



CANADIAN ASSOCIATION OF COGNITIVE AND BEHAVIOURAL THERAPIES  
ASSOCIATION CANADIENNE DES THÉRAPIES COGNITIVES ET COMPORTEMENTALES

### **CACBT-ACTCC By-Law Changes 2014**

As some of the membership may know, Canada brought into force a new Not-for-profit Corporations Act (NFP Act) in October of 2011. All not-for-profit corporations have until October of 2014 to transition to this new act—this transition requirement will of course affect CACBT-ACTCC which is a registered not-for-profit corporation. The transition process requires that we replace the association's letters patent with a Certificate and Articles of Continuance and create a new set of by-laws that comply with the new Act. More information on the new Act and transition to it can be found at: <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04973.html>.

The CACBT-ACTCC Board has worked with legal counsel to develop the proposed by-laws presented below that will meet the requirements of the new Act. We are further developing Operating Regulations as well to provide more details of our day-to-day operations, particularly as we grow and develop into a larger organization. The proposed new by-laws will be voted on by the membership at the Annual General Meeting to take place in Halifax on Saturday, May 24<sup>th</sup>. As per the requirement of our current by-laws, members must be given 30 days notice of a motion to repeal or amend any by-law or by-laws.

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**SPECIAL RESOLUTION OF THE MEMBERS OF**

**CANADIAN ASSOCIATION OF COGNITIVE AND BEHAVIOURAL THERAPIES -(CACBT) –  
L'ASSOCIATION CANADIENNE DES THÉRAPIES COGNITIVES ET  
COMPORTEMENTALES (ACTCC)  
(the “Corporation”)**

Continuing the Corporation under the provisions of the *Canada Not-for-Profit Corporations Act* (“CNCA”) and authorizing the Directors to apply for a Certificate of Continuance.

**WHEREAS** the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 19<sup>th</sup> day of May, 2010;

**AND WHEREAS** it is considered to be in the best interests of the Corporation that it be continued under the CNCA pursuant to section 297.

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The Directors of the Corporation are hereby authorized and directed to make an application under section 297 of the CNCA to the Director for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are hereby approved;
3. The General Operating By-law No.1 of the Corporation (as amended) is repealed and the new General Operating By-law No. 1, which has been submitted to this meeting and is annexed to these minutes as Schedule B, is approved and will be effective on the date that the corporation continues under the CNCA;
4. All Regular Members and Fellows of the Corporation as at the effective date of continuance of the Corporation under the CNCA shall continue as Members in accordance with the Corporation’s Operating Policies; and
5. Any one of the Officers and Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

ENACTED as a special resolution by the Regular Members, Fellows, Student Members, and Affiliate Members, each voting separately as separate classes of Members, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

ENACTED this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

WITNESS the seal of the Corporation.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

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**Canada Not-for-profit Corporations Act (NFP Act) Form 4031 Articles of Continuance (transition)**

To be used only for a continuance from the *Canada Corporations Act*, Part II.

IC 3602E (2013-04)

1 - Current name of the corporation

(Indicate the current name of the corporation) CANADIAN ASSOCIATION OF COGNITIVE AND BEHAVIOURAL THERAPIES - (CACBT) - L'ASSOCIATION CANADIENNE DES THÉRAPIES COGNITIVES ET COMPORTEMENTALES - (ACTCC)

2 - If a change of name is requested, indicate proposed corporate name

(If a change of name is requested, indicate the proposed corporate name.

CANADIAN ASSOCIATION OF COGNITIVE AND BEHAVIOURAL THERAPIES (CACBT)  
ASSOCIATION CANADIENNE DES THÉRAPIES COGNITIVES ET COMPORTEMENTALES(ACTCC)

Corporation number

455121-4

4 - The province or territory in Canada where the registered office is situated

Ontario

5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number--3

Maximum number --12

6 - Statement of the purpose of the corporation

See attached Schedule 1.

7 - Restrictions on the activities that the corporation may carry on, if any

None

The identification number of form 4031 is IC3602E - April 2013.

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8 - The classes, or regional or other groups, of members that the corporation is authorized to establish  
The Corporation is authorized to establish one class of Members. Each Member shall be entitled to receive notice of, attend and cast one (1) vote at all meetings of Members of the Corporation.

9 - Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of the Income Tax Act (Canada).

