

**THE INTERNATIONAL CORRECTIONS AND PRISONS ASSOCIATION FOR
THE ADVANCEMENT OF PROFESSIONAL CORRECTIONS**

CONSTITUTION

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT
SHARE CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT**

To the Minister of Industry Canada

I

The undersigned hereby apply to the Minister of Industry Canada for the grant of a charter by Letters Patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of THE INTERNATIONAL CORRECTIONS AND PRISONS ASSOCIATION FOR THE ADVANCEMENT OF PROFESSIONAL CORRECTIONS.

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same as or similar to the name under which any other company, society, association or firm, in existence or carrying on business in Canada or incorporated under the laws of Canada or any province thereof or so nearly resembles same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract.

The name, the address and the occupation of each of the applicants are as follows:

NAME	ADDRESS	OCCUPATION
Dr. Ole Ingstrup	340 Laurier Avenue West 4 th Floor Ottawa, Ontario K1A 0P9 Canada	Commissioner Correctional Service of Canada
Mr. Brendan Reynolds	440 King Street West P.O. Box 1174 Kingston, Ontario K7L 4Y8 Canada	Deputy Commissioner Ontario Region Correctional Service of Canada
Ms. Lynn Ray	233 Gilmour Street Suite 603 Ottawa, Ontario K2P 0P9 Canada	National President Union of Solicitor General Employees

The said Dr. Ole Ingstrup, Mr. Brendan Reynolds, and Ms. Lynn Ray will be the first directors of the Corporation.

III

The objects of the Corporation are:

To contribute to public safety and healthier communities by encouraging and enabling best correctional practices in prisons and outside communities.

The work of the Corporation will be based upon the following shared values:

- 1) The enhancing of public safety by the development of sound corrections and criminal justice policy.
- 2) The respect for the dignity of all individuals and the protection of their rights in accordance with the United Nations Standards and Norms in Criminal Justice, including the Universal Declaration of Human Rights.
- 3) The expansion and testing of the theoretical and empirical body of knowledge that underpins professionalism in corrections.
- 4) The open and free sharing of ideas, knowledge, values and experience that is essential for sustained growth and development of all communities.
- 5) The importance of strong partnerships, built upon mutual respect and ongoing collaboration.
- 6) The recognition that sound correctional practices contribute to harmony, health, and prosperity of communities.

For the above purposes, the corporation will carry out the following:

- a) Promote, maintain and strengthen co-operation between individuals, institutions, organizations and associations interested in corrections and criminal justice policies which affect corrections and prisons;
- b) Encourage the involvement of victims, offenders' families, volunteer organizations and other elements of the community in finding helpful and workable solutions to correctional and criminal justice issues;
- c) Promote best practices;
- d) Organize conferences, seminars and workshops;
- e) Be a centre for the dissemination of information and literature on activities and research;
- f) Promote co-operation and collaborative initiatives between jurisdictions in areas of common interest;
- g) Encourage and promote research;
- h) Promote staff exchanges and study visits between interested jurisdictions;
- i) Enhance public education, understanding and involvement in correctional matters;
- j) Provide support for, collaborate with, and generally facilitate the work of bilateral and multilateral agencies providing technical assistance or training in the field of corrections;
- k) Promote the study of correctional matters at a tertiary level of education.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated is the City of Ottawa in the Province of Ontario or such other place in Canada as the Corporation may by by-law determine from time to time.

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more organizations carrying on similar activities.

VII

In accordance with Section 65 of the Canada Corporation Act, it is provided that, when authorized by by-law, duly passed by the Directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the Directors of the Corporation may from time to time:

- a) borrow money upon the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the Corporation;
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to the officers of the Corporation. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

VIII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

IX

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of Ottawa, in the Province of Ontario, this __ day of _____ ,
1998.

**THE INTERNATIONAL CORRECTIONS AND PRISONS ASSOCIATION FOR
THE ADVANCEMENT OF PROFESSIONAL CORRECTIONS**

GENERAL BUSINESS BY-LAWS

Article I – Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

Article II – Head Office

1. Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Ottawa in the Province of Ontario, or such other place in Canada as the Corporation may by by-law determine from time to time.

