

**CANADIAN PSYCHOLOGICAL ASSOCIATION  
BY-LAWS**

(Includes all amendments up to and including 2011)

# CANADIAN PSYCHOLOGICAL ASSOCIATION

## BY-LAWS

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# CANADIAN PSYCHOLOGICAL ASSOCIATION

## BY-LAWS

### PREAMBLE

The Canadian Psychological Association was organized in 1939 and incorporated under the Canada Corporations Act, Part II, in May 1950. Its objectives are:

To improve the health and welfare of all Canadians; to promote excellence and innovation in psychological research, education, and practice; to promote the advancement, development, dissemination, and application of psychological knowledge; and to provide high-quality services to members.

The following are the By-Laws of the Association:

### BY-LAW I - MEMBERSHIP

The following shall be the categories of membership in the Association:

1. Fellows

Fellows shall be Members of the Association who have made a distinguished contribution to the advancement of the science or profession of psychology or who have given exceptional service to their national or provincial associations.

The Committee on Fellows shall review nominations for the status of Fellow in CPA and make recommendations for election to Fellow status to the Board of Directors, which ultimately shall elect the nominees to Fellow status.

- a) The Committee on Fellows shall consist of the Chair and six members.
- b) The Chair of the Committee on Fellows shall be the most immediate Past-President of the Association, whether or not a Fellow himself or herself;
- c) Only CPA Fellows shall be eligible to serve as members on this committee.
- d) All Fellows shall be invited by the Chair to nominate Fellows to serve on the Committee on Fellows.
- e) The Chair and the Members of the Committee on Fellows shall not be nominators or proposers of nominees during their term.

- f) Appointments to the Committee on Fellows shall be made by the Board of Directors from the nominations submitted by the Chair of the Committee.
- g) The Committee on Fellows shall, as far as practicable, be formed with due regard to gender balance, linguistics balance, geographical balance, academic and practitioner balance, and degree level balance (Masters and doctoral), so as to have representatives from three constituencies: 1) Practice, 2) Science, and 3) Education and Training.
- h) Members shall serve for terms of three years, rotating so that one-third of the membership is reconstituted each year. Terms of members shall be renewable, but only after a hiatus of at least three years following the end of one's term.

## 2. Members

Members shall be psychologists in Canada or abroad.

- (i) Applicants for membership must submit an application to the Head Office of the Association. Applications are to be reviewed in accordance with procedures to be established from time to time by resolution of the Board of Directors.
- (ii) Applicants for membership must possess at least a Masters degree in psychology, or its academic equivalent, conferred by a graduate school of recognized standing. Students of psychology, whether or not they have a qualifying degree, shall apply to be student affiliates.
- (iii) Applicants must be sponsored by a Fellow or Member of the Association. The sponsor shall attest to the correctness of the information provided by the applicant and endorse the application. The requirement of sponsorship may be waived in the case of an applicant who is a member of another national psychological association, a provincial or state psychological association, or who is a registered or certified psychologist in any province or territory of Canada or any state of the United States.
- (iv) Applicants must be of good character and reputation. In the event that a new applicant has in the past been suspended or expelled from a professional association for unethical or unprofessional conduct, the circumstances shall be reviewed prior to making a decision on admission to membership in CPA. In the event that an applicant is currently under investigation for alleged unethical or unprofessional conduct, a decision on admission to membership in CPA shall be delayed until such time as the adjudication is completed.
- (v) The application requirements for Members apply to all categories of members and affiliates, unless otherwise stated.

3. Joint Members

Members of the American Psychological Association (APA) residing in the United States who pay full dues to the APA are eligible to pay one half the regular full CPA member dues and assessments with full privileges as CPA members and shall be known as 'APA Joint Members' or 'APA Joint Fellows' as the case may be.

4. Honorary Life Fellows and Members

At age 70, full members for at least 25 years shall be known as 'Honorary Life Members' or 'Honorary Life Fellows' as the case may be and are eligible to continue as members without payment of fees.

The Board of Directors may, at its discretion, confer Honorary Life status on any Fellow or Member after retirement.

5. Retired Fellows and Members

Upon retirement, members shall be known as 'Retired Members' or 'Retired Fellows' as the case may be and are eligible for a reduced membership fee.

**BY-LAW II – AFFILIATION**

The following shall be the categories of affiliation in the Association. Affiliates shall not represent themselves as members of the Association. They shall, however, enjoy privileges of membership in the Association other than participation in its governance through voting and holding office. The only exception is the elected student representative on the CPA Board of Directors who participates in governance, but who does not vote in elections or in the Annual General Meeting. Persons qualified for membership in the Association are not eligible for Affiliate status. Affiliates do not need a sponsor upon application.

1. Student Affiliates

Student affiliates shall be enrolled in full-time or part-time attendance at a recognized university in Canada or the United States and be engaged in the study of psychology or a related field. Upon graduation, student affiliates who want to continue their membership with CPA must reapply in their new membership category.

