

CAPCT

CANADIAN ASSOCIATION OF PSYCHOANALYTIC CHILD THERAPISTS

BY-LAWS

relating generally to the affairs of the
CANADIAN ASSOCIATION OF PSYCHOANALYTIC CHILD THERAPISTS

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the CANADIAN ASSOCIATION OF PSYCHOANALYTIC CHILD THERAPISTS (hereinafter referred to as the "**Association**" or "**CAPCT**") as follows:

Article 1 INTERPRETATION

1.1 Interpretation

In this by-law and all other by-laws of the Association, unless the context otherwise specifies or requires:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act*, as from time to time amended;
- (b) "**Articles**" or "**Articles of Incorporation**" means the Association's Articles of Incorporation along with any amendments.
- (c) "**Board**" means the board of directors of the Association;
- (d) "**by-law**" means any by-law of the Association from time to time in force and effect;
- (e) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act;
- (f) unless the context otherwise requires, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, Associations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (g) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Article 2
REGISTERED OFFICE

2.1 Registered Office

The directors may from time to time by resolution fix the location of the registered office of the Association within the place in Ontario designated by the Association's letters patent or by special resolution of the Association.

Article 3
MEMBERSHIP

3.1 Admission of Members and Period of Membership

The membership shall consist of such persons as have satisfied the requirements for admission as members in the categories set out hereafter, as may be approved by the resolution of the Board from time to time, or in such other manner as may be approved for admission by the Board. Each member shall be promptly informed by the Secretary of his admission as a member.

3.2 Membership Categories

The following conditions of membership shall apply:

(a) Clinical Members

Clinical membership shall be available only to individuals who:

(i) are Registered Psychotherapists of the College of Registered Psychotherapists of Ontario or are registered with another professional psychotherapy college in Ontario that entitles such individuals to practice psychotherapy in Ontario, in each case, possessing a valid registration number with such college;

(ii) are graduates of the Canadian Institute for Child and Adolescent Psychoanalytic Psychotherapy training program or another child and adolescent psychoanalytic training program recognized by the Association from time to time;

(iii) have paid all fees and dues as may be fixed by the Board from time to time;

(iv) have applied, in accordance with procedures approved by the Board, and have been accepted for membership as a Clinical member of the Association; and

(v) have purchased, and continue to maintain, insurance against claims of malpractice or negligence under coverage recognized by the Board from time to time and which are provided by an insurer licensed with the Financial Services Commission of Ontario or the Office of the Superintendent of Financial Institutions Canada.

The term of membership of a Clinical member shall be for one (1) year from the date on which such individual was admitted to membership in the Association in such category and shall thereafter continue and be renewed until terminated as provided for hereunder.

Clinical members shall have the right to attend meetings of members, to speak and debate thereat. Clinical members shall have the right to nominate other Clinical members to serve as directors. Each Clinical member is entitled to receive notice of, attend and vote at all meetings of members and each such Clinical member shall be entitled to one (1) vote at such meetings.

Clinical members shall be eligible to stand for election as directors.

(b) Associate Members

Associate membership shall be available only to individuals who:

(i) are Registered Psychotherapists of the College of Registered Psychotherapists of Ontario or are registered with another professional college in Ontario, which registration entitle such individuals to practice psychotherapy in Ontario, in each case, possessing a valid registration number with such college;

(ii) are recognized by the Association from time to time as being qualified to work with children and adolescents;

(iii) have paid all fees and dues as may be fixed by the Board from time to time;

(iv) have applied, in accordance with procedures approved by the Board, and have been accepted for membership as an Associate member of the Association; and

(v) have purchased, and continue to maintain, insurance against claims of malpractice or negligence under coverage recognized by the Board from time to time and which are provided by an insurer licensed with the Financial Services Commission of Ontario or the Office of the Superintendent of Financial Institutions Canada.

The term of membership of an Associate member shall be for one (1) year from the date on which such individual was admitted to membership in the Association in such category and shall thereafter continue and be renewed until terminated as provided for hereunder.

Associate members shall have the right to attend meetings of members, to speak and debate thereat. Each Associate member is entitled to receive notice of and attend at all meetings of members. Subject to the Act and the letters patent, an Associate member shall not be entitled to vote at, or nominate members to serve as directors at, meetings of the members of the Association.

Associate members shall not be eligible to stand for election as directors, but shall be eligible to advise any committee of the Board as the Board may specify from time to time.

