
CONSTITUTION OF THE ONTARIO ART THERAPY ASSOCIATION



TABLE OF CONTENTS

ONTARIO ART THERAPY ASSOCIATION CONSTITUTION

	<u>PAGE NUMBER</u>
1. INTERPRETATION	1
2. OBJECTIVES OF THE ASSOCIATION	2
3. NAME OF ASSOCIATION.....	2
4. HEAD OFFICE.....	2
5. CORPORATE SEAL.....	2
6. MEMBERSHIP	3-11
6.1 CLASSES OF MEMBERSHIP	3
6.2 APPLICATION PROCEDURE	3
6.3 ELIGIBILITY	3
6.4 QUALIFICATIONS FOR REGISTERED MEMBERSHIP	3-4
6.5 QUALIFICATIONS FOR PROFESSIONAL MEMBERSHIP.....	4
6.6 RIGHTS AND PRIVILEGES OF PROFESSIONAL AND REGISTERED MEMBERSHIP.....	4-5
6.7 CONDITIONS AND RESPONSIBILITIES OF PROFESSIONAL AND REGISTERED MEMBERSHIP	5
6.8 LIFE MEMBERSHIP - NOMINATION PROCEDURE	6
6.9 QUALIFICATIONS FOR LIFE MEMBERSHIP	6
6.10 CONDITIONS AND RESPONSIBILITIES OF LIFE MEMBERSHIP	6
6.11 RIGHTS AND PRIVILEGES OF LIFE MEMBERSHIP	7
6.12 QUALIFICATIONS FOR GRADUATE MEMBERSHIP.....	7
6.13 RIGHTS AND PRIVILEGE OF GRADUATE MEMBERSHIP	7
6.14 CONDITIONS AND RESPONSIBILITIES OF GRADUATE MEMBERSHIP	7
6.15 QUALIFICATIONS OF STUDENT MEMBERSHIP	8
6.16 RIGHTS AND PRIVILEGES OF STUDENT MEMBERSHIP	8
6.17 CONDITIONS AND RESPONSIBILITIES OF STUDENT MEMBERSHIP	8
6.18 QUALIFICATIONS FOR ASSOCIATE MEMBERSHIP	8
6.19 RIGHTS AND PRIVILEGES OF ASSOCIATE MEMBERSHIP	9

6.20	CONDITIONS AND RESPONSIBILITIES OF ASSOCIATE MEMBERSHIP	9
6.21	HONORARY MEMBERSHIP - PROCEDURE FOR NOMINATION	9
6.22	QUALIFICATIONS FOR HONORARY MEMBERSHIP	9
6.23	CONDITIONS AND RESPONSIBILITIES OF HONORARY MEMBERSHIP	10
6.24	RIGHTS AND PRIVILEGES OF HONORARY MEMBERSHIP	10
6.25	QUALIFICATIONS FOR INACTIVE STATUS	10
6.26	RIGHTS AND PRIVILEGE OF INACTIVE MEMBERS	10
6.27	CONDITIONS AND RESPONSIBILITIES OF INACTIVE MEMBERS	10
6.28	QUALIFICATIONS – RETIRED STATUS	11
6.29	RIGHTS AND PRIVILEGES OF RETIRED MEMBERSHIP	11
6.30	CONDITIONS AND RESPONSIBILITIES OF RETIRED MEMBERSHIP	11
7.	APPLICATION PROCEDURE FOR ALL MEMBERSHIP CATEGORIES	12-13
7.1	MEMBERSHIP CATEGORIES	12
7.2	APPOINTMENT OF REGISTRATION COMMITTEE	12
7.3	POWERS OF REGISTRATION COMMITTEE	12-13
7.4 - 7.9	13
8.	TERMINATION OF MEMBERSHIP	14
9.	REINSTATEMENT OF MEMBERSHIP	14
10.	WITHDRAWAL	14
11.	BOARD OF DIRECTORS	14-24
11.1	COMPOSITION	14
11.2	QUALIFICATIONS	14
11.3	ELECTION OF DIRECTORS	15
11.4	TERMS OF OFFICE	15
11.5	VACANCIES	15
11.6	TERMINATION OF OFFICE	15
11.7	POWERS AND DUTIES	16-18
11.8	MEETINGS OF THE BOARD OF DIRECTORS	18
11.9	QUORUM	18
11.10	REMUNERATION	18
11.11	OFFICERS	18-24
1)	List of officers	18-19
2)	Qualifications	19
3)	Duties	19-24

	a)	President	19-20
	b)	Vice President	20
	c)	Secretary	20
	d)	Treasurer	20-21
	e)	Past-President	21
	f)	Committee Chairpersons	21
	g)	Membership Chairperson	22
	h)	Registration Chairperson	22
	i)	Education Chairperson	22-23
	j)	Public Relations Chairperson	23
	k)	Communications Chairperson.....	23
12.		INDEMNIFICATION.....	24
13.		COMMITTEES.....	25-26
14.		ETHICS COMMITTEE	26-28
	14.1	DUTIES.....	26
	14.2	APPOINTMENT	26-27
	14.3	POWERS OF THE ETHICS COMMITTEE	27-28
15.		NOMINATING COMMITTEE	28-29
	15.1	COMPOSITION	28
	15.2	QUALIFICATIONS	28
	15.3	DUTIES.....	28-29
	15.4	TERM OF OFFICE.....	29
16.		EDUCATION COMMITTEE	29-30
	16.1	COMPOSITION	29
	16.2	QUALIFICATIONS	29
	16.3	DUTIES AND RESPONSIBILITIES OF EDUCATION COMMITTEE	29-30
17.		REGISTRATION COMMITTEE	30-31
	17.1	COMPOSITION	30
	17.2	QUALIFICATION	30
	17.3	DUTIES AND RESPONSIBILITIES OF REGISTRATION COMMITTEE	30-31
18.		MEMBERSHIP COMMITTEE	31
	18.1	COMPOSITION	31
	18.2	QUALIFICATIONS	31
	18.3	DUTIES AND RESPONSIBILITIES OF THE MEMBERSHIP COMMITTEE	31

19.	PUBLIC RELATIONS COMMITTEE	32
19.1	COMPOSITION	32
19.2	QUALIFICATIONS.....	32
19.3	DUTIES AND RESPONSIBILITIES OF THE PUBLIC RELATIONS COMMITTEE	32
20.	COMMUNICATIONS COMMITTEE.....	32-33
20.1	COMPOSITION	32
20.2	QUALIFICATIONS.....	32
20.3	DUTIES AND RESPONSIBILITIES OF THE COMMUNICATIONS COMMITTEE	33
21.	MEETINGS OF MEMBERS - BI-ANNUAL MEETING.....	33-36
21.1	THE BI-ANNUAL GENERAL MEETING OF THE ASSOCIATION.....	33
21.2	AT EACH BI-ANNUAL MEETING THERE SHALL BE PRESENTED.....	33
21.3	OTHER MEETINGS.....	34
21.4	NOTICE OF MEETINGS OF MEMBERS.....	34
21.5	QUORUM.....	34
21.6	VOTING	34-35
21.7	PROXY	35
21.8	MEMBERS' RESOLUTIONS.....	36
22.	ELECTIONS	36-37
22.1	ELIGIBILITY.....	36-37
22.2	PROCEDURES FOR NOMINATIONS.....	37
22.3	ELECTION PROCEDURES.....	37
23.	AMENDMENT OF BYLAWS	37-38
24.	REIMBURSEMENT	38
25.	FEES	38-39
26.	FISCAL YEAR	39
27.	CUSTODY OF SECURITIES.....	39
28.	CHEQUES, DRAFTS AND NOTES.....	39
29.	EXECUTION OF INSTRUMENTS	40