2. International Student Affiliates

International student affiliates shall be enrolled in full-time or part-time attendance at a recognized university outside Canada and the United States and are engaged in the study of psychology or a related field.

3. International Affiliates

International Affiliates shall be psychologists residing outside Canada and the United States who can provide evidence of education in psychology, membership in their national psychological association, or registration with their national regulatory body of psychologists. Applicants with education at a Canadian university, membership with a Canadian psychological association or registered with a Canadian regulatory body may apply to be a full members instead of as international affiliates.

4. Special Affiliates

Special Affiliates shall be persons residing in Canada or the United States who have shown an active interest in psychology, either as a profession or as a science, through work or study in psychology or a related field.

5. Honorary Fellows

Honorary Fellows shall be distinguished members of other disciplines or psychologists whom the Association wishes to honour for their contribution to Canadian psychology. They may be elected at any meeting of the Board of Directors by a three-quarters vote of the Directors present at such meeting.

**BY-LAW III - TERMINATION OF MEMBERSHIP OR AFFILIATION**

1. Non-transferable

Membership or affiliation shall not be transferable and shall lapse and cease to exist if the Member or Fellow or Affiliate dies, resigns or is suspended/expelled as hereinafter provided.

2. Resignation

Fellows, Members or Affiliates may resign from the Association by notice in writing addressed to the Chief Executive Officer of the Association. Any Fellow, Member or Affiliate whose fees are six months in arrears shall be deemed to have resigned from the Association. Within three years of the resignation he/she may be reinstated by notifying the Head Office that he/she wishes to be reinstated and by paying arrears of one-half year's fees. Other former Members and Affiliates may apply for reinstatement.

## **BY-LAW IV - DIRECTORS**

### **1. Board of Directors**

The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall consist of:

- a) The immediate Past-President;
- b) The President;
- c) The President-Elect;
- d) Three Directors, one of which to represent each of: Scientists, Scientist-Practitioners, and Practitioners. As far as practicable, at least one of these directors will be elected each year for a term of three years by the Fellows and Members of the Association as hereinafter provided.
- e) A Director who is an experimental psychologist conducting basic research
- f) Three Directors-at-large, one being elected each year for a term of three years by the Fellows and Members of the Association as hereinafter provided.
- g) A presidential officer or other designated elected officer of the Council of Professional Associations of Psychologists (CPAP).
- h) A presidential officer or other designated elected officer of the Council of Canadian Departments of Psychology (CCDP).
- i) A presidential officer or other designated elected officer of the Canadian Psychological Association's Section on Students.

### **2. Eligibility**

Only Fellows and Members shall be eligible to be elected and hold office as Directors of the Association and any retiring Director who remains a Fellow or Member of the Association shall be eligible for re-election. No person shall be eligible to hold more than one position on the Board.

### **3. Vacancies**

Any vacancy occurring in the Board of Directors may be filled by the Directors but any person so chosen shall remain a Director only until the next annual election.

In the event that the office of President becomes vacant, the President-Elect will assume the duties of that office to the end of its term.

In the event that the office of President-Elect becomes vacant, the Board of Directors may appoint another Director for the balance of the term. The Board of Directors may fill the ensuing Presidential vacancy by appointment of a Director or by nomination and election at the next annual election, following the procedures set out in By-Law IX and X for the office of President-Elect.

If the office of immediate Past-President becomes vacant, the Board of Directors

may appoint another Past-President who shall hold office only for the unexpired balance of the term.

4. Representativeness of the Board

The Directors shall, as far as practicable, be representative of the geographical regions of Canada, and of gender, subdiscipline interest and language groups.

5. Meetings

The Board of Directors shall meet at least once a year and shall report concerning its activities to the Association at each Annual Meeting. Meetings of the Board shall be convened by the President, or three Directors may at any time summon a meeting of the Board. Accidental omission to give notice of any meeting, or non-receipt of notice by a Director, shall not invalidate any resolution passed or proceedings taken at any meeting of the Board.

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 14 days prior written notice of such meeting shall be sent to each Director.

6. Quorum

Notwithstanding any vacancy on the Board, so long as there are at least five members of the Board, it may exercise its powers. At any meeting, 4 members shall constitute a quorum.

7. Voting at Board Meetings

At all meetings of the Board of Directors, each Director shall have one vote which must be exercised personally. All questions at such meetings, save as otherwise provided in these By-Laws, shall be decided by a simple majority vote.

Unless a poll is requested, a declaration by the Chair that a resolution or decision has been carried and an entry to that effect in the Minutes shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution or decision. The Chair may only vote in the case of a tie vote. Should the Chair not choose to vote in the case of equality of votes, the Motion shall be lost.