Article III - Conditions of Membership

1. All applications for membership shall be made to and be dealt with by the Board which shall, in its absolute discretion, admit to membership such of those institutions and individuals as are able in its opinion to further the objectives of the corporation.
2. There shall be three classes of membership with voting privileges at special or general meetings of the members, as set out below:
 - a) Individual members with one vote each;
 - b) Institutional members including:
 - i) An "**Institutional Membership**" comprises of any government department, agency; private sector organization, and non-government organizations.

For those of the above who have the capacity to provide further financial support to the organization the following institutional membership categories will be available:

- ii) **Sustaining Member** A Sustaining member will receive the benefits of an Individual member and will receive formal recognition of their contribution in the corporation's Annual Report. This category will be primarily directed but not limited to private businesses supportive of the interests and concerns of the corporation and its members.
- iii) **Sponsor Member** A Sponsor member will receive the benefits of an Individual member and will receive formal recognition of their contribution in the corporation's formal publications. This category will be primarily directed but not limited to businesses, foundations and associations supportive of the interests and concerns of the corporation and its members.

- iv) **National Membership** A National member will receive the benefits of an Individual member and will receive formal recognition of their contribution in the corporation's formal publications. This category will be directed but not limited to governments, agencies and departments supportive of the interests and concerns of the corporation and its members.

Each institutional member shall have three (3) votes to be exercised by one delegate appointed by the institutional member in writing.

Individual members of any of the Institutional Membership categories are free to apply for individual membership in the corporation.

- c) **Affiliated National or Regional Association Membership.**

There shall be a category of membership for Affiliated National or Regional Associations, which will be admitted on a group basis. Affiliated membership in this category will be open to the entire membership (as a group) of existing national associations provided that the national association has interests and activities which are broadly similar to or supportive of the interests and concerns of the corporation and its members. The National Branch of the incorporation in any country, and any other eligible national or regional associations, may apply for affiliated membership in this category. The basis of such affiliated membership, membership fees, and other matters relevant to such category of membership will vary on a case by case basis, as set out in an Affiliation Agreement to be approved by the Board.

Affiliated national and regional associations will not have voting privileges. Individual members of such associations are free to apply for individual membership in the corporation.

3. The Board, subject to the approval of the Members of the incorporation in General Meeting, and by amending these Bylaws, may establish additional or alternative categories of membership, and may at the same time determine the privileges of members in such categories.
4. Membership fees for all classes of membership shall be determined by the Board, subject to the approval of the Members in General Meeting.
5. Members may resign at any time by notifying the Board accordingly.

Article IV - Honourary Life Members

Honourary Life Members shall be persons of eminence acknowledged for their standing, or for their services to the corporation or for their contribution to criminal justice generally. A nomination for an Honourary Life Membership may be made by any Member to a Member of the Board of Directors. On approval by the Board of Directors, the nominee for Honourary Life Membership will be invited to accept the membership and upon agreement, such membership will be announced at the Annual General Meeting.