ONTARIO ART THERAPY ASSOCIATION CONSTITUTION

1. INTERPRETATION

1.1 In this By-Law

- (a) "Association" means the Ontario Art Therapy Association;
- (b) "Board" means the Board of Directors of the Association;
- (c) "Code of Ethics" means the Code of Ethics as adopted by the Association;
- (d) "Member" means a member of the Association as defined in the By-Law;
- (e) "Registered Art Therapist" means a registered member as recognized by the Board of Directors, and is engaged in the practice of Art Therapy;
- (f) "Art Therapy" means a specialized form of psychotherapy which utilizes a non-verbal creative process. In the expression and communication of thoughts, feelings and conflicts. The art therapist facilitates this therapeutic process by helping the individual to choose from a variety of art media to give expression to a variety of emotional and developmental themes.
- (g) "Register" means the register containing names of members of the Association;
- (h) "Registration" means the listing of members on a register;
- (i) "Regulation" means the regulations made under this By-Law.
- (j) "Member in Good Standing" means a member of the Association who has paid their membership dues up to date, and one who has no formal complaint against them nor is under the process of review due to an infraction of the Ethics and Standards of Practice of the Association.

1.2 In all By-Laws of the Association

- (a) the singular shall include the plural and the plural the singular;
- (b) the word "person" shall include firms and Associations.

2. OBJECTIVES OF THE ASSOCIATION

2.1 The objectives of the Association are:

- (a) To serve the people of the Province of Ontario by publishing standards for the practice of Art Therapy.
- (b) To encourage and to assist Members of the Association to maintain and improve their knowledge, skill and proficiency in the practice of Art Therapy; and
- (c) To take action on issues relevant to mental health and to the practice of Art Therapy throughout the Province of Ontario and to inform the citizens of Ontario about such issues; and
- (d) To encourage research in mental health and Art Therapy practice and to facilitate research through the provision of resources; and
- (e) To collect and preserve data and documents relating to mental health, the practice of Art Therapy, and the proceedings of the Association and to furnish this information to Members of the Association and members of the public by publication; and
- (f) To encourage the progressive development of the profession of Art Therapy; and
- (g) To promote the use of art in therapy in institutional and practice settings.

3. NAME OF ASSOCIATION

3.1 The name of the Association is the Ontario Art Therapy Association.

4. HEAD OFFICE

4.1 The Head Office of the Association shall be located in the Municipality of London in the Province of Ontario.

5. CORPORATE SEAL

5.1 The Corporate Seal of the Association, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation and shall be kept in the custody of the Secretary of the Association. The Seal may be affixed as necessary to all documents by an Officer of the Corporation so authorized by the Board of Directors as is provided for in the Corporation's Act or in the By-Laws of the Association.

6. MEMBERSHIP

6.1 CLASSES OF MEMBERSHIP:

Membership in the Association shall be divided into the following classes:

- (a) registered members
- (b) professional members
- (c) life members
- (d) graduate members
- (e) student members
- (f) associate members
- (g) honorary members
- (h) inactive members
- (i) retired members

6.2 APPLICATION PROCEDURE see Heading #7.

6.3 ELIGIBILITY

Any person who is a member in good standing of the Association at the time this By-Law comes into effect shall continue to be a member in the particular class in which membership was held as determined by the Board provided that the member shall be subject to the By-Laws.

6.4 QUALIFICATIONS FOR REGISTERED MEMBERSHIP

A person shall be eligible for Registered membership in the Association who:

- (a) Satisfies all the requirements for Professional membership; and
- (b) Successfully meets all requirements for registration as determined by the Registration Committee and approved by the Board of Directors.

- (c) Or holds a current Registration with a recognised Art Therapy Association (A.A.T.A., etc.)

6.5 QUALIFICATIONS FOR PROFESSIONAL MEMBERSHIP

A person shall be eligible for Professional membership in the Association who:

- (a) Lives or works in a province or territory of Canada which currently has no Art Therapy Association.
- (b) Satisfies the criteria as follows:
 - (i) Holds a Master's Degree in Art Therapy from a Canadian program in Art Therapy Education recognized by the Board of Directors; or
 - ii) Holds a graduate level or clinical training program Certificate or Diploma from a recognized Institute of Art Therapy as determined by the Board of Directors; or
 - iii) Holds non-Canadian equivalent academic qualifications from a recognized Art Therapy Educational Institution as determined by the Board of Directors; or currently holds a professional and /or registered status with another recognised Art Therapy Association (A.A.T.A., etc.); and
 - iv) Holds a B.A. degree and in addition training in Art Therapy comprises a minimum of 400 hours of class time of which a minimum 250 include on art therapy theory and practice and a minimum of 700 hours of supervised art theory practica working with a variety of children, adolescents, and adults.

6.6 RIGHTS AND PRIVILEGES OF PROFESSIONAL AND REGISTERED MEMBERSHIP

Professional and Registered Members of the Association shall:

- (a) Be registered in the Registry of the Association which shall be maintained and published from time to time;
- (b) Be entitled to hold office in the Association through appointment or election in accordance with the By-Laws;

- (c) Be entitled to receive privileges and services provided by the Association;
- (d) Be entitled to retain membership while residing outside the Province of Ontario provided that the member satisfies the requirements established in the By-Laws and by the Board of Directors;
- (e) Be entitled to attend all meetings of the members of the Association and to take part in discussions and to vote thereat.

6.7 CONDITIONS AND RESPONSIBILITIES OF PROFESSIONAL AND REGISTERED MEMBERSHIP

- (a) Membership is not transferable and must be renewed annually by payment of the prescribed fees;
- (b) All Professional and Registered members shall abide by the By-Laws of the Association and adhere to the Code of Ethics as adopted by the Association.
- (c) Effective January 1, 1999, upon Registration, Registered members must maintain their Registered status for the duration of their professional career. If a Registered member lapses in maintaining his/her Registered status by not renewing membership fees by December 31 of the year in which they are due, said member must reapply under current requirements for registration and pay both the current prescribed registration fee, plus a penalty fee for lapsed membership.
- (d) Effective January 1, 1999, Professional members must maintain their Professional status until they apply for Registration status or for the duration of their professional career. If a Professional member lapses in maintaining his/her Professional status by not renewing membership fees by December 31 of the year in which they are due, said member must reapply under current requirements for Professional Membership and pay a penalty fee for lapsed membership.
- (e) Graduate and Student members are encouraged to maintain annual membership, but are not liable to pay lapsed membership penalties.