If a poll is requested, the same shall be taken in such manner as the Chair directs. The Chair may vote. In case of an equality of votes, the motion shall be lost.

8. Remuneration of Directors

Directors, as such, shall not receive remuneration for their services on the Board, Standing Committee or Ad Hoc Committees. They may receive reimbursement of expenses incurred by them in attending regular and special meetings of the Board and its Committees. Such reimbursement may be replaced by a per diem allowance which amount shall be determined by resolution of the Board.

This By-Law shall not be interpreted to preclude any Director from serving the Association in any other capacity and receiving remuneration therefor.

9. Powers of Directors

The Directors may exercise all such powers of the Association as are not, by the Canada Corporations Act or by these By-Laws, required to be exercised by the members at Annual or Special General Meetings.

In particular, but without limiting the generality of the foregoing, the Directors shall have the power to authorize expenditures on behalf of the Association and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Association, and may take such steps as they may deem requisite to enable the Association to grant or receive monies or benefits for the purpose of furthering its objectives.

10. Regulation of Meetings

The Board of Directors and all other committees of the Association may meet for the dispatch of business and otherwise regulate their meetings and provide for notice to be given and for the waiver thereof.

11. Chair

The President shall act as Chair of the Board of Directors. In the event of the Chair's absence, the Directors may select a Chair from among their number.

12. Removal of a Director

- a) A Director may be removed from office before the expiration of the term for any cause in accordance with the provisions of this By-Law. No complaint against a Director shall be considered unless the particulars of the complaint are submitted in writing to the President and signed by the complainant.
- b) The President shall refer the complaint to an ad hoc Committee composed of four Past-Presidents (none of whom shall be current Officers of the Association) for preliminary review. If, in the majority opinion of the

Committee the complaint merits formal examination, the President shall inform the Directors and shall be bound to call a Special General Meeting of members for its consideration.

- c) At the Special General Meeting, the complainant, or a member of the ad hoc Committee shall present the charges. The Director against whom the complaint has been made shall be given the opportunity to examine the evidence and present a defence against the charges.
- d) The Members, upon hearing the evidence and the defence, may, by a three-quarters vote of the voting members present, remove the Director from office. If the complainant is a voting member of the Association, he/she shall abstain from voting on the motion to remove from office. Such removal shall be brought to the attention of the membership in a confidential communication from the Board of Directors.

## **BY-LAW V - OFFICERS**

### **1. Officers**

The Officers of the Association shall be:

- a) The Honorary President;
- b) The immediate Past-President;
- c) The President;
- d) The President-Elect;
- e) The Chief Executive Officer.

### **2. Honorary President**

An Honorary President may be appointed from time to time by the Board of Directors, for a period of one year, from among the Fellows and Members the Association. Duties shall be defined by the Board of Directors.

### **3. President**

The President shall be a Fellow or Member of the Association. The President shall take office the year following the year of election to the office of President-Elect. In the role of the Chair of the Board of Directors the President is responsible for the development and maintenance of policy affecting the affairs of the Association. The President shall act as Chair of meetings of Members and the Board of Directors thereof. The President shall also be a Member ex-officio of all Committees of the Association.

4. President-Elect

The President-Elect shall be a Fellow or Member of the Association. He/she shall be elected annually by a vote by mail as hereinafter provided. In the absence or disability of the President he/she shall perform the duties and exercise the powers of the President and shall perform such other duties as shall be delegated to him/her from time to time by the Board of Directors thereof. In the year following the year of election as President-Elect, he/she shall become, ipso facto, President of the Association.

5. Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board of Directors to hold office until the termination of his/her contract and upon completion of all duties connected therewith.

The Chief Executive Officer shall have full authority subject to the authority of the Board of Directors and the President, to manage and direct the affairs of the Association. The Chief Executive Officer shall conform to all lawful orders given to him/her by the Board of Directors. The Chief Executive Officer shall give to the Directors, to the Officers or any one of them, from time to time, all information they may require regarding the affairs of the Association. The Chief Executive Officer shall be responsible for the recording of all votes and minutes of all proceedings in the books to be kept for that purpose.

The Chief Executive Officer shall be responsible for keeping a register of members and shall have custody of the corporate seal of the Association. The Chief Executive Officer shall be responsible for preparing an annual budget for all accounts, for submission to the Board of Directors for its consideration.

The Chief Executive Officer shall have custody of the corporate funds and securities and shall be responsible for keeping full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association and in such depository as may be designated by the Board of Directors from time to time. The Chief Executive Officer shall be responsible for the disbursement of the funds of the Association as may be ordered by the Board, and for taking proper vouchers for such disbursements, and shall render to the Board of Directors whenever they may require it, an account of all transactions and of the financial position of the Association.