10 - Additional provisions, if any

See attached Schedule 2.

Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature:

Print name:

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(Indicate the name of the individual who is authorized to sign this form.)  
Phone Number:

(Indicate the phone number of the individual who is authorized to sign this form.)  
Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

The identification number of form 4031 is IC3602E - April 2013.  
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CANADIAN ASSOCIATION OF COGNITIVE AND BEHAVIOURAL THERAPIES  
(CACBT)

ASSOCIATION CANADIENNE DES THÉRAPIES COGNITIVES ET  
COMPORTEMENTALES (ACTCC)

SCHEDULE 1

FORM 4031 – ARTICLES OF CONTINUANCE (TRANSITION)

The purposes of the Corporation are:

- (a) To develop, maintain and apply standards for eligible practitioners of CBT by providing an opportunity for members who meet the training standards and other criteria to obtain an appropriate credential.
  - (b) To encourage and assist in training in CBT.
  - (c) To foster the professional development of students engaged in the study of CBT and related concepts.
  - (d) To disseminate information about and provide training for CBT by organizing conferences, courses, workshops or by other means.
  - (e) To promote scientific research in CBT and related concepts.
  - (f) To provide a forum for discussion of matters relevant to CBT among members of all helping professions.
  - (g) To educate and inform the public about CBT and its/their availability.
  - (h) To organize the printing, publication and circulation of a Journal, Newsletter or other publications containing articles, information and news relating to CBT.
  - (i) To establish principles and practices to maintain the financial integrity of the Association.
  - (j) To promote the Association and its membership nationally and internationally via affiliations and collaborations.
  - (k) To make representation, to establish and maintain liaisons with public and professional bodies, and to advocate in relation to matters pertaining to CBT and to the Association.
  - (l) To co-operate with other organizations operating with similar intent through exchanges of information and advice.
  - (m) To undertake other activities from time to time that may be necessary to further the goals of the Association.
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CANADIAN ASSOCIATION OF COGNITIVE AND BEHAVIOURAL THERAPIES  
(CACBT)

ASSOCIATION CANADIENNE DES THÉRAPIES COGNITIVES ET  
COMPORTEMENTALES (ACTCC)

SCHEDULE 2

FORM 4031 – ARTICLES OF CONTINUANCE (TRANSITION)

- (a) Any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.
  - (b) The Corporation shall be carried on without the purpose of gain for its Members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.
  - (c) Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties.
  - (d) The Board of Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members.
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**CANADIAN ASSOCIATION OF COGNITIVE AND  
BEHAVIOURAL THERAPIES (CACBT)**

**L'ASSOCIATION CANADIENNE DES THÉRAPIES  
COGNITIVES ET COMPORTEMENTALES  
(ACTCC)**

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**GENERAL OPERATING BY-LAW NO. 1**

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**GENERAL OPERATING BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of

**CANADIAN ASSOCIATION OF COGNITIVE AND BEHAVIOURAL THERAPIES  
(CACBT)**

**L'ASSOCIATION CANADIENNE DES THÉRAPIES COGNITIVES ET  
COMPORTEMENTALES (ACTCC)**

(the “Association”)

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## **GENERAL OPERATING BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of

### **CANADIAN ASSOCIATION OF COGNITIVE AND BEHAVIOURAL THERAPIES (CACBT) ASSOCIATION CANADIENNE DES THÉRAPIES COGNITIVES ET COMPORTEMENTALES (ACTCC)**

(the “Association”)

**WHEREAS** the Association was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 19<sup>th</sup> day of May, 2010;

**AND WHEREAS** the Association has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

**NOW THEREFORE BE IT ENACTED** as a General Operating By-law of the Association to take effect in accordance with section 11.01 as follows:

#### **SECTION I** **INTERPRETATION**

##### **1.01 Definitions**

In all By-laws and resolutions of the Association, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association.
- (c) “Board” means the board of directors of the Association.
- (d) “By-laws” means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Member” means a member of the Association and “Members” or “Membership” means the collective membership of the Association.
- (g) “Officer” means an officer of the Association.
- (h) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.

- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (j) “Proposal” means a proposal submitted by a Member of the Association that meets the requirements of section 163 of the Act.
- (k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (l) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II** **FINANCIAL AND OTHER MATTERS**

### **2.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Association shall be the 31<sup>st</sup> day of December in each year.

