

ASSOCIATION OF CANADIAN PSYCHOLOGY REGULATORY ORGANIZATIONS
ASSOCIATION DES ORGANISMES CANADIENS DE RÉGLEMENTATION EN
PSYCHOLOGIE

BY-LAW NO. 1

Be it enacted and it is hereby enacted as a By-law of the Association of Canadian Psychology Regulatory Organizations (hereinafter called “ACPRO” or the “Association”) as follows:

ARTICLE 1 – NAME

The **ACPRO** shall be called in English: **ASSOCIATION OF CANADIAN PSYCHOLOGY REGULATORY ORGANIZATIONS** and, in French **ASSOCIATION DES ORGANISMES CANADIENS DE RÉGLEMENTATION EN PSYCHOLOGIE**

ARTICLE 2 - OBJECTIVES

2.1 The objectives of the Association shall be to:

- 2.1.1 Promote information-sharing and the dissemination of relevant and timely regulatory information among the member organizations;
- 2.1.2 Facilitate and implement strategies for national reciprocity; including the implementation of the Mutual Recognition Agreement for Psychology;
- 2.1.3 Provide a concerted voice with respect to issues regarding regulation of psychology in Canada reflecting the agreement of the Association members. Any public positions taken or public statements made in the name of the Corporation requires approval by a special resolution of the directors, not including a director that is a representative of a government body. Such statements would normally be made by the chair of the Corporation or designate;
- 2.1.4 Foster partnerships with other relevant organizations, e.g. Council of Professional Associations of Psychology (CPAP), Association of State and Provincial Psychology Boards (ASPPB), Canadian Psychological Association (CPA), Canadian Register of Health Service Providers in Psychology (CRHSPP), etc;
- 2.1.5 Identify important regulatory issues of mutual concern, and develop consensus on common policies and managing differences, and
- 2.1.6 Promote national and international visibility of psychology regulatory issues and positions in Canada.

ARTICLE 3 - MEMBERSHIP AND FEES

3.1 Each province or territory in Canada having a statutory mandate for the regulation of the practice of psychology may be represented by the organization/ministry having that statutory mandate.

- 3.2 At the time of incorporation of the Association, the eligible member organizations are as follows:
- College of Psychologists of British Columbia
 - College of Alberta Psychologists
 - Saskatchewan College of Psychologists
 - Psychological Association of Manitoba
 - College of Psychologists of Ontario
 - L'Ordre des psychologues du Québec
 - College of Psychologists of New Brunswick/College des psychologues du Nouveau-Brunswick
 - Prince Edward Island Psychologists Registration Board
 - Nova Scotia Board of Examiners in Psychology
 - Newfoundland and Labrador Psychology Board
 - The Northwest Territories (Department of Health and Social Services)

and the Directors shall admit eligible members upon application.

- 3.3 Each organization shall have one representative at the General Meeting of members of the Association. The same representative acts also as a member of the Board of Directors.
- 3.4 Member organizations are responsible for the designation and removal of their representative. The Secretary shall maintain a roster of representatives. It is the responsibility of the members to provide the Secretary with an annual update of its representative by December 31 of each year.
- 3.5 Member organizations shall cease to be members of the Association by:
- 3.5.1 non-payment of membership dues, fees or share of the cost upon confirmation by a vote of the Board of Directors in accordance with 5.4.2 or;
 - 3.5.2 resignation in writing sent to the Chair with prior notice of one year; or
 - 3.5.3 the member organization no longer having a statutory regulatory mandate provincially or territorially; or
 - 3.5.4 a vote by the Board of Directors following the procedures described in section 5.4.2.
- 3.6 The Board of Directors shall establish a fee structure and/or cost sharing mechanism for its member organizations and, from time to time, revise the fee structure and/or cost sharing mechanism.