6. Signing Officers

The Officers of the Association, as set out above save and except the Honorary President, shall constitute the sole signing officers of the Association. Any two of them shall have power to execute and affix the corporate seal of the Association to

all instruments and documents requiring the same which are authorized by the Board of Directors.

The Board of Directors may, at any time, by resolution, appoint signing officers or agents of the Association as deemed appropriate, for the purpose of signing all cheques and other banking documents. In the absence of any such evolution, or on the termination of a specific period provided in such a resolution, and until a further resolution of a like nature is enacted, any two Officers of the Association may sign all cheques and other banking documents on behalf of the Association.

7. Remuneration of Officers

All Officers shall serve without remuneration except the Chief Executive Officer who may receive remuneration. Such remuneration shall be fixed by the resolution of the Board of Directors and shall have force and effect for such time as the Board shall determine.

This By-Law shall not be interpreted to preclude any Officer from service the Association in any other capacity and receiving remuneration therefor.

**BY-LAW VI - MEETINGS OF MEMBERS**

1. Annual Meeting of Members

An Annual Meeting of the Association shall be held on a date and at a place recommended by the Board of Directors and approved by the majority of the Fellows and Members of the Association present at a previous Annual Meeting.

Notice of the Annual Meeting shall be published in the Association Newsletter and mailed to each Fellow, Member or Affiliate at least one month prior to the holding of the meeting, at the last known post office address.

a) Chair

The President shall act as Chair of the Annual Meeting. In his/her absence or inability to act, the meeting shall elect a Chair from among its members.

b) Quorum

Twenty-five Fellows and/or Members present in person shall constitute a quorum for any Annual Meeting or adjournment thereof.

If within a reasonable time from the time appointed for the Annual Meeting a quorum is not present, the Chair may dissolve the meeting or may adjourn it as deemed best, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the

adjournment took place. Due notice of any adjourned meeting shall be mailed to each Fellow, Member and Affiliate, and if with one-half hour from the time appointed for any such adjourned meeting a quorum is not present, then the meeting may be proceeded with and the business for which it was called may be regularly transacted notwithstanding.

- c) The meetings of the Association shall be conducted in accordance with Kerr and King's *Procedures for Meetings and Organizations*.
- d) All motions other than those to amend the By-Laws shall be submitted in writing at least one month before the announced date of the Annual Meeting. The Committee on By-Laws, Rules and Procedures shall consider submitted motions and, if necessary, consult with the movers to clarify the intent and wording of the motion. The Committee shall convey to the Chief Executive Officer these motions for inclusion on the Agenda for the Annual Meeting.

In cases of urgency, a substantive motion not requiring special notice which has not been made available in advance may be brought forward as an amendment to the agenda when the motion for approval of the agenda is made. A two-thirds majority of the votes cast is required to approve any motion to add to the agenda.

e) Voting

Only Fellows and Members shall be eligible to vote at the Annual Meeting and each Fellow or Member is entitled to one vote. Voting shall be by show of hands unless a ballot is demanded by 10% of the voting members present at the meeting.

If such a ballot is demanded, the same shall be taken in such manner as the Chair directs. In case of an equality of votes, the motion shall be lost.

f) Agenda

The Agenda of an Annual Meeting shall include:

- i) Minutes of previous Annual and any subsequent Special General Meetings;
- ii) Approval of Audited Financial Statements;
- iii) Appointment of auditors for ensuing year;
- iv) Committee reports;
- v) Communications;
- vi) Other business;
- vii) Termination

g) Failure of Notice

Accidental error or omission in giving notice of any Annual Meeting or non-receipt of notice by a Fellow, Member or Affiliate shall not invalidate any resolution passed or proceedings taken.

2. Special General Meeting of Members

A Special General Meeting of members may be called by the President or will be called by the President on written request of a majority of the Board of Directors or of 10% of the voting members of the Association. In the case of special business, the Notice thereof shall give sufficient information to form a reasoned judgement.

The regulation of any Special General Meeting shall be in the same manner as hereinbefore provided for an Annual Meeting of members with respect to:

- a) Chair;
- b) Quorum;
- c) Voting; and
- d) Failure of Notice.

**BY-LAW VII - SECTIONS**

1. Purpose

Sections are the primary agents through which the particular and special needs of members are met and interests are served. Those matters pertaining to the discipline of psychology as a whole are the responsibility of the Board of Directors of the Association.

2. Formation

Approval to establish a Section within the Association may be granted by the Board of Directors when a group of at least 25 Fellows and Members of the Association submit a petition which includes a statement of purpose and goals of the proposed Section.

3. Dissolution

A Section of the Association may be dissolved by the Board of Directors when the Section votes to request dissolution or when the number of Fellows and Members of the Section falls below 25 Fellows and Members. In the event that the membership of the Section falls below 25 Fellows and Members, the section may submit a petition to the Board of Directors to stay dissolution for one year to enable the Section to re-establish the necessary number of Fellows and Members. If the

Section is unable to achieve the required level within one year the Section shall be dissolved.