Article V - General Meetings

1. The members of the incorporation shall meet in general meeting at least once every year at the Head Office of the corporation or at such other place as the Board may determine. When the circumstances so require, a special meeting shall be convened upon a request in writing addressed to the Executive Director and signed by not less than one-third of the voting members or upon a resolution of the Board passed in accordance with this By-law.
2. The meetings may be held through electronic means, but everyone must have equal access to the technology through which the meeting is to be held for the meeting to be valid.
3. The Annual General Meeting shall govern the affairs of the corporation, and shall issue guidelines to the Board established under this Bylaw for the general operation and management of the corporation's activities. In addition to such other powers as are conferred upon it elsewhere in this Bylaw, the General Meeting shall have power to:
 - a) elect the members of the Board of Directors;
 - b) approve, vary and confirm the minutes of the previous General Meeting;
 - c) receive, consider and adopt, with or without modification, a report from the Board on the activities of the corporation since the last General Meeting, which reports shall include annual accounts for each year under review which shall be certified by the corporation's auditors;
 - d) approve or vary the future work programmes and the estimates or plans of income and expenditure as recommended by the Board;
 - e) resolve any points of difficulty referred to it by the Board;
 - f) delegate to the Board such authority as the General Meeting deems fit to facilitate the operation of the corporation's affairs in the interval between General Meetings;
4. The Executive Director shall give at least ninety days written notice to all Members of the dates and venue of a General Meeting. Notice of any meeting where special business shall be transacted shall contain sufficient information to permit a member to make a reasoned judgment.
5. Decisions at General Meetings, if required to be voted upon, shall be taken as follows:
 - a) A resolution put to the vote shall be decided by a majority of the votes by a show of hands of those present and entitled to vote, except where the Act or these bylaws otherwise provide, with each Institutional Member having three (3) votes, each Individual Member having one (1) vote. Where an Institutional Member is represented by more than one delegate it shall notify the Executive Director in writing (before the meeting commences) of the name of its voting delegate.
 - b) Proxy votes are not allowed.
 - c) At least 10 members and in addition at least 5 members of the Board of Directors present at a meeting will constitute a quorum. Unless formal notice of a resolution has been received in writing by the Executive Directors not less than ninety days prior to the General Meeting, or the resolution has been proposed by the Board, a resolution passed at a General Meeting becomes binding on the corporation only

when it has been adopted subsequently by the Board. If it does not adopt a resolution, it is the duty of the Board to bring the resolution before the next General Meeting. If the resolution is then passed it becomes binding on the corporation.

6. When elections of Officers and Board members are required, the Executive Director will give written notice to all members of the corporation at least ninety days in advance of the General Meeting. Nominations must be received by the Executive Director within at least thirty days of the General Meeting. All nominations must be duly signed by the candidate being nominated, and include a short written statement about the candidate. The Executive Director will ensure that all eligible voting members receive a ballot at the General Meeting. The candidate(s) receiving the highest number of votes shall be elected.

Article VI – The Board of Directors

1. The management of the business of the corporation subject to such directives as shall be given by the General Meeting shall vest in a Board of Directors, which shall be called the Board, (and is referred to throughout this by-law as the Board or Board). There shall be a minimum of seven and a maximum of twenty members of the Board. Board members must be individuals, 18 years of age or over, with the capacity in law to contract.
2. The applicants shall become the first Directors of the Corporation. Their term of office on the Board shall continue for a four-year term or until their successors are elected. All other members of the Board shall hold office for a four-year term, until their successors are elected at a General Meeting or until one or more of the following occurs;
 - a) the member of the Board resigns in writing to the Executive Director of the corporation;
 - b) a majority of members of the corporation pass a resolution at a general meeting removing the member of the Board;
 - c) the member of the Board is found to be incapable of contracting in law;
 - d) the member of the Board becomes bankrupt or suspends payment or compounds with his creditors; or
 - e) the member of the Board dies.
3. Vacancies of members on the Board between General Meetings may be filled on an interim basis by appointment made by the Executive Committee of the corporation.
4. The members of the Board shall serve as such without remuneration and no member of the Board shall directly or indirectly receive any profit from his position as such; provided that a member of the Board may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed so as to preclude any member of the Board from serving the corporation as an officer or in any other capacity and receiving compensation therefor.
5. The Board shall comprise the Officers of the corporation and up to twelve members who shall be elected by the General Meeting from the members or representatives of member organizations of the corporation. In addition to the officers and the members of the

Board, the Board may appoint not more than four other persons, including the immediate past President of the corporation, to serve as Board Members.

6. No member of the Board may serve in the same position for more than two (2) four year terms, whether consecutive or otherwise.
7. The membership of the Board shall be comprised, so far as practicable, of at least one member from each of the following regions; Europe, Africa, North America, Asia, Oceania, Latin America, and one representative for International Prison Workers.