ARTICLE 4 - HEAD OFFICE

The head office of the Association shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may by resolution determine. Subject to the Act, the Association may, by a by-law, change the place or municipality and the province in which the registered office of the Association shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

ARTICLE 5 - GOVERNANCE

- 5.1 The Board of Directors as a committee of the whole shall be the deliberative body of the Association. The Board of Directors acts as the General Meeting of members of the Association.

- 5.2 The Board of Directors may establish such ad hoc committees as are necessary to carry out its objectives.
 - 5.2.1 Ad hoc committees may only be struck at a regular meeting of the Board of Directors.
 - 5.2.2 The Board of Directors shall appoint and remove the members of Ad hoc committees and determine a remuneration policy.
- 5.3 The financial year of the Association shall be from January 1st to December 31st of every calendar year.
- 5.4 Decisions by the Board of Directors and the meetings of members
 - 5.4.1 Each member organization shall have one vote.
 - 5.4.2 Unless the Act or these by-laws provide otherwise, decisions shall be decided by a simple majority vote of the representatives present.
 - 5.4.3 The chairperson shall be entitled to one vote.
 - 5.4.4 Voting by proxy shall not be permitted.
 - 5.4.5 After all member organizations have expressed their consent, a vote may be taken via teleconference, regular mail or e-mail and shall be as valid as if the representatives of member organizations had voted in person.
 - 5.4.6 Notwithstanding the voting process described in section 5.4.2, any public positions taken or public statements made in the name of ACPRO requires approval by a special resolution of the directors, not including a director that is a representative of a government body. Such statements would normally be made by the chair of the Corporation or designate.

ARTICLE 6 - BOARD OF DIRECTORS

- 6.1 The members of the Board of Directors shall consist of the representatives of the member organizations. As stated in section 3.4, member organizations are responsible for the designation and the removal of their representatives and their terms. There will be a minimum of three (3) directors. Directors must be 18, individuals and have capacity under law to contract.
- 6.2 The General Meeting of members may also remove a member of the Board of Directors by a vote following the procedures described in section 5.4.2
- 6.3 Upon the admission of members and upon receipt of the designation of representatives of member organizations at the first meeting of the Board of Directors following the incorporation of the Association, the Board of Directors then designated shall replace the Provisional Directors named in the Letters Patent of the Association.
- 6.4 The property and business of the Association shall be managed by the Board of Directors.
- 6.5 The Board of Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Association.

- 6.6 The Board of Directors shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees.
- 6.7 The Board of Directors shall take such steps as it may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Associations.
- 6.8 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 6.9 The remuneration of all officers, agents and employees of the Association shall be fixed by the Board of Directors by resolution.
- 6.10 The members of the Board of Directors, as such, shall not receive any stated remuneration for their services, but by resolution of the Board of Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any member of the Board of Directors from serving the Association as an officer or in any other capacity.

ARTICLE 7 - OFFICERS

- 7.1 The Officers of the Association shall be a Chair, Vice-Chair, Secretary and Treasurer and any such other officers as the Board of Directors may by by-law determine.
- 7.2 An Officer must be a representative of a member organization. All officers are elected from among its members by a simple majority vote of the Board of Directors.
- 7.3 Removal of an Officer shall be decided following the voting procedures described in section 5.4.2.
- 7.4 A retiring Officer shall remain in office until the dissolution or adjournment of the meeting at which his/her successor is elected or appointed.
- 7.5 With the approval of the members of the Board of Directors, the positions of Secretary and Treasurer may be held by one individual as a combined position of Secretary/Treasurer.
- 7.6 The Chair shall be elected for a two year term by the Board of Directors, such term to commence at the dissolution or adjournment of the meeting at which he/she is elected or appointed.
- 7.7 The duties of the Chair shall be:
 - 7.7.1 The general and active management of the business of the Association;
 - 7.7.2 To see that all orders and resolutions of the Board of Directors are carried into effect;
 - 7.7.3 The chairing of meetings of the Board of Directors and the General Meeting of members
 - 7.7.4 To act as spokesperson for the organization;