4. Organization

Within twelve months of obtaining approval to establish a Section, the Section shall pass By-Laws in conformity with such Model By-Laws as may from time to time be approved by the Board of Directors of the Canadian Psychological Association and the Section By-Laws will take effect upon approval by the Board. The Section By-Laws will regulate among other things, the following:

- (i) the admission of persons to the Section and the qualification for and the conditions of membership;
- (ii) the Section fees and dues of members;
- (iii) the suspension and termination of membership from the Section and by the member;
- (iv) the time for and the manner of election of directors of the Section;
- (v) the election or appointment, functions, duties and removal of officers;
- (vi) the time and place and the notice to be given for the holding of meetings of members, the quorum at meetings; and
- (vii) the conduct in all particulars of the Section.

5. Dues and Fee Invoicing

Sections shall establish annual dues and may establish membership fees which will be collected by the Central Office. Sections shall have the authority to solicit donations from their members for specific identified purposes.

6. Reports

Annually, at least four weeks before the Annual Meeting of the Association, the Secretary of each Section shall submit an Annual Report, which includes a financial statement to the Board of Directors of the Association. The financial statement shall include a budget for the ensuing year which shall be subject to approval by the Board of Directors.

7. Committee on Sections

Each Section shall elect or appoint a representative to sit on the Committee on Sections of the Association and shall regulate through the Section By-Law the

method of appointment or election and the terms of office.

8. Powers

A Section shall have the power to initiate and undertake activities of relevance to its members, to draft position papers on topics of relevance to the Section, to initiate policy statements in areas of expertise and to organize meetings within CPA. A Section may make specific representation to external organizations or agencies only if it has received the approval of the Board of Directors to do so, or it may recommend that CPA make such representation.

9. Access

A Section shall have access to the Board of Directors through the Chair of the Committee on Sections for consideration of issues of concern to the Section involving matters relevant to the relationship of the Section to the Association as a whole or component parts thereof, or concerning agencies or activities external to the Association.

**BY-LAW VIII - COMMITTEES**

1. The following shall be Standing Committees of the Association:

- a) A Committee on Fellows and Awards; as referred to in By-Law I.
- b) A Scientific Affairs Committee, the members of which shall be appointed annually by the Board of Directors with such functions and duties as the Board of Directors shall establish from time to time. The Chair shall be appointed annually by the President from among the members of the Board of Directors.
- c) An Education and Training Committee, the members of which shall be appointed annually by the Board of Directors with such functions and duties as the Board of Directors shall establish from time to time. The Chair shall be appointed annually by the President from among the members of the Board of Directors.
- d) A Professional Affairs Committee, the members of which shall be appointed annually by the Board of Directors with such functions and duties as the Board of Directors shall establish from time to time. The Chair shall be appointed annually by the President from among the members of the Board of Directors.
- e) A Committee on Sections composed of representatives from each of the Sections. The Chair shall be appointed annually by the President from among the members of the Board of Directors.

- f) A Convention Committee, the members of which shall be appointed annually by the Board of Directors with such functions and duties as the Board of Directors shall establish from time to time. The Chair shall be appointed annually by the President from among the members of the Board of Directors.
- g) A Publication Committee, the members of which shall be appointed annually by the Board of Directors with such functions and duties as the Board of Directors shall establish from time to time. The Chair shall be appointed annually by the President of the Association from among the members of the Board of Directors.
- h) A Finance Committee composed of the President, President-elect and the Past President of the Association, and/or the Chief Executive Officer, chaired by the President.
- i) An Audit Committee composed of three members, typically from among the members of the Board of Directors. Presidential officers are not eligible to serve on the Audit Committee.
- j) A Committee on By-Laws, Rules and Procedures as referred to in By-Law VI with such functions and duties as the Board of Directors shall establish from time to time; the members of which shall comprise at least the Past-President and the Chief Executive Officer. The Chair shall be the Past-President.
- k) A Nominating Committee; as referred to in By-Law IX
- l) An Elections Committee; as referred to in By-Law X.
- m) A Committee on Ethics
  - i) Structure
    - A. A Committee on Ethics (C.O.E.), which shall report to the Board, and shall have the power to act within the terms of the appointment.
    - B. The Chairperson shall be appointed annually by the President of the Association from among the members of the Association.
    - C. Members of C.O.E. shall consist of not less than seven psychologists, who shall be nominated by the Chairperson of C.O.E. in consultation with the President, and shall be appointed annually by the Board of Directors.
    - D. The C.O.E. shall meet at the annual convention of CPA, and shall maintain other communication among the committee members as

needed during the year.

ii) Objectives

The objectives of the Committee on Ethics are to:

- A. formulate ethical principles and standards for approval by the Board of Directors;
- B. educate and promote knowledge and awareness of ethical issues among the members;
- C. provide advice and consultation to members and others on matters related to ethical issues and psychological practice;
- D. negotiate informal resolutions of complaints with mutual consent of the concerned parties;
- E. conduct preliminary investigations of complaints made to CPA about the ethical behaviour of CPA members when requested to do so by the President or by majority vote of the Board of Directors;
- F. make formal ethics complaints to the President when the preliminary investigation, in the judgement of the committee, or duly constituted sub-committee, concludes that it is warranted;
- G. submit a summary of activities of the Committee in an annual report to the Annual General Meeting of the Canadian Psychological Association.

iii) Authority

- A. C.O.E. activities shall be conducted in accordance with the By-Laws of the Association, the Canadian Code of Ethics (or successive codes as adopted and amended by the Board of Directors), the Rules and Procedures for Dealing with Ethical Complaints as adopted by Resolution of the Board of Directors from time to time and any other policies, standards or ethics documents which are formally adopted by the Board of Directors.
- B. C.O.E. is delegated the authority to conduct preliminary investigations of allegations from members of the public or members of the Association of unethical scientific or professional conduct by CPA members when formally requested to do so by the President or by majority vote of the Board of Directors.
- C. C.O.E. is delegated the authority to obtain informal resolution of a

complaint, or failing that, to refer the matter to the Board without limiting the prerogative of the Committee to make such recommendations to the Board as it judges appropriate.

- D. Only the Board of Directors has the authority to suspend and expel under the procedures outlined in By-Law XI.
- E. Only the Board of Directors has the authority to make policy or policy decisions on behalf of CPA.

n) Removal of a Member

Any Standing Committee member may be removed by a majority vote of the Board of Directors.

2. Ad Hoc Committees

The Board of Directors, by resolution, may appoint and discharge such Committees as it shall deem advisable from time to time. Such Committees shall have power to act within the terms of appointment and shall report to the Board.

3. Remuneration

The remuneration, if any, of all Committee Members shall be fixed by the Board of Directors by Resolution. Such Resolution shall have force and effect only until the next meeting of Members when such Resolution shall be confirmed by Resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such Committee Members shall cease to be payable from the date of such meeting of Members.

**BY-LAW IX - NOMINATIONS**

1. The Nominating Committee shall consist of seven members: a chairperson and three members appointed from each of the following Sub-Committees:

A. Sub-Committee on Designated Board Seats

- (i) Designated Board Seats in this Section means those Directorships referred to in By-Law IV - Board of Directors Section 1 (d).
- (ii) Three members of the Nominating Committee shall be appointed by the Committee on Sections to form this Sub-Committee from among the members or designates of the Committee on Sections at the annual meeting of the Committee on Sections during the Canadian Psychological Association Convention held the year prior to the election.

- (iii) At least four months before the date of the next annual meeting, this Sub-Committee shall receive nominations from the Sections for the Designated Board Seats which are available in any given election year.

The Sub-Committee shall verify the eligibility of proposed candidates.

Any CPA Member or Fellow who is a member of a Section(s) may submit a nomination(s) to any Section(s) of which they are a member.

The Sections shall establish their own procedures for the consideration of nominations received from their members for Designated Board Seats.

- (iv) Should there be two or more eligible candidates for a specific designated Board Seat, the Sub-Committee shall direct the Committee on Elections to conduct an election.

Should there be only one eligible candidate for a particular Designated Board Seat by the deadline, the candidate shall be deemed to have been elected by acclamation.

Should there be no eligible candidate for a particular Designated Board Seat by the deadline, the Board of Directors shall appoint a Member or Fellow to fill the Seat for one year.

#### B. Sub-Committee on At-Large Board Seats

- (i) At-Large Board Seats means those Directorships referred to in By-Law IV Section 1(e).
- (ii) The Board of Directors shall appoint, at least six months before the date of the next annual meeting, three other members of the Nominating Committee to serve on this Sub-Committee on the recommendation of the Chair of the Nominating Committee. These persons shall be appointed with consideration given to sex, geography, discipline sub-type, and language.

The Board may direct the Sub-Committee on At-Large Board Seats to restrict the candidates for one of the Director-at-Large positions to Fellows and Members of a specific geographic region, sex, sub-discipline interest, educational background (Masters, doctoral level), or language group in the interests of promoting Board representativeness.

- (iii) At least four months before the date of the next annual meeting, this Sub-Committee shall receive and review nominations for At-Large Board Seats.

The Sub-Committee shall verify the eligibility of proposed candidates.

To be included as a candidate on the ballot, any eligible Member or Fellow must be nominated in a particular year by five or more of the Members or Fellows eligible to vote.

- (iv) Should there be two or more eligible candidates for a specific At Large Board Seat, the Sub-Committee shall direct the Committee on Elections to conduct an election.