6.8 LIFE MEMBERSHIP - NOMINATION PROCEDURE

Life membership may be granted to those persons nominated according to the following procedures:

- (a) Any two Professional or Registered members of the Association may nominate a Professional member for Life Membership, who meets the qualifications as set out in the By-Laws;
- (b) Nominations for Life Membership shall be made in writing to the President of the Association;
- (c) By a majority of the votes cast at a meeting, the Board of Directors may award a Life Membership.

6.9 QUALIFICATIONS FOR LIFE MEMBERSHIP

- (a) The nominee shall preferably be a current Registered member of the Association and shall have been a professional member for not less than 15 years, which period of time need not be consecutive;
- (b) The nominee shall have practised Art Therapy for not less than ten (10) years, which period of time need not be consecutive, nor exclusively in Ontario;
- (c) The nominee shall have made an outstanding contribution, to the Association and/or to the profession of Art Therapy as determined in the opinion of the Board of Directors.

6.10 CONDITIONS AND RESPONSIBILITIES OF LIFE MEMBERSHIP

- (a) Life Membership shall continue for the life of the member unless revoked in accordance with the provisions of the By-Laws;
- (b) Life Members must abide by the By-Laws and the Code of Ethics as adopted by the Association and shall be subject to all conditions and responsibilities of Registered Members;

6.11 RIGHTS AND PRIVILEGES OF LIFE MEMBERSHIP

- (a) Life Members shall possess full right to hold office and to vote on all matters affecting the Association;
- (b) Life Members shall not be required to pay membership fees;
- (c) Life Members shall be entitled to exercise all rights of Registered Members as provided in the By-Laws of the Association.

6.12 QUALIFICATIONS FOR GRADUATE MEMBERSHIP

A person shall be eligible for Graduate Membership in the Association who:

- (a) is a graduate of an Art Therapy Program and has completed less than 700 practica hours, and
- (b) is not required to hold a B.A.

6.13 RIGHTS AND PRIVILEGES OF GRADUATE MEMBERSHIP

Graduate members of the Association shall:

- (a) Be registered as graduate members in the Registry of the Association which shall be maintained and published from time to time;
- (b) Be entitled to attend all meetings of the members of the Association in which membership is held and to take part in the discussions but not to vote or hold office;
- (c) Be entitled to receive privileges and services provided to Graduate members of the Association.

6.14 CONDITIONS AND RESPONSIBILITIES OF GRADUATE MEMBERSHIP

- (a) Graduate Membership is not transferable and must be renewed annually by payment of the prescribed fees;
- (b) All Graduate members shall abide by the By-Laws of the Association and adhere to the Code of Ethics as adopted by the Association.

6.15 QUALIFICATIONS OF STUDENT MEMBERSHIP

A person shall be eligible for Student Membership who is registered as a student in Ontario in:

- (a) The first professional year or subsequent year of a post graduate Diploma or equivalent at a recognized school of Art Therapy as determined by the Board of Directors;
- (b) A Master of Art Therapy program at a recognized School of Art Therapy as determined by the Board of Directors.

6.16 RIGHTS AND PRIVILEGES OF STUDENT MEMBERSHIP

Student members of the Association shall:

- (a) Be registered as student members in the Registry of the Association which shall be maintained and published from time to time;
- (b) Be entitled to attend all meetings of the members of the Association in which membership is held and to take part in the discussions but not to vote or hold office;
- (c) Be entitled to receive privileges and services provided to Student members of the Association.

6.17 CONDITIONS AND RESPONSIBILITIES OF STUDENT MEMBERSHIP

- (a) Student Membership is not transferable and must be renewed annually by payment of the prescribed fees and the submission of a copy of the current year's student card.
- (b) All student members shall abide by the By-Laws of the Association and adhere to the Code of Ethics as adopted by the Association.

6.18 QUALIFICATIONS FOR ASSOCIATE MEMBERSHIP

A person shall be eligible for Associate membership in the Association who:

- (a) is interested in the expressive art therapies, mental health, education, or any other related field, and who wished to support the Ontario Art Therapy Association.

6.19 RIGHTS AND PRIVILEGES OF ASSOCIATE MEMBERSHIP

Associate members of the Association shall:

- (a) be registered as Associate Members in the Registry of the Association which shall be maintained and published from time to time;
- (b) be entitled to receive privileges and services provided by the Association as determined by the Board;
- (c) be entitled to attend all meetings of the members of the Association and to take part in discussions but not to vote or hold office.

6.20 CONDITIONS AND RESPONSIBILITIES OF ASSOCIATE MEMBERSHIP

- (a) Membership is not transferable and must be renewed annually by payment of the prescribed fees.

6.21 HONOURARY MEMBERSHIP - PROCEDURE FOR NOMINATION

Honourary Membership may be granted to those persons nominated according to the following procedure:

- (a) Any two (2) Registered and/or Professional members of the Association may nominate for Honourary Membership any person who meets the criteria as set out in the By-Laws;
- (b) Nominations for Honourary Membership shall be made in writing to the President of the Association;
- (c) By a majority of the votes cast at a meeting, the Board of Directors may award an Honourary Membership.

6.22 QUALIFICATIONS FOR HONOURARY MEMBERSHIP

- (a) The nominee shall have rendered an outstanding contribution to the Association or to the profession of Art Therapy, as determined in the opinion of the Board of Directors.

6.23 CONDITIONS AND RESPONSIBILITIES OF HONOURARY MEMBERSHIP

- (a) Honourary membership shall continue for the life of the person so named, unless revoked pursuant to the provisions of the By-Laws;

6.24 RIGHTS AND PRIVILEGES OF HONOURARY MEMBERSHIP

- (a) Honourary Members shall not pay any membership fees;
- (b) Honourary Members may not hold office or vote on any matter affecting the Association;
- (c) Honourary Members shall receive such publications of the Association and may attend the General Meetings of the Association.

6.25 QUALIFICATIONS FOR INACTIVE STATUS

A person shall be eligible for Inactive Status in the Association who:

- (a) Is a non-practising Professional or Registered member.

6.26 RIGHTS AND PRIVILEGES OF INACTIVE MEMBERS

- (a) The right to resume registered or professional membership without having to reapply under current requirements.
- (b) Be entitled to privileges and services provided to Inactive members of the Association.

6.27 CONDITIONS AND RESPONSIBILITIES OF INACTIVE MEMBERS

- (a) Inactive members must not derive any income from providing art therapy services in any of its forms, including therapy and/or supervision,
- (b) Inactive status is a short term measure,
- (c) Inactive status is not transferable and must be applied for annually, in writing, to the Board.
- (d) All Inactive members shall abide by the By-Laws of the Association and adhere to the Code of Ethics as adopted by the Association

6.28 QUALIFICATIONS - RETIRED STATUS

A person shall be eligible for Retired Status in the Association who:

- (a) Is a Professional or Registered Member with OATA
- (b) Is at least fifty-five (55) years of age
- (c) Is no longer engaged in the active practice of Art Therapy. The OATA defines active practice as more than 120 hours per year in art therapy related activities, such as supervision, teaching and clinical practice.

