

**BYLAWS OF  
CATHOLIC PSYCHOTHERAPY ASSOCIATION OF CANADA, INC.**  
(A Canadian nonprofit corporation)

**ARTICLE I – MISSION**

- 1.1 The mission of the Catholic Psychotherapy Association of Canada, Inc. (the “Association”) is to support Catholic mental health professionals in Canada by promoting the development of psychological theory, research, and mental health practice that encompasses an understanding of the human person, family and society, which respects Catholic anthropology and the Magisterium of the Catholic Church.

**ARTICLE II – INTERPRETATION**

- 2.1 Definitions. In these bylaws:
- (a) “Act” means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the 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 amended Articles of Incorporation;
  - (c) “Board” means the board of directors of the Association;
  - (d) “Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**ARTICLE III - MEMBERSHIP**

- 3.1 Criteria for Membership. All members of the Association must meet the General Criteria for Membership in the Association which includes:
- (a) Adherence and fidelity to the teaching of the Magisterium of the Catholic Church;
  - (b) Support of the mission of the Association; and
  - (c) Successful completion of the application established by the Board of Directors.
- 3.2 Classes of Members. There shall be four (4) classes of members in the Association:
- (a) Clinical Members. Clinical Members shall be Catholic, Canadian citizens who possess a graduate degree in a mental health field, are licensed or certified to practice a mental health profession, and who have been accepted for Clinical Membership in the Association.
  - (b) Academic Members. Academic Members shall be Catholic, Canadian citizens who possess a graduate degree in a social science or theology, and who have been accepted for Academic Membership in the Association.
  - (c) Student Members. Student Members shall be Catholic, Canadian citizens who are enrolled in an undergraduate or graduate degree program in a social science or theology, and who have been accepted for Student Membership in the Association.
  - (d) Associate Members. Associate Members shall be persons who do not meet the criteria for Clinical, Academic, or Student membership, but who otherwise meet the General Criteria for Membership, and who have been accepted for Associate Membership in the Association. Associate members cannot advertise membership.
- 3.3 Rights and Privileges of Members.
- (a) Clinical Members and Academic Members:
    - (i) have the right to vote on the election of directors;
    - (ii) have the right to vote on the election of the President-Elect;
    - (iii) have the right to vote on any other matter as prescribed under the Act;
    - (iv) are eligible to serve on the Board.

- (b) Student Members and Associate members:
    - (i) may not vote on any matter; and
    - (ii) excepting in the case of a duly appointed spiritual director, are not eligible to serve on the Board
  - (c) All other rights and privileges of the Association shall be shared in equally by all four classes of membership.
- 3.4 Application to Membership. Membership applications shall be reviewed and decided upon by the Membership Committee. Appeals from such decisions may be made to the Board of Directors whose decisions will be final.
- 3.5 Termination. A membership may be terminated from the Association upon a majority affirmative vote of the Membership Committee. Appeal of membership termination may be made within fourteen (14) calendar days by written notice to the President. The dismissal will stand if agreed to by a majority of the Board with no further right of appeal. Readmission for membership will be based upon the decision of the Board.
- 3.6 Effect of Termination. Upon any termination of membership, the person shall also cease to have any rights in the Association. At such point all property of the Association must be returned.
- 3.7 Dues. The Board of Directors may determine the amount of the annual dues payable by members. The Board shall also have the right to impose general or special assessments.
- 3.8 Fundamental Change. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make an amendment to Article III of these bylaws. Current membership rights will be unaffected by such amendments.

#### **ARTICLE IV – MEETING OF MEMBERS**

- 4.1 Annual General Meeting. The annual general meeting of the members shall consist of one or more business meetings as determined by the Board.
- 4.2 Special Meetings. Special meetings of the members shall be called by the Board:
  - (a) at intervals between Annual General Meetings deemed appropriate; or
  - (b) upon receipt of a petition of not less than twenty-five percent (25%) of the members having voting rights, which states the purpose for the meeting.
- 4.3 Time and Location of Meetings. Meetings of members shall be held at a place in Canada, and at a time designated by the Board.
- 4.4 Notice of Meetings. Written notice stating the day, time, and place of any meeting of members with the purpose(s) for which the meeting is called shall be given to each member entitled to vote. Such notice must be given not less than thirty (30) days before the meeting.
- 4.5 Fundamental Change. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution is required to make an amendment to any section of these bylaws, if such an amendment changes the manner of giving notice to members.
- 4.6 Quorum at Members' Meetings. Twenty-five percent (25%) of Clinical and Academic Members shall constitute quorum.