### **2.02 Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **2.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may

affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

#### **2.04 Public Accountant and Level of Financial Review**

The Association shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

#### **2.05 Annual Financial Statements**

The Association shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Association may give notice to the Members stating that such documents are available at the registered office of the Association and any Member may request a copy free of charge at the registered office or by prepaid mail.

#### **2.06 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Association relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

### **SECTION III** **MEMBERS**

#### **3.01 Classes and Conditions of Membership**

Pursuant to the Articles, there shall be one (1) class of Members in the Association. Membership in the Association shall be available to those individuals who wish to further the purposes of the Association and who have applied for and been admitted into membership in accordance with the Association's Operating Policies. Membership shall be divided into categories of Membership for the purposes of determining eligibility and assessing applicable Membership dues. Membership categories shall include Regular Members and Fellow Members as follows:

(a) Regular Members:

Membership in this category is available to any individual who is an independent practitioner in any health discipline, or who has research or other expertise that is recognized in the membership criteria, with interest and/or expertise in cognitive and behavioural therapies.

(b) Fellow Members:

Membership in this category is available to any Regular Member of the Association who has made a significant contribution to the advancement of the field of cognitive and behavioural therapies.

### **3.02 Affiliates**

The Association may approve categories of Affiliates as further described in the Association's Operating Policies. Affiliates shall not be Members of the Association and shall have no voting privileges in the Association. Upon payment of the appropriate fee, Affiliates shall have the privileges set out in the Operating Policies.

### **3.03 Rights of Members**

A Member of the Association shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

### **3.04 Termination of Membership**

Membership in the Association is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is removed as a Member of the Association in accordance with section 3.06;
- (e) the Member's term of membership expires, if any; or
- (f) the Association is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

### **3.05 Membership and Affiliate Dues**

The Directors may determine the amount and the manner in which membership and affiliation dues are to be paid. Members and Affiliates shall be notified in writing of the dues payable at any time by them and, if any are not paid within sixty (60) days of the membership renewal date, the Members and Affiliates in default shall thereupon cease to be Members or Affiliates of the Association.

### **3.06 Discipline of Members and Affiliates**

The Board may suspend or remove any Member or Affiliate from the Association for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Association;

- (b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

In the event that the Board proposes that a Member or Affiliate should be expelled or suspended from membership or affiliation in the Association, the President shall provide twenty (20) days notice of suspension or removal to the Member or Affiliate and shall provide reasons for the proposed suspension or removal. The Member or Affiliate may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she may proceed to notify the Member or Affiliate that the Member or Affiliate is suspended or removed from membership in the Association. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member or Affiliate concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

## **SECTION IV**

### **MEETINGS OF MEMBERS**

#### **4.01 Annual Meetings**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Association's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

#### **4.02 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **4.03 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

#### **4.04 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

#### **4.05 Notice of Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Association provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Association shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Association during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Association shall include any Proposal submitted to the Association under section 4.14.

#### **4.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.07 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers, the Affiliates and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

#### **4.08 Chair of the Meeting**

The chair of Members' meetings shall be the President or the President-Elect if the President is absent or unable to act. In the event that the President and the President-Elect are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

#### **4.09 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be five percent (5%) of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with



the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by proxy or by telephonic and/or by other electronic means.

#### **4.10 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Association call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Association has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

#### **4.11 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. The chair of the meeting shall not vote except to break a tie.

#### **4.12 Absentee Voting by Mailed-In Ballot or Electronic Ballot**

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Association has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

#### **4.13 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

#### **4.14 Proposals at Annual Meetings**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Association notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Association shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

#### **4.15 Resolution in Lieu of Meeting**

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Association by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

#### **4.16 Rules of Order**

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

## **SECTION V** **DIRECTORS**

### **5.01 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Association.

### **5.02 Number of Directors**

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Association or its affiliates.

### **5.03 Qualifications**

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of the Association. No person who has been declared by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a Director.

### **5.04 Board Composition**

The Board shall be composed as much as possible of the following Directors:

- (a) One (1) Director who shall be the President;
- (b) One (1) Director who shall be the President-Elect;
- (c) One (1) Director who shall be the Past-President;
- (d) One (1) Director who shall be the Secretary-Treasurer;
- (e) One (1) Director who shall be the Membership Chair;
- (f) One (1) Director who shall be the Credentialing Chair; and
- (g) Two (2) Directors-at-large.