6.29 RIGHTS AND PRIVILEGES OF RETIRED MEMBERSHIP

Retired members shall:

- (a) Be voting members but ineligible to hold office
- (b) Be entitled to the OATA membership benefits
- (c) Maintain their destination of OATR (only if Registered)
- (d) Be entitled to reduced membership fees, as determined by the board of directors

6.30 CONDITIONS AND RESPONSIBILITIES OF RETIRED MEMBERSHIP

Retired Members are required:

- (a) To renew their membership annually, and pay the membership fee as determined by the board.
- (b) To apply to the Board in the event that they wish to return to their previous professional or registered status. Such cases will be given individual consideration.

7. **APPLICATION PROCEDURE FOR ALL MEMBERSHIP CATEGORIES:**

All applications for membership shall be forwarded in writing to the Association.

7.1 MEMBERSHIP CATEGORIES

- (a) Every person whose application meets the criteria for a particular class of membership as stated by the By-Law, Rules and Regulations, who complies with the By-Laws, Rules and Regulations and the Code of Ethics of the Association and upon payment of the prescribed fee as set from time to time, shall be registered as a member of the Association.
- (b) Registration of Professional Members (O.A.T.R.)
Application procedure: all applications for registration shall be forwarded in writing to the Registration Chair. Registration committee shall refer to the Board every application for registration which they propose to accept and refuse.
- (c) If a Registered and Professional member of the Ontario Art Therapy Association has not paid his/her dues within the current calendar year, their membership will be considered lapsed by January 1 of the next year. At this point they will be required to reapply under the current requirements, and to pay a lapsed penalty fee. The implementation of this will begin as of January 1, 1999.

7.2 APPOINTMENT OF REGISTRATION COMMITTEE

- (a) The Board of Directors shall appoint three members who are themselves Registered members to the Registration Committee. One member of the Board who is also a registered member is elected by the membership to be Chairperson of the Committee.
- (b) Three members of the Registration Committee constitute a quorum.
- (c) The Registration Committee shall submit an annual report of its activities to the Board of Directors and may make such other reports to the Board as it considers appropriate.

7.3 POWERS OF REGISTRATION COMMITTEE

- (a) The Registration Committee shall consider the application for Registration and may:
 - i) require the applicant to take and pass such additional examinations; and/or

- ii) require the applicant to take such additional training as the Registration Committee specifies; and/or
 - iii) require the applicant to complete successfully such additional field work as specified by the Registration Committee; and/or
 - iv) require the applicant to complete such other requirements as specified by the Registration Committee; and/or
 - v) Exempt an applicant from any criteria for membership; or
 - vi) refuse to grant membership to the applicant.
- (b) Upon successful completion of all requirements made by the Registration Committee of the applicant, the Committee shall direct the President to register the applicant in the appropriate class of membership.
- 7.4 The Registration Chair shall notify the applicant of the decision of the Registration Committee.
- 7.5 The Registration Committee may direct the President to register, issue or refuse to register membership and renewals thereof, or to register and renew membership subject to such terms, conditions and limitations as the Committee specifies.
- 7.6 A refusal to renew membership shall be deemed a refusal to grant membership.
- 7.7 The Registration Committee may review the qualifications of any member and may impose a further term, condition or limitation on her or his registration pending documentation of such standard of competence through the completion of such experience, courses of study or continuing education as the Committee specifies.
- 7.8 The President and Registration shall maintain one or more Registers in which is entered every person who is a member, identifying the terms, conditions and limitations attached to the registration, the classification of membership and every revocation, suspension, cancellation and expiration or other termination and every renewal of membership and such other information as the Registration Committee or Discipline Committee directs.
- 7.9 A member of the Association may apply to the Registration Committee for a direction deleting from the Register the record of the member including notations of revocation, suspension or cancellation of membership.

8. TERMINATION OF MEMBERSHIP

- 8.1 Membership in the Association is terminated when,
- (a) A member ceases to be a member of the Association;
 - (b) A member dies;
 - (c) A member fails to pay the prescribed fees.

9. REINSTATEMENT OF MEMBERSHIP

- 9.1 A person whose membership is terminated for failure to pay the prescribed fee may apply to the President for reinstatement upon payment of the prescribed fee. Application for reinstatement shall be reviewed by the Registration Committee which may impose terms and conditions on reinstatement.

10. WITHDRAWAL

- 10.1 A member may be permitted to withdraw from membership by submitting to the President such request in writing. Upon receipt of the written request the President may remove the member's name from the Register of current members of the Association. In such cases, there shall be no refund of fees paid for the current year, either in whole or in part.

11. BOARD OF DIRECTORS

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

11.1 COMPOSITION:

The Board shall include the immediate Past President, President, Vice President, Secretary, Treasurer and Chairpersons of the Education, Membership, Registration, Public Relations, and Communications Committees.

11.2 QUALIFICATIONS:

A person shall be eligible to sit as a member of the Board of Directors who is a Professional or Registered member in good standing with the Association.

11.3 ELECTION OF DIRECTORS:

The election of Directors shall be organized and conducted by the Nominating Committee pursuant to the provisions of the By-Laws pertaining to elections.

11.4 TERMS OF OFFICE:

- (a) The Term of Office for Members of the Board of Directors shall be two years commencing on the date of the Bi-Annual Meeting of the Association following their respective elections.
- (b) No person shall be a member of the Board for more than six consecutive years except the past President.

11.5 VACANCIES:

- (a) As long as there is a quorum of Directors in office, vacancies shall be filled by the Directors then in office for the remainder of the term or they may be filled by election at the next Bi-Annual Meeting;
- (b) Whenever there is not a quorum of Directors in office the Directors then in office shall forthwith call a general meeting of the members to fill the vacancies pending default, or if there are no Directors then in office, the meeting may be called by any Members.

11.6 TERMINATION OF OFFICE:

The office of a Director shall be vacated if the Director:

- (a) resigns from office by notice in writing to the Association;
- (b) fails to attend two consecutive meetings of the Board of Directors without sufficient cause;
- (c) dies during the term of office;
- (d) becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- (e) is found to be of unsound mind;
- (f) is convicted of any criminal offence.