- 4.7 Attendance at Meetings.
- (a) The educational meetings of the Association are open to members and non-members upon proper application and payment of fees, if any.
  - (b) All other meetings of members are open only to members and persons who are invited by the chair of the meeting.
- 4.8 Votes at Members' Meetings. At any meeting of members every question shall be determined by a majority of the votes cast. In case of an equality of votes, the chair of the meeting shall cast the deciding vote. A Clinical or Academic Member can alternately cast his/her vote via proxy.
- 4.9 Action Without Meeting. Any action which may be taken at an Annual General Meeting of the members may be taken without such, if:
- (a) a ballot, setting forth the proposed action, specifying the time by which it must be received by the Association, shall be delivered to every member entitled to vote on the matter;
  - (b) the Association enables the votes to be gathered, verified, tallied, and presented anonymously; and
  - (c) the number of affirmative votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at an Annual General Meeting of the members.

#### **ARTICLE V – DIRECTORS**

- 5.1 Board of Directors. The general governance of the Association shall be vested in the Board which shall manage in accordance with the requirements of the bylaws and articles.
- 5.2 Number of Directors. The Board shall consist of the number of directors specified in the Articles.
- 5.3 Election and Term.
- (a) Excepting in the case of a duly appointed spiritual director, only Clinical and Academic Members are eligible to become directors of the Association.
  - (b) Directors may serve unlimited successive terms.
- 5.4 Removal. The membership body may remove any director, but only at a special meeting called for that purpose and following a majority vote.
- 5.5 Vacancies.
- (a) A vacancy on the Board may be filled by a quorum of the remaining directors;
  - (b) If there is not a quorum or if there has been a failure to elect the number of minimum number of directors provided in the Articles, the directors must call a special meeting of members to fill the vacancy.
  - (c) In the case of a resignation that will become effective at a specified later date, a replacement director may be elected before the vacancy occurs and will assume the duties at the specified time. Such directors shall hold office for the unexpired term.
- 5.6 Meetings. The Board may hold regular or special meetings as defined by these bylaws.

- 5.7 Notice of Meetings. Notice of meetings of the Board shall be given to each director not less than seventy-two (72) hours before.
- 5.8 Quorum. Fifty-one percent of the number of directors shall constitute a quorum.
- 5.9 Votes at Board Meetings. At any meeting of the Board every question shall be determined by a majority of the votes cast. In case of an equality of votes, the chair of the meeting shall cast the deciding vote.
- 5.10 Action Without Meeting. Actions are permitted to be taken without a meeting of the Board provided all directors consent.
- 5.11 Compensation and Expenses. No director shall be entitled to any compensation related to that person's services as a director. A director may be reimbursed for expenses incurred for the Association and duly approved.

#### **ARTICLE VI – COMMITTEES**

- 6.1 Committees. The Board may create committees and appoint members to serve on them. Any committee shall serve at the pleasure of the Board.
- 6.2 Committee Chair. Each committee shall elect a chair accountable to the Board.

#### **ARTICLE VII – OFFICERS**

- 7.1 Officers. The officers of the Association shall be the President, Secretary, Treasurer, and President-Elect.
- 7.2 President-Elect. Upon election by the members at an Annual General Meeting, the President-Elect shall hold office for a *term of two (2) years*. The President-Elect shall handle the executive functions of the Association in the President's absence and shall perform all other functions assigned by the President and/or these bylaws.
- 7.3 President. The President shall hold office for a *term of two (2) years*. The President may preside at meetings of the members, shall serve as the Chief Executive Officer and Chair of the Board, and shall carry out executive functions of the Association.
- 7.4 Past-President. The Past-President shall hold office for the *term of one (1) year*. The Past-President shall advise the new President on request.
- 7.5 Secretary. The Secretary shall be responsible for maintaining records of minutes at all Association meetings, handle correspondence and record-keeping, and receive and count ballots in any election or referendum.
- 7.6 Treasurer. The Treasurer shall be responsible for financial transactions of the Association and maintaining records thereof.
- 7.7 Communications Director. The Communications Director shall be responsible for coordinating and producing external communications of the Association.
- 7.8 Election of Officers. Officers shall be directors and, except for the President and President-Elect, shall be elected by the Board at the AGM. Vacancies should be filled as soon as practicable.

- 7.9 Removal. An officer may be removed by a majority vote of the Board for any reason which the Board deems appropriate.

#### **ARTICLE VIII – CONFLICTS OF INTEREST**

- 8.1 Duty of Directors and Employees. The directors and employees of the Association shall exercise the utmost good faith in all transactions touching upon their duties to the Association and its property.

#### **ARTICLE IX – MISCELLANEOUS PROVISIONS**

- 9.1 Offices. The principal office of the Association shall be located in the Province of Alberta. The Association may have additional offices within Canada.
- 9.2 Corporate Seal. The Association's corporate seal shall be stored in the principal office.
- 9.3 Fiscal Year. The fiscal year of the Association shall be the calendar year, unless otherwise determined by the Board.
- 9.4 Execution of Document. The Board may determine which director(s) can execute a document on its behalf.
- 9.5 Amendments. The Board has the power to amend these bylaws.