

FAQ for the Incorporated Association

Contents

1.1	When did CAPhO incorporate?	1
1.2	Why did CAPhO incorporate?	1
1.3	Why did CAPhO incorporate in British Columbia?	1
1.4	Did the Bylaws change and where can I read them?	1
1.5	What are the benefits of an incorporated association?	2
1.6	Will incorporation have an effect on my CAPhO membership?	2
1.7	Will CAPhO's governance model change with incorporation?	2
1.8	What is the composition of the Board of Directors?	2
1.9	Why are there two appointed Directors?	2
1.10	Why are Officers appointed and not elected?	2
1.11	When are Officers appointed?	3
1.12	Who were CAPhO's first Directors after incorporation?	3
1.13	When is the call for nominations and the next election?	3
1.14	When does the first AGM take place?	3

1.1 When did CAPhO incorporate?

CAPhO was incorporated under the British Columbia (BC) Societies Act on December 21, 2017 as a member funded Society.

1.2 Why did CAPhO incorporate?

As an incorporated not-for-profit (NFP) corporation, CAPhO is a legal entity, and recognized by the legal system as having rights and responsibilities. Prior to incorporation, and as an unincorporated NFP organization, CAPhO was an agreement between members with no legal status.

1.3 Why did CAPhO incorporate in British Columbia?

The BC Societies Act is the most modern non-profit legislation in Canada and is noted for its flexibility in governance regulation, and for its encouragement of technology as a means of engagement with stakeholders. Also, regardless of what jurisdiction CAPhO incorporates in, it must register in each province in which it conducts business. CAPhO conducts its business in BC where its Association Management Office is located.

1.4 Did the Bylaws change and where can I read them?

Yes. Part of the incorporation process required that the Bylaws be updated according to the BC Societies Act. The Bylaws are posted on the website and can be viewed at:

<http://www.capho.org/about/bylaws>

1.5 What are the benefits of an incorporated association?

Incorporation gives an NFP Corporation legal status, allowing CAPHO to enter into contracts, purchase assets, own property, borrow money and generally conduct business. The incorporation limits the liability of the members who are not personally liable for the debts of the corporation.

Other advantages of incorporation include:

- The continuity of the organization is assured, even if there is a change in membership;
- The organization has the ability to initiate legal action in its own name; and
- The chances of receiving grants are greatly enhanced due to the perceived stability and structure as a corporation.

Source: Miller, Jeffrey, "Should a not-for-profit organization incorporate?", Hilborn: Charity eNews, www.charityinfo.ca/articles/should-a-not-for-profit-organization-incorporate

1.6 Will incorporation have an effect on my CAPHO membership?

No. On the date of incorporation, any person who was a member of the unincorporated association, and who is eligible, in accordance with the new Bylaws, automatically became a member in the appropriate class of membership.

1.7 Will CAPHO's governance model change with incorporation?

Yes. CAPHO's governance model will change from an Executive Committee consisting of appointed Committee Chairs and an elected Treasurer and President-elect to a Board of Directors elected by the members. The Directors will appoint the Officer positions of President, Vice-President, and Treasurer, as well as committee chairs as required. The Past President is also an officer and automatically moves into the position after serving as President.

1.8 What is the composition of the Board of Directors?

The Board is composed of 12 Directors, nine of which are elected, two of which are appointed, and one of which is the Past President. As required by the Act, one Director must be from BC, and can be one of the two appointed Directors, if needed.

1.9 Why are there two appointed Directors?

According to the bylaws, the Board of Directors is allowed to appoint up to two qualified members as Directors, in addition to those elected by the members. This gives the board the flexibility to recruit Directors based on the needs of the Association. The board has complete discretion in who it appoints, provided they meet the qualifications in the bylaws.

1.10 Why are Officers appointed and not elected?

The appointment of Officers is to allow the Board of Directors, who are elected by the members, to select the right person for the job based on qualifications and experience as well as the needs of the Association in the coming year.

1.11 When are Officers appointed?

Once the election is closed and the Annual General Meeting (AGM) concludes, the newly elected Directors and the PastPresident form the board. They are then able, at the first meeting of the Directors following the AGM, to appoint additional Directors (no more than two) and appoint the Officers (President, Vice-President and Treasurer). All Officers must be Directors. The selection of Officers can be by consensus of the board, or by confidential vote if there is no consensus or multiple persons seeking appointment to a single position. The appointment of Officers happens each year following the AGM, and it is possible for the board to appoint the same Director as an Officer in multiple consecutive years, if they collectively wish to do so.

1.12 Who were CAPHO's first Directors after incorporation?

The first Directors were those who served on CAPHO's Executive Committee prior to incorporation, as follows:

- Adam Gordon
- Coleen Schroeder
- Colleen Thurber
- Esther Jadusingh
- Glenn Myers
- Joan Beliveau
- Mark Pasetka
- Philip Shaheen
- Soha Ahrari
- Tara Leslie
- Tom MacFarlane

The Officers appointed by the first Directors were those serving as officers prior to incorporation, as follows:

- Mark Pasetka, President
- Philip Shaheen, Vice-President
- Esther Jadusingh, Treasurer
- Joan Beliveau, Past President

1.13 When is the call for nominations and the next election?

As required by the BC Societies Act, the first Directors serve until the conclusion of the first AGM, unless they resign or cease prior to the AGM. A full election of the Board of Directors of the newly incorporated CAPHO will take place electronically during a two-week period in April 2018 and after a two-week call for nominations in March 2018. Nominations must be in writing online and self-nominations are encouraged. Further basic rules are set out in the [bylaws](#) and more information is available through CAPHO's Weekly Enews and on the website. The current President will automatically become the Past President after the AGM.

1.14 When does the first AGM take place?

The first AGM takes place on Saturday, May 5, 2018 at 12:25 at the Hilton Lac-Leamy in Gatineau-Ottawa, Quebec during CAPHO's annual [Conference 2018](#).