Should there be only one eligible candidate for a specific At-Large Board Seat, by the deadline, the candidate shall be deemed to have been elected by acclamation.

Should there be no eligible candidate for a specific At-Large Board Seat, by the deadline, the Board of Directors shall appoint a Member or Fellow to fill the seat for one year.

## 2. Chair

The Chair of the Nominating Committee shall be the Past-President.

## 3. Committee of the Whole

- (i) At least four months before the date of the next annual meeting, the Nominating Committee, acting as a Committee of the Whole, shall receive and review the nominations for President-Elect.

The Committee of the Whole shall verify the eligibility of proposed candidates.

To be included on the ballot, any eligible Member or Fellow must be nominated in a particular year by five or more of the Members or Fellows eligible to vote.

- (ii) Should there be two or more eligible candidates for President-Elect the Committee of the Whole shall direct the Committee on Elections to conduct an election.

Should there be only one eligible candidate for President-Elect by the deadline, the candidate shall be deemed to have been elected by acclamation.

Should there be no eligible candidate for President-Elect, by the deadline, the Board of Directors shall appoint a Director to fill the position for one year, as prescribed in By-Law IV (3).

## 4. Additional Duties

The Nominating Committee shall:

- (a) Monitor the representativeness of the Board and report this to the Members and Fellows in the Committee's annual report.
- (b) Prepare the required election ballot for transmission to the Chief Executive Officer who will be responsible for its distribution to the Members and Fellows eligible to vote.

## **BY-LAW X - ELECTIONS**

### 1. Committee on Elections

#### Composition

There shall be a Committee on Elections which shall be chaired by the Chief Executive Officer. The Past-President and the Chair of Sections shall serve as members of the Committee on Elections.

#### Functions

The function of the Committee on Elections is to supervise the receipt and counting of election ballots. Election ballots shall be received at Head Office by designated date to accompany the ballot.

The Chair of the Committee on Elections shall fix a date for the counting of the ballots. The Chief Executive Officer (or her/his designate) and the Past-President and Chair of Sections (or their designate(s)) shall count the ballots.

The Chair of the Committee on Elections shall inform the successful and unsuccessful candidates of the election results.

The Chair of the Committee on Elections shall make a report to the Annual General Meeting on the outcome of the elections.

### 2. Voting

At least two months before the date of the next Annual Meeting, the election ballot shall be forwarded to all Fellows and Members at their last known electronic or post office address. Each Fellow and Member may return the said ballot to the Chair of the Committee on Elections, within thirty days of such forwarding by surface or electronic mail, indicating the choice of candidates for President-Elect, Director and any other vacancies on the Board of Directors which may exist. No person may be elected to more than one office or directorship.

Where there are two candidates for the office of President-Elect or any for the position of any Director, as well as any other vacancy for which candidates have been nominated, the candidate for those offices who receives the greatest number of votes cast, shall be thereupon declared elected.

Where there are more than two candidates for the office of President-Elect or any for the position of Director, as well as any other vacancy for which candidates have been nominated, the following voting procedures shall be followed:

- (i) For each position the election ballot shall list all candidates.
- (ii) For each position each Fellow and Member may rank from the list of candidates not more than three candidates, using "1", "2" "3" ("1" being the most preferred one).
- (iii) The rank "1" gives three points, the rank "2" two points and the rank "3" one point.
- (iv) For each position the Committee on Elections shall add the points for each candidate. The candidate with the highest number of points shall be thereupon elected.

The decision of the Committee on Elections with respect to the validity of ballots received and votes cast shall be final.

### 3. Taking Office

The President-Elect and Directors elected by the procedure provided in this By-Law shall take office immediately after the final adjournment of the Annual Meeting next following their election.

## **BY-LAW XI - SUSPENSION, EXPULSION AND REINSTATEMENT OF MEMBERS OR AFFILIATES**

1. Any member or affiliate may be suspended or expelled for any cause in accordance with the provisions of this By-Law. No complaint against a member or affiliate shall be considered unless the particulars of the complaint are submitted in writing to the President and signed by the complainant.
2. The President shall refer the complaint directly to the Board of Directors or alternatively to the Committee on Ethics with a request that:
  - (a) The Committee provide advice on whether the allegations if true would constitute a violation of ethical principals; and if answered in the affirmative, the President shall refer the complaint to the Board of Directors;