11.7 POWERS AND DUTIES:

The Board may exercise such powers and duties in accordance with the By-Laws and the Corporations Act and, without limiting the generality of the foregoing shall have power to:

- (a) Formulate the policy of the Association including the raising of funds for the purposes of the Association and to pass general or special regulations as may be considered expedient in order to give effect to such policy;
- (b) Approve the operating budget of the Association and accept responsibility for general supervision of the fiscal affairs of the Association;
- (c) Nominate Auditors to be submitted for appointment to the Bi-Annual General Meeting.
- (d) Appoint the Chairperson of the Nominating Committee and two other Members of the Board as representatives on the Nominating Committee;
- (e) Appoint standing and ad hoc committees of the Association;
- (f) If the need arises, establish Branches of the Association in accordance with the By-Laws and may establish procedures governing the Branches including the revocation of Branch status;
- (g) Initiate, amend, repeal and subsequently act upon the By-Laws and the Rules and Regulations of the Association in accordance with the provisions of the By-Laws;
- (h) Remove any officer, Committee Chairman, or director from the position subject to the confirmation of the membership as provided in the By-Laws;
- (i) Supervise the Committees of the Association including the termination of Membership on the Committees, filling of vacancies, formulating of policy, practice and procedures of the Committees and receive the report of the Committees;
- (j) Appoint Officers or Directors in the event of vacancies in accordance with the provisions of the By-Laws;
- (k) Make Rules and Regulations for the Association relating to the administration and domestic affairs of the Association not inconsistent with the By-Laws of the Association including but not limited to:
 - i) Prescribing the seal of the Association;

- ii) Providing for the execution of documents by the Association;
- iii) Respecting banking and finance;
- iv) Providing for the audit of the accounts, and transactions of the Association and fixing the fiscal year of the Association;
- v) Respecting the calling, holding and conducting of meetings of the Board and duties of members of the Board and officers of the Executive Committee;
- vi) Respecting the calling, holding and conducting of the meetings of the Membership of the Association;
- vii) Prescribing forms and providing for their use;
- viii) Prescribing the fees to be paid by the Membership and fees for continuing education, including penalties for late payment, and fees for anything the President is required or authorized to do, and prescribing the amounts thereof;
- ix) Respecting the duties and authority of the President;
- x) Respecting all of the things that are considered necessary for the attainment of the objectives of the Association and the efficient conduct of its affairs.
- xi) Staff
 - 1) The Board may appoint an Executive Director and establish the qualifications, duties and responsibilities of such position and remuneration to be paid, and without limiting the generality of the foregoing, the Executive Director shall be:
 - a) Employed under supervision of the Board in accordance with personnel policies and practices established by the Board;
 - b) Entitled to attend all meetings of the Board, the Executive Committee, the Nominating Committee and

such other committees as the Board of Directors may determine.

11.8 MEETINGS OF THE BOARD OF DIRECTORS:

- (a) The Board shall hold not less than four meetings in each fiscal year. Such meetings shall be convened at the direction of the President or vice President, or a quorum of the Board and shall be held at such place and time as the President or Vice President shall designate;
- (b) No later than fifteen (15) days following the Bi-Annual General Meeting of the Association, the Board shall hold its first meeting and shall deal with the following matters:
 - i) The appointment of the Chairpersons for the Nominating Committee, Standing Committee of the Board, and ad hoc committees; and
 - ii) Such other business as may be properly brought before it;
- (c) Questions arising at any meetings of the Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairperson of the meeting, in addition to having an original vote, shall have a second or casting vote.

11.9 QUORUM:

A majority of the Board shall constitute a Quorum for the transaction of business.

11.10 REMUNERATION:

Members of the Board of Directors are not entitled to receive remuneration for work done in the performance of their duties on the Board of Directors.

11.11 OFFICERS:

- 1) The officers of the Corporation shall be as follows:
 - (a) President
 - (b) Vice President
 - (c) Secretary

- (d) Treasurer
- (e) Past-President
- (f) Registration Chairperson
- (g) Education Chairperson
- (h) Membership Chairperson
- (i) Public Relations Chairperson
- (j) Communications Chairperson

2) QUALIFICATIONS

A person shall be eligible to act as an officer of the Association who is:

- (a) a Professional Member in good standing of the Association; and
- (b) for the office of Registration Chairperson, is a Registered Member in good standing of the Association; and
- (c) for the office of Treasurer, is bondable in accordance with the requirements of the Insurance Association of Canada.

3) DUTIES:

- (a) President

The President shall:

- i) Be the Chairperson of the meetings of the members, and the Board of Directors;
- ii) Represent the Board between its meetings and report to the Board on these interim actions;
- iii) Be available to Officers for consultation on Association matters; and
- iv) Be an ex-officio member of all committees of Association.

- v) Perform such other duties as may be assigned by the Board.

(b) Vice President

The Vice-President/Secretary shall:

- i) Fulfill the duties of the President in the event of his/her absence or inability to fulfill the obligations of office;
- ii) Perform such duties as requested by the Board.

(c) Secretary

The Secretary shall:

- i) Be responsible for all records of the Association except those related exclusively to finance;
- ii) Keep or cause to be kept the minutes of Meetings of the members, the Board and the Nominating Committee;
- iii) Ensure that all members of the Association are notified of all General and other Meetings of the Members;
- iv) Keep or cause to be kept (the President to keep) a register of the members of the Association;
- v) Be custodian of the Seal of the Association;
- vi) Perform such other duties as may be required by the Board.

(d) Treasurer:

The Treasurer shall:

- i) Be responsible for the receipt, deposit, disbursement and withdrawal of all funds of the Associating and shall render quarterly financial statements to the Board and Executive Committee;
- ii) Prepare or cause to be prepared, before the end of her/his term of office, a "notice to reader" by a Certified Chartered Accountant firm

and a financial statement, and shall submit the same to the Board for presentation to the Bi-Annual Meeting of the Association.

- iii) Keep or cause to be kept a full, correct and clear record of the financial transactions of the Association;
- iv) Perform such other duties as may be assigned by the Board.

(e) Past-President:

The Past-President shall:

- i) Act in an advisory capacity to the Members of the Board and of the Executive Committee;
- ii) Perform such other duties as may be assigned by the Board;

(f) Committee Chairpersons:

Each Committee Chairperson shall:

- i) Be responsible for those duties as designated for her or his Committee;
- ii) Prepare or cause to be prepared, before each Board Meeting and each Bi-Annual Meeting, a report of the activities of their Committee, and shall submit the same to the Board for presentation to the Bi-Annual Meeting of the Association;
- iii) Keep or cause to be kept a full, correct, and clear record of the transactions of her/his Committees;
- iv) Shall have power to recommend members of her/his committee to the Board.
- v) Perform such other duties as may be assigned by the Board.

(g) Membership Chairperson:

The Membership Chairperson shall:

- i) Bring recommendations to the Executive Board as to the acceptance or rejection of application for membership.
- ii) Keep or cause to be kept a registry of all paid up Members of the Association;
- iii) Shall actively seek out new Members for the Association;
- iv) Shall hold not less than four (4) meetings of the Membership Committee in each fiscal year;
- v) Deposit all monies related to membership fees and to forward all appropriate documentation to the Treasurer;
- vi) Issue membership cards and receipts related to membership fees;
- vii) Notify members of annual membership renewal.
- viii) Prepare or cause to be prepared a yearly directory of members to be distributed to all Association members.

(h) Registration Chairperson:

The Registration Chairperson shall:

- i) Be a Registered Art Therapist in good standing with the Association;
- ii) Review all applications for Registration and with the approval of the Registration Committee make recommendations for Registration to the Board.