Article VII - Duties of Members of the Board of Directors

1. The Board shall, subject to the general control and direction of the General Meeting:
 - a) convene General Meetings in accordance with Article V, and establish their provisional agendas, and the dates and venues of such meetings;
 - b) issue invitations to individuals and associations concerned with correctional issues to attend General Meetings as observers;
 - c) present reports to the Annual General Meeting reviewing the activities undertaken by the corporation since the preceding Annual General Meeting;
 - d) circulate such other reports to members of the corporation on the activities of the corporation as it thinks fit or as may be called for by the Annual General Meeting;
 - e) plan and propose the work programme for the corporation for consideration by the General Meeting;
 - f) receive and manage funds on behalf of the corporation;
 - g) present a financial report, including annual accounts, certified by the auditors of the corporation, for the years under review and the provisional budget for the following years, for consideration by the Annual General Meeting;
 - h) implement the corporation's work programme as approved at the General Meetings, with such authority to modify the circumstances as a General Meeting may from time to time determine;
 - i) appoint the Executive Director of the corporation and fix the remuneration and other terms and conditions of employment associated with the post;
 - j) approve affiliation agreements with national and regional associations and approve such measures of support as the Board considers appropriate from time to time to develop and strengthen national or regional associations, sufficient to enable them to be admitted to affiliated membership;
 - k) do all other acts as appear to be necessary or fitting to be done in order to carry into full operation and effect the objectives of the corporation.

Article VIII - Board of Directors' Meetings

1. The Board shall meet on the occasion of each Annual General Meeting. The Board shall also meet on reasonable notice in writing when a written request for such a meeting is

sent to the Executive Director by not less than three (3) members of the Board. Meetings of the Board shall be held at such time and place, as the Board shall decide.

2. The quorum for meetings of the Board shall be the presiding officer and five (5) members of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.
3. Decisions of the Board may be made by a simple majority of members present and voting. Each member shall have one (1) vote and the vote will be taken by a show of hands. In the case of an equality of votes on any question at a meeting of the Board, the Chair of the meeting shall be entitled to a second or casting vote.
4. The Board may, if it thinks fit, transact any business by the circulation of papers and a decision approved in writing by all of its members shall have the same effect as if it had been made at a meeting of the Board.
5. Board meetings may be held through electronic means, but everyone must have equal access to the technology through which the meeting is to be held for the meeting to be valid.

Article IX - Officers

1. The officers of the corporation shall be a President, a first International Vice-President, a second International Vice-President and a Treasurer.
2. Each Officer shall hold office for a maximum of a four year term, until the election of a successor at an Annual General Meeting of Members or until one or more of the following occurs;
 - a) the officer resigns in writing to the Executive Director of the corporation;
 - b) a majority of members of the corporation pass a resolution at a general meeting removing the officer;
 - c) the officer is found to be incapable of contracting in law;
 - d) the officer becomes bankrupt or suspends payment or compounds with his creditors;
or
 - e) the officer dies.
3. Vacancies of officers of the corporation between Annual General Meetings may be filled on an interim basis by appointment made by the Board of Directors of the corporation.
4. No officer may serve in the same position for more than two (2) four year terms, whether consecutive or otherwise.

Article X – Duties of Officers

1. The President shall be the chief executive officer of the Corporation and shall preside as Chair at all meetings of the corporation and of the Board of Directors. The President shall have the general and active management of the affairs of the corporation.
2. In the absence of the President, the Chair at meetings of the corporation and of the Board of Directors shall be taken by such person as the members or the Board shall determine by election.
3. The Treasurer shall have responsibility for the funds and securities of the Corporation, and shall keep full and accurate records of all assets, liabilities, receipts and disbursements of the Corporation in the books of the Corporation.
4. Any Officer shall perform such other duties as may be directed by the Board of Directors.
5. Remuneration of the officers, if any, shall be determined by the Board of Directors.