(c) Qualifying Members

Qualifying membership shall be available only to individuals who:

- (i) are Qualifying Members of the College of Registered Psychotherapists of Ontario possessing a valid registration number with such college;
- (ii) are registered with another professional college in Ontario (other than the College of Registered Psychotherapists of Ontario), which registration entitles such individuals to practice psychotherapy in Ontario;
- (iii) are graduates of the Canadian Institute for Child and Adolescent Psychoanalytic Psychotherapy training program;
- (iv) have paid all fees and dues as may be fixed by the Board from time to time;
- (v) have applied, in accordance with procedures approved by the Board, and have been accepted for membership as a Qualifying member of the Association; and
- (vi) have purchased, and continue to maintain, insurance against claims of malpractice or negligence under coverage recognized by the Board from time to time and which are provided by an insurer licensed with the Financial Services Commission of Ontario or the Office of the Superintendent of Financial Institutions Canada.

The term of membership of a Qualifying member shall be for one (1) year from the date on which such individual was admitted to membership in the Association in such category and shall thereafter continue and be renewed until terminated as provided for hereunder.

Qualifying members shall have the right to attend meetings of members, to speak and debate thereat. Each Qualifying member is entitled to receive notice of and attend at all meetings of members. Subject to the Act and the letters patent, a Qualifying member shall not be entitled to vote at, or nominate members to serve as directors at, meetings of the members of the Association.

Qualifying members shall not be eligible to stand for election as directors, but shall be eligible to advise any committee of the Board as the Board may specify from time to time.

(d) Candidate Members

Candidate membership shall be available only to individuals who:

- (i) are candidates enrolled in the Canadian Institute for Child and Adolescent Psychoanalytic Psychotherapy training program or another child and adolescent psychoanalytic training program recognized by the Association from time to time;

(ii) have paid all fees and dues as may be fixed by the Board from time to time; and

(iii) have applied, in accordance with procedures approved by the Board, and have been accepted for membership as a Candidate member of the Association.

The term of membership of a Candidate member shall be for one (1) year from the date on which such individual was admitted to membership in the Association in such category and shall thereafter continue and be renewed until terminated as provided for hereunder.

Candidate members shall have the right to attend meetings of members, to speak and debate thereat. Each Candidate member is entitled to receive notice of and attend at all meetings of members. Subject to the Act and the letters patent, a Candidate member shall not be entitled to vote at, or nominate members to serve as directors at, meetings of the members of the Association.

Candidate members shall not be eligible to stand for election as directors, but shall be eligible to advise any committee of the Board as the Board may specify from time to time.

3.3 Fees

Following receipt of any recommendation by the Treasurer together with a proposed budget for the applicable year, the Board may fix annual fees payable by the members, with such variation in fees between classes of members as shall be approved by the Board. The Administrator shall notify the members of dues or fees or other sum levied at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Association, but any such members may on payment of any unpaid dues or fees or other sum levied be reinstated by resolution of the Board.

3.4 Resignation

Members may resign from the Association at any time. In case of resignation, such member shall remain liable for payment of any dues or fees or other sum levied or which became payable by such member to the Association prior to acceptance of such member's resignation.

3.5 Membership not Transferable

The interest of a member in the Association shall be personal and not transferable.

3.6 Duties of Members

All members shall abide by the letters patent, by-laws and Code of Ethics of the Association, and support the objects of the Association.

3.7 Termination and Reinstatement

A membership in the Association is terminated when:

- (a) the member dies;
- (b) a member fails to maintain any qualifications for membership described in section 3.2 of these by-laws;
- (c) the member resigns by delivering a written resignation to the Chair of the Board;
- (d) the member's membership is revoked in accordance with section 3.8 below or is otherwise terminated in accordance with the letters patent or by-laws;
- (e) the required annual fees are not received within thirty (30) days of the notice set forth in section 3.3, provided that former members may reapply for membership and upon satisfying any conditions imposed by the Board and upon payment of the prescribed annual fees, may be reinstated as members by resolution of the Board; or
- (f) the Association is liquidated or dissolved under the Act.

Subject to the letters patent, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

3.8 Revocation of Membership

Membership in the Association may be revoked for conduct not in accordance with the letters patent, by-laws, the Code of Ethics of the Association and/or objects of the Association, as determined by the Board in its sole discretion. The board's decision shall be final and binding on the member, without any further right of appeal.