To the extent possible, at least two (2) members of the Board and at least one (1) Presidential officer will be francophone, and to the extent possible, different professions will be represented on the Board.

The Student Affiliate Representative, while not a Director within the meaning of the Act, shall be entitled to receive notice of and attend meetings of the Board unless otherwise determined by resolution of the Board.

### **5.05 Election of Directors and Term**

- (a) Subject to the Articles, all Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required. Every election of

Directors shall be carried out in conformity with the requirements as to Board composition set forth in section 5.04.

- (b) The terms of office of the President, President-Elect and Past-President shall be one (1) year or as determined by Ordinary Resolution of the Members. The terms of office of all other Directors shall be three (3) years or as determined by Ordinary Resolution of the Members.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election for a maximum of two (2) consecutive terms. Directors may re-apply for nomination to the Board after a one (1) year leave of absence from the Board
- (e) The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

#### **5.06 Appointment of Directors**

Pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board may appoint Directors (the “appointed Directors”) to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

#### **5.07 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.09, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

#### **5.08 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

#### **5.09 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director’s term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

#### **5.10 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board

fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

#### **5.11 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

#### **5.12 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

#### **5.13 Conflict of Interest**

Every Director and Officer shall disclose to the Association the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Association, in accordance with the manner and timing provided in section 141 of the Act.

#### **5.14 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

#### **5.15 Indemnification**

The Association shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

### **SECTION VI MEETINGS OF DIRECTORS**

#### **6.01 Calling of Meetings**

Meetings of the Board may be called by the President, the President-Elect or any two (2) Directors at any time.

#### **6.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada, as the Board may determine.

### **6.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.01 of this By-law to every Director of the Association not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

### **6.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

### **6.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

### **6.06 Quorum**

A majority of the number of Directors determined in accordance with section 5.02 constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

### **6.07 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **6.08 Dissent at Meeting**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or

- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Association immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

#### **6.09 Dissent of Absent Director**

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Association.

#### **6.10 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

### **SECTION VII OFFICERS**

#### **7.01 Appointment**

The Board may designate the offices of the Association, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

#### **7.02 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members.
- (b) **President-Elect** – The President-Elect shall be a Director. If the President is absent or is unable or refuses to act, the President-Elect shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Past-President** – The Past-President shall carry out such duties as the Board may from time to time determine.
- (d) **Secretary** – The Secretary shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such

meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.

- (e) **Treasurer** – The Treasurer shall be a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; whenever required, the Treasurer shall render to the Board an account of all such person’s transactions as Treasurer and of the financial position of the Association.

The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **7.03 Term of Office**

Officers, except the Secretary and Treasurer, shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. The Secretary and Treasurer shall hold their positions for a period of three (3) years, or in the case where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **7.04 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer’s successor being appointed;
- (b) the Officer’s resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer’s death.

If the office of any Officer of the Association shall be or become vacant, the Board may appoint a person to fill such vacancy.

## **SECTION VIII** **CERTIFICATION**

### **8.01 Certification**

The Association endorses the principle that optimal practice of cognitive and behavioural therapies requires training, and supervision. The Association also endorses the principle that members of the public will best be served by practitioners who are recognized by an independent group as having the requisite training and skills to provide services. With these principles in mind, the process and categories of credentialing administered by the Association are outlined in the Association’s Operating Policies.



## **SECTION IX** **NOTICES**

### **9.01 Method of Giving Notices**

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Association in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **9.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **9.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notices to such Member until such Member informs the Association in writing of his or her new address.

### **9.04 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-law or any error in any notice not affecting

its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **9.05 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

### **SECTION X** **ARTICLES AND BY-LAWS**

#### **10.01 Amendment of Articles**

The Articles of the Association may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

#### **10.02 By-law Confirmation**

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

#### **10.03 Effective Date of Board Initiated By-law, Amendment or Repeal**

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

### **SECTION XI** **EFFECTIVE DATE**

#### **11.01 Effective Date**

This By-law is effective upon the issuance of a Certificate of Continuance of the Association by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Directors of the Association this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**APPROVED** by the Members of the Association this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Secretary