- 7.7.5 To give or cause to be given notice of all meetings of the members and of the Board of Directors and he/she shall perform such other duties as may be prescribed by the Board of Directors;
- 7.7.6 To prepare and circulate the agenda, minutes and other documents.
- 7.7.7 Such other responsibilities as identified in this By-Law and as the Board of Directors may delegate to them from time to time.
- 7.7.8 For greater precision, the Chair shall only execute decisions made by the Board of Directors and the General Meeting of members themselves and assume such responsibilities as delegated to the Chair by the Board of Directors and the General Meeting of members.
- 7.8 The Vice-Chair shall be elected in the first instance for a one year term and thereafter for a two year term so as to provide for the election of the vice-chair in a year when the chair is not being elected.
- 7.9 The Duties of the Vice-Chair are as follows: In the absence or disability of the Chair he/she shall perform the duties and exercise the powers of the Chair and shall perform such other duties as shall be delegated to him/her from time to time by the Board of Directors.
- 7.10 The Secretary shall be elected for a two year term.
- 7.11 The duties of the Secretary shall be:
 - 7.11.1 To attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.
 - 7.11.2 To maintain the roster referred to in Articles 3.4 above.
 - 7.11.3 The custodian of the corporate seal.
- 7.12 The Treasurer shall be elected for a two year term.
- 7.13 The duties of the Treasurer shall be:
 - 7.13.1 To manage the financial affairs of the Association including:
 - 7.13.1.1 To have the custody of the corporate funds and securities;
 - 7.13.1.2 To keep full and accurate accounts of the Association's receipts and disbursements in books belonging to the Association;
 - 7.13.1.3 To deposit all moneys and other valuable effects in the name and to the credit of the Association and in such depositories as may be designated by the Board of Directors from time to time;
 - 7.13.1.4 To disburse the funds of the Association as it may order, taking proper voucher for such disbursements;
 - 7.13.1.5 To receive and pay appropriate bills of the Association;

- 7.13.1.6 To provide financial statements at each meeting of the Board of Directors and at each General Meeting of members or whenever the Board of Directors or the Co-Chairs may require it;
- 7.13.1.7 To present a preliminary budget for the coming year to the Board of Directors and the General Meeting of members at the mid-year meeting and to present a final budget at the winter meeting each year;
- 7.13.1.8 To invoice member organizations regarding fees and/or cost-sharing.

ARTICLE 8 - MEETINGS

8.1 Board of Directors

- 8.1.1 Meetings of the Board of Directors shall be held at least twice per annum, usually once within sixty (60) days of the calendar year end, (the winter meeting), on a date and at a place to be determined at the preceding meeting and once within sixty (60) days prior to or subsequent to July 1st of each year, (the mid-year meeting), on a date and at a place to be determined at the preceding meeting.
- 8.1.2 Additional meetings shall be called within 30 days by the Chair if a third of the member organizations make such written request. Notice of the time and place of such meeting shall be delivered, telephoned, e-mailed or faxed to each Director at least fourteen (14) days before the meeting is to take place. The notice should contain enough information on the business to be transacted to permit the Directors to form a reasoned judgement on actions to be taken thereat. Any error or omission in giving notice of any Directors meeting will not invalidate such meeting or make void any proceedings taken thereat or pursuant to and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 8.1.3 A quorum shall be a simple majority of current representatives as identified in the roster maintained by the Secretary but never less than three (3) Directors.
- 8.1.4 After two-thirds (2/3) of member organizations express their consent, any member meeting which takes place via teleconference technology shall be as valid as if the representatives of member organizations had met in person.
- 8.1.5 A proposed agenda shall be forwarded to all members of the Board of Directors by the Chair at least two weeks prior to each meeting.
- 8.1.6 Minutes shall be recorded for each meeting and adopted as amended or corrected at the subsequent meeting.
- 8.1.7 Observers from member organizations shall be permitted to attend meetings; representatives shall notify the Chair in advance of meetings of any observers who wish to attend.