Article XI - Executive Committee

1. There shall be an Executive Committee of the Board composed of the Officers and the Executive Director of the corporation and such other members of the Board as are appointed by the Board. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by majority vote of the Board. Executive Committee members shall receive no remuneration for serving as such, but may be entitled to reimbursement for reasonable expenses incurred in the exercise of their duties.
2. Meetings of the Executive Committee shall be held at any time and place and upon reasonable notice to be determined by the members of such Committee. A quorum of the Executive Committee shall be 3 members if the President is attending, but otherwise shall be 4 members.

Article XII - Staff of the Corporation

1. The Board shall appoint an Executive Director of the corporation who shall be responsible to the Board. The duties of the Executive Director, in addition to such other duties as are laid down in this By-law or determined by the Board, shall be: -
 - a) to act as Secretary of the Board and the Executive Committee;
 - b) to act as custodian of the corporate seal of the corporation and certify documents issues by the corporation when certification is required;
 - c) to administer the day to day business and affairs of the corporation;
 - d) to keep the Accounts of the corporation and operate within the authorized plan of expenditure;
 - e) to prepare and issue the publications of the corporation;
 - f) to maintain relations with members of the corporation;

- g) to prepare and circulate documents for General Meetings and for meetings of the Board;
 - h) to present to the Board each year an annual statement of accounts certified by the auditors of the Corporation;
 - i) to carry out such other duties as may from time to time be required by the General Meeting or the Board.
2. The appointment of additional staff members and allocation of their duties shall be the responsibility of the Executive Director within the limits of the approved budget.

Article XIII - Execution of Documents

1. Contracts, documents or any instructions in writing requiring the signature of the Corporation, shall be signed by one officer of the corporation and the Executive Director or such other Executive staff officer as may be designated by the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation 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 Corporation 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 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.

Article XIV - Finance

1. The funds of the corporation shall comprise:-
 - a) Membership subscriptions;
 - b) Grants, special contributions and other forms of income from such private foundations, international agencies and other bodies as the Board shall approve; and
 - c) Income from the sale of publications and other professional services.
2. The funds of the corporation shall be applied exclusively to the purposes of the corporation.
3. The financial year of the corporation shall end on October 31st.
4. The Board of Directors of the corporation is hereby authorized, from time to time
 - a) To borrow money upon the credit of the corporation;
 - b) To limit or increase the amount to be borrowed;
 - c) To issue or cause to be issued debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

- d) To secure any such debentures, or other securities, or any other present or future borrowing or liability of the corporation by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

Article XV - Indemnity to Directors and Others

1. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors, administrators, assigns, and estates 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, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office on in respect of any such liability.
 - b) all other costs, charges and expenses which he sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Article XVI - Rules and Regulations

1. The Board may make rules or regulations from time to time on any matter which is not required by the Act to be dealt with by Bylaw, provided that such Rules and Regulations shall not be inconsistent with any of these Bylaws.

Article XVII - Amendment of By-laws

1. These by-laws may be repealed, amended, or added to, by by-law passed by the Board and sanctioned by at least two-thirds of the eligible votes cast at a General Meeting of the corporation, provided that no repeal, amendment, or addition, of this or any Bylaw shall be enforced or acted upon until the approval of the Minister has been obtained, if required.
2. An amendment to these Bylaws may be proposed by the Board or by members. Notice of such proposed amendment must be forwarded to the Executive Director of the corporation not less than ninety days before the date of the General Meeting at which the proposed amendment is to be considered. The Executive Director shall circulate the notice to all members forthwith.

Article XVIII - Dissolution

1. The corporation shall not be dissolved except by resolution passed by the Board and sanctioned by the General Meeting by the affirmative vote of not less than two-thirds of the members present and voting.

Article XIX – Auditors

1. The members shall at each Annual General Meeting appoint an auditor to review and certify the accounts of the Corporation, for report to the members at the next succeeding Annual General Meeting. The auditor shall hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy occurring from time to time in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

Article XX - Books and Records

1. The Executive Director and the Board shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

Article XXI - Interpretation

1. In these by-laws and in all other by-laws of the corporation 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.

DULY ENACTED as by-laws of the Corporation this __ day of _____ 199_.

President

Executive Director