement is voted on, and also recorded in any publication of the action or statement.

SECTION 4:

The Governing Board shall submit to the member churches annual reports of the Council's activities and may make recommendations on matters of common interest.

ARTICLE IX: GOVERNING BOARD, COMMITTEES AND COMMISSIONS

SECTION 1:

The Governing Board shall consist of the officers of the Council and one to three representatives of each member or associate member church according to the following formula:

churches of up to 25,000 members:	1 member
churches of 25,001 to 150,000 members:	2 members
churches of more than 150,000 members:	3 members

All such representatives shall be named by their churches from among those who are competent to speak for them, familiar with their policies and able to discern what will work in them.

In the event that a representative of one of the participating churches is elected as an officer, that church shall have the privilege of naming another representative. In case a representative is prevented from attending any meeting of the Governing Board, that seat may at such a meeting be filled by an alternate selected by the participating church or commission.

In addition, there shall be three youth members of the Governing Board elected by the Governing Board from the slate nominated by the churches. The cost of participation of these members is to be borne by the Council.

SECTION 2:

The Executive Committee, which is required to consist of no less than twelve members, shall be the officers of the Council, the Chairs of Commissions, the Chair of the Management Committee of Project Ploughshares, the Chair of the Personnel Committee and up to three members-at-large to be approved by the Governing Board to assure balanced representation from member churches. The Executive Committee exercises fiduciary responsibility and duty of care by managing the affairs of the Council, taking responsibility for emergency matters, and conducting such business as the Governing Board may assign. All members have the right to voice and vote. The Executive Committee is accountable to the Governing Board.

All members of the EC shall discharge their roles with integrity and for the good of the Council with voice and vote within the EC. The Officers alone vote in the Governing Board, since they are directors of the incorporated Council with fiduciary responsibility and duty of care for the Council as a whole.

SECTION 3:

Commissions, Standing Committees, and other Committees may be established as the Governing Board may determine.

ARTICLE X: OFFICERS

SECTION 1:

The officers of the Council shall be the President, the immediate past President, the Vice-Presidents, the General Secretary and the Treasurer. Each officer shall be a member of one of the member churches. Persons from associate member churches may serve in all offices except those of President and General Secretary.

SECTION 2:

The President and Vice-Presidents shall be elected by the Governing Board for a three-year term of office, non-renewable. The President or one of the Vice-Presidents shall preside over the Assembly and over the meetings of the Governing Board and its Executive Committee.

SECTION 3:

The General Secretary shall be appointed by the Governing Board for a term or terms of years as the Board may determine. The General Secretary shall be *ex-officio* secretary of the Governing Board and its Executive Committee. The General Secretary shall declare any conflicts of interest and be recused from decisions regarding the General Secretary's employment or any other area where there may be a conflict of interest.

The General Secretary shall be the chief executive officer of the Council, responsible to the Governing Board for recommending and implementing policy and program and for administering the work of the Council. The Executive Committee supervises the work of the General Secretary.

SECTION 4:

The Treasurer shall be the chief fiscal officer of the Council, elected by the Governing Board for a term or terms of years as the Board may determine. The Treasurer shall be a member of the Executive Committee and report to the Governing Board.

SECTION 5:

The President and the General Secretary shall be the principal interpreters and spokespersons of the Council.

ARTICLE XI: THE ASSEMBLY

From time to time the Governing Board may call an Assembly of the Council. This Assembly provides an occasion for Christian prayer and witness. It will function as a forum for bringing together, sharing and celebrating the Canadian ecumenical life which is being expressed in the work of its Commissions and other institutions and endeavours. It will also provide an opportunity for ecumenical education and a place to identify new ecumenical opportunities and challenges.

ARTICLE XII: MEETINGS

SECTION 1:

Normally, the Governing Board shall meet twice a year; one meeting will be considered an annual meeting of the Members of the Council.

SECTION 2:

The Executive Committee shall meet at the call of the President (or a Vice-President designated by the President) at least three times a year.

SECTION 3:

One-half of the members of the Governing Board and two-thirds of the members of the Executive Committee shall constitute respective quorums for the transactions of business. In the case of the Governing Board, this number shall include representatives of at least fifty per cent of the member churches.

ARTICLE XIII: STAFF

SECTION 1:

The Council shall have a General Secretary and such other executive personnel appointed by the Governing Board as may be required from time to time.

SECTION 2:

The General Secretary shall exercise administrative responsibility over the other members of the staff.

SECTION 3:

The General Secretary shall be ex-officio secretary of the Governing Board and its Executive Committee.

SECTION 4:

No member of the staff may serve as a representative of a church.

ARTICLE XIV: FINANCIAL SUPPORT

SECTION 1:

The regular financial support of the Council shall be derived mainly from appropriations made by the member and associate member churches assessed by the Governing Board on the basis of a formula provided in the By-laws, unless otherwise negotiated between a church and the Governing Board.

SECTION 2:

Special projects of emergency work shall be financed from funds available to the Council or by such means as the member churches may determine in each case.

ARTICLE XV: BY-LAWS

By-laws consistent with this Constitution may be adopted or amended by a two-thirds vote of the representatives present and voting at a duly called meeting of the Governing Board, provided that notice in writing of each proposed new By-law or amendment shall have been sent to each representative and to each member church at least thirty days before the date of the meeting.

A provision of the By-laws may be suspended by a three-fourths vote of the representatives present and voting at any meeting of the Governing Board.

ARTICLE XVI: AMENDMENTS

Amendments to this Constitution may be proposed in writing at any meeting of the Governing Board. Notice in writing of any amendment thus proposed shall be sent by the General Secretary to each representative and to each member church. Action on such proposed amendment may be taken at the first meeting of the Governing Board held five months or more after the sending of such notice. Provided that two-thirds of the member churches are represented and voting, the proposed amendment may be adopted by a two-thirds majority of those voting. If a proposed amendment is accepted by the Governing Board, the amended version shall be referred to the member churches for approval and shall be considered adopted when it receives the endorsement of two-thirds of the member churches.

THE CANADIAN COUNCIL OF CHURCHES CONSTITUTION AND ACT OF INCORPORATION HISTORY

Constitution creating The Canadian Council of Churches first adopted on 26 September 1944.

An Act to incorporate The Canadian Council of Churches was passed by the Senate on 13 March 1956 and assented to on 7 June 1956.

The Constitution and By-Laws of the unincorporated Canadian Council of Churches were agreed to be the Constitution and By-Laws of The Canadian Council of Churches now incorporated by the Executive Committee of The Canadian Council of Churches on 29 May 1956.

A revised Constitution was adopted by the Seventeenth Meeting (First Triennial Assembly) of The Canadian Council of Churches on 27 November 1969.

The Constitution was amended by the Eighteenth Meeting (Second Triennial Assembly) of The Canadian Council of Churches on 29 November 1972.

The Constitution was amended by the Twenty-Second Meeting (Sixth Triennial Assembly) of The Canadian Council of Churches in May 1985.

The Constitution was amended by the Governing Board of The Canadian Council of Churches in November 1993.

The Constitution was amended by the Governing Board of The Canadian Council of Churches in November 2000.