8.2 Meeting of Members

- 8.2.1 General Meetings of the members of the Association shall be held at least twice per annum and, according to section 5.1, simultaneously with meetings of the Board of Directors, usually once within sixty (60) days of the calendar year end, (the winter meeting), on a date and at a place to be determined by the Board of Directors and once within sixty (60) days prior to or subsequent to July 1st of each year, (the mid-year meeting), on a date and at a place in Canada to be determined at the preceding meeting.
- 8.2.2 Special meetings of the members of the Association shall be called within 30 days by the Chair if a third of the member organizations make such written request.
- 8.2.3 An Annual General Meeting of the members of the Association shall be held in conjunction with the mid-year meeting as set out in section 8.2.1 above. The Annual General Meeting shall appoint auditors/financial reviewers and approve the auditors/financial reviewers report.
- 8.2.4 A quorum at all member meetings shall be a simple majority of current representatives as identified in the roster maintained by the Secretary but never less than three (3).
- 8.2.5 After two-thirds (2/3) of member organizations express their consent, any member meeting which takes place via teleconference technology shall be as valid as if the representatives of member organizations had met in person.
- 8.2.6 Notice of the time and place of members meeting shall be delivered, telephoned, e-mailed or faxed to each member representative at least fourteen (14) days before the meeting is to take place. The notice should contain enough information on the business to be transacted to permit the member representative to form a reasoned judgement on actions to be taken thereat. Any error or omission in giving notice of any meeting will not invalidate such meeting or make void any proceedings taken thereat or pursuant to and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 8.2.7 Minutes shall be recorded for each meeting of member and adopted as amended or corrected at the subsequent meeting.
- 8.2.8 Observers from member organizations shall be permitted to attend member meetings; representatives shall notify the Chair in advance of meetings of any observers who wish to attend.
- 8.2.9 Observers from non-member organizations may attend member meetings at the invitation of the Chair for those portions of the meeting deemed to be open.

8.3 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association then they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

- 8.4. In the absence of both the Chair and the Vice-Chair, the representatives present at a meeting shall elect one of their numbers to chair the meeting.
- 8.5. In the absence of the Secretary, the representatives present at a meeting shall elect one of their numbers to act as Secretary for the meeting.

ARTICLE 9 - AMENDMENTS OF BY-LAWS

- 9.1 The enactment, repeal or amendment of By-laws of the Association can only be decided by the Board of Directors provided that the enactment, repeal or amendment of such by-Laws shall not be enforced or acted upon until:
 - 9.1.1 the approval of the members has been obtained; and
 - 9.1.2 subsequently, the approval of the Minister has been obtained and that the charitable registration provisions of the Income Tax Act, if applicable, are complied with.
- 9.2 The enactment, repeal or amendment of By-Laws of the Association are considered to be decisions on substantive matters requiring the Board of Directors and the General Meeting of members to follow the voting procedures described in section 5.4.

ARTICLE 10 - AUDIT/FINANCIAL REVIEW

The General Meeting of members shall annually appoint an appropriate party to fulfill the obligations of an audit/financial review of the accounts of the Association and to report to the members at the next General Meeting. The review may be conducted by a Financial Review Committee of the Association comprised of no less than two members. The remuneration of the reviewers, if any, shall be fixed by the Board of Directors.

ARTICLE 11 - SIGNATURE AND CERTIFICATION OF DOCUMENT

The Board of Directors shall have power to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

ARTICLE 12 - INDEMNITIES TO DIRECTORS AND OTHERS

- 12.1 Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
 - 12.1.1 All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

- 12.1.2 All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

ARTICLE 13 – RULES OF ORDER

The Rules of Order shall be as set out in the most current edition of Robert's Rules of Order.