(i) Education Chairperson:

The Education Chairperson shall:

- i) Maintain a registry of Art Therapy training programs as recognized by the Education Committee and approved by the Board; and

- ii) Appoint in consultation with the Board annually a Newsletter Sub-Committee and a Conference Sub-Committee to assist in the professional development of the Association; and
- iii) Be responsible for the supervision of such Sub Committees;
- iv) Provide the Members of the Association and the General Public with such information relevant to the Education Committee as may be requested from time to time;
- v) Be responsible for holding not less than four (4) meetings of the Education Committee in each fiscal year, and
- vi) Perform such other duties as requested by the Executive Board.
- vii) Be a Professional Art Therapist in good standing with the Association. By 1993, the Chair should be a Registered Art Therapist in good standing.

(j) Public Relations Chairperson:

The Public Relations Chairperson shall:

- i) Appoint, in consultation with the Board, a committee to assist in all matters pertaining to public awareness of the profession of art therapy for the association and its membership; and
- ii) Perform such other duties as requested by the Board; and,
- iii) Be a Professional Art Therapist in good standing with the Association.

(k) Communications Chairperson:

The Communications Chairperson shall:

- i) Appoint, in consultation with the Board, a committee to assist in all matters pertaining to the Association's newsletter and website; and,
- ii) Perform such other duties as requested by the Board; and
- iii) Be a Professional Art Therapist in good standing with the association.

12. INDEMNIFICATION

- 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 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:
- (a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Director in or about the execution of the duties of office or in respect of any such liability:
 - (b) All other costs, charges and expenses which the Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director's own willful neglect or default.
- 12.2 No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Employee or for joining in any receipt or act for
- 12.3 Conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies for belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution or supposed execution of the duties of the respective office or trust or in relation thereto unless the same happen by or through the Director's own willful act or own willful default.

13. COMMITTEES

13.1 The Board of Directors shall establish and appoint members as hereinafter provided to the following committees:

- (a) Nominating Committee;
- (b) Registration Committee, except the Chairperson;
- (c) Ethics Committee;
- (d) Education Committee, except the Chairperson;
- (e) Membership Committee, except the Chairperson;
- (f) Public Relations Committee, except the Chairperson;
- (g) Communications Committee, except the Chairperson;
- (h) Such other committee as the Board of Directors from time to time shall determine.

13.2 The Board of directors shall be responsible for the supervision of the committees of the Association including the length of term of office on formulation of policy, practice and procedure of the Committees, and the receipt of reports of the Committees.

13.3 Unless specified otherwise in the By-Laws, positions on committees shall be terminated for the reasons as stated herein and vacancies shall be filled as hereinafter provided.

(a) Termination:

A position on a Committee shall be vacated if a Member including the Chairperson:

- i) is absent from two (2) consecutive meetings without adequate reason;
- ii) has offered resignation;
- iii) has failed to pay membership fees;
- iv) dies;
- v) such other causes as determined by the Board of Directors from time to time.

(b) Vacancies:

In the event of a vacancy in a Committee, for any reason, the position shall be filled by appointment by the Board of Directors.

14. ETHICS COMMITTEE

14.1 DUTIES:

The Ethics Committee shall:

- (a) Receive and consider such complaints regarding the conduct or actions of any member of the Association made by the general public or any member of the Association, in writing to the President of the Association.
- (b) When so directed by the Board, hear and determine allegations of professional misconduct, incompetence or incapacity against any member.
- (c) Propose Ethics procedure to the Board for approval.
- (d) Meet annually for the purpose of reviewing and updating disciplinary procedures and for recommending changes as necessary to the Board.
- (e) Perform such other duties as are assigned to it by the Board.

14.2 APPOINTMENT:

The Board shall:

- (a) Appoint a minimum of 5 registered members to the Ethics Committee, one of whom shall be appointed as Chairperson (not a member of the Board) and two of whom shall be members of the Board. A majority of members constitute a quorum.
- (b) All ethics decisions require the vote of a majority of the members of the Ethics Committee present at the meeting.
- (c) The Board may direct the Ethics Committee to hold a hearing and determine any specified allegation of professional misconduct, incompetence or incapacity on the part of a member.

14.3 POWERS OF THE ETHICS COMMITTEE:

- (a) In the case of hearings into allegations of professional misconduct, incompetence, or incapacity of a member, the Ethics Committee shall,
 - i) consider the allegations, hear the evidence and ascertain the facts of the case.
 - ii) determine whether upon the evidence and the facts so ascertained the allegations have been proved.
 - iii) determine whether in respect of the allegations so proved the member is guilty of professional misconduct, incompetence, or is found to be an incapacitated member.
 - iv) determine the penalty or sanctions to be imposed in cases in which it finds the member guilty of professional misconduct, incompetence, or to be an incapacitated member.
- (b) A member may be found guilty of professional misconduct by the Committee if,
 - i) the member has been found guilty in the opinion of the Ethics Committee of professional misconduct as determined by the Committee with reference to the By-Laws of the Association and Code of Ethics as adopted by the Association.
- (c) The Ethics Committee may find a member to be incompetent if in its opinion the member has displayed in the professional care of a client a lack of knowledge, skill or judgment or disregard for the welfare of the client of a nature or to an extent that demonstrates that the member is unfit to continue to practice as a member of the Association.
- (d) Where the Ethics Committee finds a member guilty of professional misconduct or incompetence it may order:
 - i) revoke the registration of the member.
 - ii) suspend the registration of the member for a stated period.
 - iii) impose such restrictions on the registration of the member for such period and subject to such conditions as the Committee designates.
 - iv) reprimand the member, and if deemed warranted, direct that the fact of such reprimand be recorded on the Register.

- v) direct the imposition of a penalty be suspended or be postponed for such period and upon such terms as the Committee designates, or
 - vi) impose any combination thereof.
- (e) Where registration is suspended or restricted for a period, the suspension or restriction applies in respect of any renewal of right to renewal of the registration for the duration of the period.

15. **NOMINATING COMMITTEE**

15.1 COMPOSITION:

The Nominating Committee shall be composed of the following Members: a Chairperson, who shall normally be immediate Past President, and two members who shall be two professional or registered members of the Association appointed by the Board.

15.2 QUALIFICATIONS

A person shall be eligible for membership on the Nominating Committee who is a Professional or Registered Member in good standing of the Association, and is not running for office in the current election.

15.3 DUTIES:

- (a) To call for nominations from all Professional and Registered members of the Association and itself propose other nominations for election of the Officers of the Association, except Past-President, and to obtain the consent of the candidates;
- (b) To call for nominations from all Professional and Registered Members of the Association and itself to propose other nominations of Members to be elected to the Nominating committee and to obtain the consent of the candidates;
- (c) To design a ballot in such a manner as to list persons nominated for election as Officers;
- (d) To ensure that all Professional and Registered Members of the Association be informed about those persons nominated for election by including with the ballot,

material which contains the names, addresses, occupational positions and other biographical information of all persons nominated and eligible for election.

- (e) To perform such other duties in respect to nominations and elections as requested by the Board of Directors from time to time.

15.4 TERM OF OFFICE:

The Nominating Committee will be appointed by the Board of Directors following the Bi-Annual General Meeting.