- (b) The Committee on Ethics attempt an informal resolution with the mutual consent of the involved parties;
  - (c) The Committee on Ethics conduct a preliminary investigation in order to determine whether a formal complaint and formal Hearing is warranted; and upon receipt of a recommendation the President shall refer the complaint to the Board together with the recommendation.
3. Upon receipt of notice of a complaint the Board may make one or more of the following dispositions:
- (a) No further action taken and the matter be closed;
  - (b) The Committee on Ethics be instructed to provide advice on whether the allegations if true would constitute a violation of ethical principals, if they have not previously been requested to do so by the President;
  - (c) The Committee on Ethics be instructed to attempt an informal resolution with the mutual consent of the involved parties if they have not previously been requested to do so by the President;
  - (d) Request the Committee on Ethics to conduct a preliminary investigation in order to determine whether a formal complaint and formal Hearing is warranted;
  - (e) Conduct a formal Hearing.
- 4.
- (a) If the complaint merits a formal Hearing, the Board shall provide the member or affiliate with a copy of the complaint laid against him/her and an opportunity to be present at the meeting of the Board of Directors at which it is to be heard;
  - (b) The President shall chair the Hearing held by the Board of Directors;
  - (c) In the event that the Committee on Ethics has conducted a preliminary investigation, the Committee Chair shall present the complaint;
  - (d) In the event that the President has referred the matter directly to the Board for a Hearing, the Chief Executive Officer shall present the complaint;
  - (e) All parties are entitled to legal counsel at their own expense if they so desire;
  - (f) The parties shall be allowed to lead evidence in support of their position, to conduct cross-examinations and to present arguments. The party presenting the complaint shall submit his/her evidence first and shall present his/her argument last;

- (g) If the member or affiliate against whom the complaint is laid is unable to be present, the defence to the complaint may be submitted in writing.
5. Suspension or expulsion of a member shall be brought to the attention of the Fellows and Members of the Association in a confidential communication from the Board of Directors;
  6. Notwithstanding XI (1) above, when the President is informed or otherwise becomes aware that a member or affiliate of CPA has been expelled by a provincial/territorial/state regulatory body of psychology or convicted of a criminal act, the President shall direct the Committee on Ethics to review the matter and to make recommendations to the President on actions to be taken by the Board.
  7. Applications for re-admission by members or affiliates who have been expelled may be considered after not less than five years have elapsed from the date of the expulsion.
  8. Applications for re-admission by members or affiliates who have been permitted to resign by reason of ethical complaint(s) may be considered after not less than three years have elapsed from the date of resignation.

#### **BY-LAW XII - MEMBERSHIP AND AFFILIATION FEES**

The annual fees for Members and Affiliates shall be determined by the Board of Directors. No change in fees shall have any force or effect until the same is ratified and confirmed by a majority of those of the Members and Fellows of the Association voting by mail or at an Annual or Special General Meeting of Members.

#### **BY-LAW XIII - FINANCIAL YEAR**

The financial year of the Association shall end on the 31st day of December in each year.

#### **BY-LAW XIV - AUDIT**

The accounts of the Association shall be audited at least once every twelve months. Auditors shall be appointed for this purpose at the Annual Meeting of the Association.

## **BY-LAW XV - HEAD OFFICE**

The head office of the Canadian Psychological Association must be located in the National Capital Region.

## **BY-LAW XVI - SEAL**

The seal bearing the words "CANADIAN PSYCHOLOGICAL ASSOCIATION - SOCIÉTÉ CANADIENNE DE PSYCHOLOGIE" is and shall be the corporate seal of the Association. The Chief Executive Officer shall be custodian of the seal.

## **BY-LAW XVII - AMENDMENT OF BY-LAWS**

### **1. Motion to amend**

Any Fellow or Member may petition the Board of Directors to introduce a change in the By-Laws by sending to the Chief Executive Officer a submission jointly sponsored by fifteen Fellows or Members of the Association not later than thirty days before the date of the Directors' meeting at which the change is to be considered.

Any Director may introduce a motion to repeal or amend any By-Law or By-Laws by sending a copy of such motion to the Chief Executive Officer not later than thirty days before the date of the Directors' meeting at which the motion is to be introduced. The Chief Executive Officer shall send notice of the motion to each Director not later than fourteen days before the meeting, provided, however, that such notice may be waived by unanimous vote of the members present at the meeting.

### **2. Coming into Force**

No amendment to a By-Law shall have any force or effect until the same is ratified and confirmed by a majority of at least two-thirds of those Fellows and Members of the Association voting by mail or at an Annual or Special General Meeting of Members, and until approved by the Department of Consumer and Corporate Affairs. Notice that amendment or repeal of a By-Law or By-Laws will be considered at an Annual Meeting shall be given to the Fellows and Members by mail at least thirty days before such meeting.

## **BY-LAW XVIII - OFFICIAL LANGUAGES**

The official languages of the Association shall be English and French.

Should there be any difference between the English and French texts of any By-Law, that version shall prevail which is most consistent with the intention of the By-

Law and the ordinary rules of legal interpretation shall apply in determining such intention.

#### **BY-LAW XIX - BANKING BUSINESS**

1. The Banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct, or authorize from time to time by resolution and to the extent therein provided, including without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills or exchange and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.
  
2. 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;
  - e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any other liability of the Corporation.