16. EDUCATION COMMITTEE

16.1 COMPOSITION:

The Education Committee shall be composed of the following members:

- (a) Two Registered Members, as appointed by the Board.
- (b) A Chairperson elected by the Members, pursuant to Section 20.

16.2 QUALIFICATIONS:

A person shall be eligible for membership on the Education Committee who is a Professional or Registered Member in good standing of the Association.

16.3 DUTIES AND RESPONSIBILITIES OF EDUCATION COMMITTEE:

- (a) To define, uphold and cause to be upheld recognized standards of training in Art Therapy in consultation with Membership and Registration.
- (b) To maintain a registry of accredited Art Therapy training institutes as recognized by the Education Committee and approved by the Board of Directors; and
- (c) To appoint annually a Newsletter Subcommittee and a Conference Subcommittee to assist in the professional development of the Association; and
- (d) To be responsible for the supervision of such Subcommittees; and
- (e) To provide the Members of the Association and the General Public with information relevant to the education of Art Therapists as may be requested from time to time; and

- (f) To perform such other duties in respect to the Education committee as requested by the Board of Directors from time to time.
- (g) The Education Committee and its Subcommittees shall hold not less than four (4) meetings in each fiscal year.

17. REGISTRATION COMMITTEE

17.1 COMPOSITION:

The Registration Committee shall be composed of the following members:

- (a) At least one registered and one professional member as appointed by the Board of Directors.
- (b) A Chairperson elected by the Membership, pursuant to Section 20, who shall be a Registered Member.

17.2 QUALIFICATION:

A person shall be eligible for membership on the Registration Committee who is a Professional or Registered Member in good standing of the Association.

17.3 DUTIES AND RESPONSIBILITIES OF REGISTRATION COMMITTEE:

- (a) To define and cause to be upheld in consent with the Membership Committee, recognized standards of registration as approved by the Board.
- (b) To maintain a registry of registered Art Therapists as recognized by the Registration Committee and approved by the Board of Directors.
- (c) To be responsible for the supervision of such Subcommittees; and
- (d) To provide the Members of the Association and the General Public with such information relevant to the Registration Committee as may be requested from time to time; and
- (e) To perform such other duties in respect to the Registration Committee as requested by the Board of Directors from time to time.

- (f) The Registration Committee and its Subcommittees shall hold not less than four (4) meetings in each fiscal year.

18. MEMBERSHIP COMMITTEE

18.1 COMPOSITION:

The Membership Committee shall be composed of the following Members:

- (a) Three Professional or Registered Members as appointed by the Board of Directors;
- (b) A Chairperson elected by the Members pursuant to Section 20.

18.2 QUALIFICATIONS:

A person shall be eligible for membership on the Membership Committee who is a Professional or Registered Member in good standing of the Association.

18.3 DUTIES AND RESPONSIBILITIES OF THE MEMBERSHIP COMMITTEE:

- (a) To keep and cause to be kept a registry of all Members of the Association; and
- (b) To actively seek out new Members to the Association;
- (c) To perform such other duties in respect to the Membership Committee as requested by the Board of Directors from time to time.
- (d) The Membership Committee shall hold not less than four (4) meetings in each fiscal year.

19. PUBLIC RELATIONS COMMITTEE

19.1 COMPOSITION:

The Public Relations Committee shall be composed of the following Members:

- (a) Three Professional or Registered Members, as appointed by the Board of Directors;
- (b) A Chairperson elected by the Members pursuant to Section 21.

19.2 QUALIFICATIONS:

A person shall be eligible for membership on the Public Relations Committee who is a Professional or Registered member in good standing of the Association.

19.3 DUTIES AND RESPONSIBILITIES OF THE PUBLIC RELATIONS COMMITTEE:

- (a) To provide members of the association and the general public with information relevant to public relations, as may be requested from time to time; and
- (b) To perform such other duties in respect of public relations for the association and its membership, as requested by the Board of Directors from time to time.
- (c) The Public Relations Committee shall hold not less than four (4) meetings in a fiscal year.

20. COMMUNICATIONS COMMITTEE

20.1 COMPOSITION

The Communications Committee shall be composed of the following Members:

- (a) Three Professional or Registered Members, as appointed by the Board of Directors;
- (b) A Chairperson elected by the Members pursuant to Section 22.

20.2 QUALIFICATIONS

A person shall be eligible for membership on the Communications Committee who is a Professional or Registered member in good standing of the Association.

20.3 DUTIES AND RESPONSIBILITIES OF THE COMMUNICATIONS COMMITTEE

- (a) To create and publish the newsletter of the association each Fall, Winter, and Spring; and
- (b) To consult with and advise the association's webmaster to ensure that the OATA website is kept accurate, up-to-date, and professional
- (c) To perform such other duties in respect of communications for the association and its membership, as requested by the Board of Directors from time to time.
- (d) The Communications Committee shall hold not less than four (4) meetings in a fiscal year.

21. **MEETINGS OF MEMBERS-- BI-ANNUAL MEETING**

21.1 The Bi-Annual General Meeting of the Association shall be held every other year at the Head Office of the Association or at such place within Ontario as the Board may determine. The Board shall determine the date and time of the meeting.

21.2 At each Bi-Annual Meeting there shall be presented:

- (a) The Report of the Board of Directors of the activities of the Association for the previous term;
- (b) The Financial Statement and if applicable, the Report of the Auditors for the previous term; And if the need arises, the matter of the appointment of the Auditors for the ensuing term;
- (c) The election of the Directors by the Members as required by the By-Laws;
- (d) The matter of ratification, amendment, or repeal of the By-Laws; and
- (e) Such other information or material relating to the affairs of the Corporation as in the opinion of the Board is of interest or importance.
- (f) Reports from Membership, Education, Registration, Public Relations, and Communications Committees.

21.3 OTHER MEETINGS:

Other meetings of the Members may be convened by the Board of Directors, the President or the Vice-President or on the request of the Members, provided such request is made by at least 5 Professional or Registered members in good standing and such request is made to the Board in writing including a statement of reasons for the request.

21.4 NOTICE OF MEETINGS OF MEMBERS:

- (a) A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be delivered or sent through the post, (postage prepaid) at least thirty days (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting to member at the address as it appears on the books of the Association and if no address is given therein then to the last address of such member known to the Secretary; purpose on any date and at any time at any place within Ontario, without notice, if all the members are present in person at the assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.
- (b) The accidental omission to give notice of any meeting or the non-receipt of any notice by an Member or Members shall not invalidate any resolution passed on any proceedings taken at any meeting.

21.5 QUORUM:

The presence of 10 registered or professional members shall be a quorum for any meeting of members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

21.6 VOTING:

- (a) All questions proposed for the consideration of the members shall be determined by the majority of votes cast and the Chairperson presiding at the meeting has a second or casting vote in case of an equality of votes;
- (b) The Chairperson presiding at a meeting of Members may, with consent of the members present and subject to such conditions as the members decide, adjourn the meeting from time to time and from place to place;

- (c) The President or, if absent, a Vice President shall preside as Chairperson at a meeting of Members, but, if there is no President or such a Vice-President or if at a meeting neither of them is present within fifteen minutes after the time appointed for the holding of the meeting, the Members present may choose a person from their number to be Chairperson.
- (d) Every question shall be decided in the first instance by a show of hands, unless a poll is demanded. An entry in the minutes of a meeting of Members to the effect that the Chairperson declared a motion to be carried is admissible in evidence a prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (e) If a poll is demanded the same shall be taken in such manner as the Chairperson directs.
- (f) In order to vote, or use a proxy an individual must have been a member of the association for sixty days.

21.7 PROXY:

- (a) Every member entitled to vote at a meeting of members may by means of a proxy appoint a person as nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy;
- (b) A proxy shall be executed by the Member or the member's attorney authorized in writing and ceases to be valid one year from its date;
- (c) A proxy shall contain the date thereof and the appointment and name of the nominee and may contain a revocation of a former proxy and restrictions, limitations or instructions as to the manner in which the vote is to be made. The proxy shall be in the form as prescribed in the Rules and Regulations;
- (d) In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Member or by the attorney authorized in writing deposited either at the Head Office of the Association at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chairperson of such meeting on the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chairperson of such meeting on the day of the meeting, or adjournment thereof, and upon either of such deposits the proxy is revoked;

21.8 MEMBERS' RESOLUTIONS:

- (a) On a requisition of not less than one-twentieth of the Members of the Association, entitled to vote at a meeting of the Association, to which the requisition relates, the Directors shall:
 - i) Give to entitled Members notice of any resolution that may be properly moved and is intended to be moved at that meeting; or
 - iii) Circulate to the Members a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or with respect to the business to be dealt with at the meeting;
- (b) The notice or statement or both, as the case may be shall be given or circulated by sending a copy thereof to each Member entitled thereto in the same manner and at the Association, for the sending of notice of meetings of Members.
- (c) Where it is not practical to send the notice or statement or both at the same time as the notice of the meeting is sent, the notice or statement or both shall be sent as soon as practical thereafter;
- (d) the Association, the Board and the Members requiring the resolution, shall comply with all the statutory requirements as prescribed in the Corporations Act from time to time and relating to such Members' requisitions.

22. ELECTIONS

22.1 ELIGIBILITY:

- (a) All candidates for the positions on the Board of Directors and candidates for membership on the Nominating Committee must be paid-up Members of the Association at least sixty (60) days before the date of the election for which the ballot is being prepared.
- (b) All Professional and Registered Members whose dues are paid up for the year in which an election is taking place are eligible to vote.
- (c) Any member of a current Nominating Committee who is elected pursuant to the provisions of these By-Laws, may not be nominated as an officer of the Board of Directors of the Association while serving as a member of the Nominating Committee.

22.2 PROCEDURES FOR NOMINATIONS:

- (a) Each year, not less than seventy (70) days prior to the date of the Bi-Annual Meeting of the Association of that year, the Chairperson of the Nominating Committee shall cause to be sent by pre-paid post to every member at the mailing address as entered in the records of the Association a notice calling for nominations for elections of members of the Board and members of the Nominating Committee for ensuing term.
- (b) Such notice shall include information in respect to the requirements to be fulfilled by the members, in order to submit nominations; and shall further specify the closing date for nominations which shall be at least forty (40) days prior to the date of the Bi-Annual Meeting of the Association that year. All such confirmed nominees who qualify for election shall be included on the nomination slate which will be sent to every member 25 days before the Bi-Annual General Meeting.

22.3 ELECTION PROCEDURES:

Directors and Officers (except immediate Past President) including President, Vice-President, Secretary and Treasurer, and the Chairpersons of Education, Registration, Membership, Public Relations, and Communications Committees will be elected every two years. Past-President may sit on the Board for two years following his/her term of office.

23. **AMENDMENT OF BY-LAWS**

- 23.1 The Directors of the Association may pass By-Laws and repeal, amend or re-enact By-Laws, not contrary to the Corporations Act or the letters patent or supplementary letters patent, to regulate:
- (a) The admission of persons as Members and the qualification of and the conditions of memberships;
 - (b) The fees and dues of Members;
 - (c) The issue of membership cards and certificates;
 - (d) The suspension and termination of memberships by the Association and by the member;
 - (e) The time for and manner of election of Directors;

- (f) The appointment, remuneration, functions, duties and removal of agents, officers and employees of the Association and the security, if any, to be given by them to it;
 - (g) The time and place and the notice to be given for the holding of meetings of Members, the requirements as to proxies, and the procedure in all things at Members meetings and at meetings of the Board of Directors;
 - (h) The conduct of all other particulars of the affairs of the Corporation;
- 23.2 Proposed amendments shall be submitted to the voting membership by mail ballot at least thirty (30) days in advance of the deadline for receiving ballots.
- 23.3 A Bylaw passed by the Board of Directors and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a General Meeting of the Members duly called for that purpose, is effective only until the next Bi-Annual Meeting of the Members unless confirmed thereat, and, in default of confirmation therat, ceases to have effect at and from that time, and in that case no new By-Law of the same or like substance has any effect until confirmed at a General Meeting of the Members.
- 23.4 Rejection:

The members may, at the General Meeting or the Bi-Annual Meeting confirm, reject, amend or otherwise deal with any By-Law passed by the Directors and submitted to the meeting for confirmation, but no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or other dealing.

24. REIMBURSEMENT:

Any Director, Officer or Committee Member or Member may be reimbursed for reasonable expenses incurred in the performance of duties for the Association.

25. FEES

- 25.1 Fees shall be payable in advance annually.
- (a) Fees paid after March 1st of the current year will be considered late and members will be subject to a prescribed penalty fee.
 - (b) Fees not paid by December 31 of the current year are considered lapsed and members will be subject to a lapsed penalty fee. When membership fees have lapsed by a full calendar year, Registered and Professional members will be required to reapply for membership under current requirements, with Registered members again paying the

registration processing fee.

- 25.2 Fees shall be prescribed by the Board and approved at the Bi-Annual General Meeting and shall be stipulated in the Rules and Regulations of the Association;
- 25.3 The fee structure shall include an annual fee for:
- (a) Registered members;
 - (b) Professional members
 - (c) Graduate Members
 - (d) Student Members;
 - (e) Associate Members;
 - (f) Such other fees as the Board of Directors may deem necessary for the operation of the Association.

26. FISCAL YEAR

The Fiscal Year of the Association shall end on the 31st day of December each calendar year.

27. CUSTODY OF SECURITIES

All shares and securities owned by the Association shall be lodged (in the name of the Association) with a chartered bank or trust company or in a safety deposit box or with other depositories or in such other manner as may be determined from time to time by the Board of Directors.

28. CHEQUES, DRAFTS AND NOTES

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two officers of the Board.

29. EXECUTION OF INSTRUMENTS

- 29.1 Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by the President of the Association or a Vice-President together with the Secretary or the Treasurer or by any two Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization of formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- 29.2 The Seal of the Association may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.
- 29.3 The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.
- 29.4 In particular without limiting the generality of the foregoing, the Vice-President together with the Secretary or the Treasurer or two Directors of the Board shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association or otherwise all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.