Article 4 GENERAL MEETINGS OF MEMBERS

4.1 Annual and Other Meetings of Members

At every annual meeting, the report of the directors, the financial statements and the report of the auditors thereon shall be presented. In addition, directors shall be elected, auditors shall be appointed for the ensuing year and their remuneration fixed and any other business may be transacted. Subject to section 4.6, the members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Association. Notice of the time and place of every such meeting shall be given not less than twenty days before the time fixed for the holding of such meeting by e-mail or publication on the internet website of the Association; provided that any such meetings of members may be held at any time and place without

such notice if all the members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

4.2 Place of Meetings

The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the directors may determine and on such day as such directors shall determine.

4.3 Quorum

A quorum for the transaction of business at any meeting of members shall consist of five (5) Clinical members; provided that in no case can any meeting be held unless there are two (2) Clinical members present in person.

4.4 Voting

Subject to the provisions, if any, contained in the letters patent or any amendments thereto of the Association, each Clinical member shall at all meetings of members be entitled to one vote and such member may vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from such proxy's constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless such member has paid all dues or fees or other sum levied, if any, then payable by such member.

At all meetings of members every question shall be decided by a majority of the votes of the Clinical members present in person or represented by proxy unless otherwise required by the by-laws of the Association or the Act. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Clinical member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the Association upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chairman shall be entitled to a second or casting vote.

4.5 Resolution in Lieu of Meeting

A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

4.6 Special Meetings

Special General Meetings of the Association may be called by the President or by one-third of the Clinical members. No business other than that specified in the notice of meeting shall be considered at any Special Meeting.

Article 5 DIRECTORS

5.1 Powers of directors

The Board shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its letters patent or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

5.2 Number of Directors

The affairs of the Association shall be managed by a Board of a minimum of THREE (3) and maximum of TEN (10) directors.

5.3 Election and Term

Directors shall be elected for a one year term at each annual meeting of members of the Association and shall hold office until the next annual meeting of members. Each director then in office shall retire, but, if qualified, shall be eligible for re-election. If an election of directors is not held at the annual meeting of members, the directors then in office shall continue in office until their successors are elected. The election or appointment of a person as a director shall not be effective unless, (i) he was present at the meeting when he was elected or appointed and did not refuse at the meeting to act as a director, or (ii) he consented in writing before his election or appointment or within ten (10) days thereafter to act as director.

A slate of nominees for director shall be recommended by the Nominating Committee and mailed to the members with the notice calling the annual general meeting. Not less than ten (10) Clinical members may propose any additional candidate for election as a director, whose names shall be included on the ballot at the annual general meeting, provided that such proposal is submitted to the Association not less than fifteen (15) days before the annual general meeting and all costs of mailing notice thereof to members prior to such meeting is paid in advance by such group of members.

5.4 Qualification of directors

Every director shall at the time of his election or within ten (10) days thereafter and throughout his term of office be a member of the Association.

5.5 Vacancies

From time to time in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the members of the Association if they shall see fit to do so and otherwise such vacancy shall be filled at the next annual or general meeting of members, provided that any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who caused such vacancy, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

5.6 Termination of Directors

A director's term shall be terminated:

- (a) if he becomes bankrupt or a receiving order is made against him or he makes an assignment under the *Bankruptcy Act* (Canada);
- (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his own affairs;
- (c) if by notice in writing to the Secretary of the Association he/she resigns his/her office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- (d) if he/she ceases to be a member.

5.7 Removal of Directors

The members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.

Article 6 MEETINGS OF DIRECTORS

6.1 Place and Time of Meetings

The Board shall hold at least six (6) meetings each year, and two (2) meetings with the Chairpersons of all Standing Committees. Meetings of the Board may be held at any place or places within Ontario on such day and at such time as the Board, or the President and another *director* together may determine. A meeting of directors may be convened at

any time by the President or by the Secretary on direction in writing of two directors. The directors may from time to time by resolution determine to hold regular meetings of the directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect no notice need be sent in respect of such meetings.

6.2 Notice

Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least three (3) business days before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director and such waiver may be validly given either before or after the meeting to which such waiver relates. For the first meeting of the Board to be held immediately following the election of directors at an annual meeting of the members, or the election of one or more directors at a general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

6.3 Quorum

A quorum for the transaction of business shall be a majority of directors, provided that there is always a majority of directors who are Clinical members of the Association. The directors may consider or transact any business, either special or general at any meeting of the board. The President shall act as chairman, and in his absence his or her duties may be performed by such other director as the Board may appoint from time to time for the purpose.

6.4 Voting

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by poll if so demanded by any director present, but if no demand be made, the vote shall be taken by assent or dissent. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.5 Conference Telephone or Other Communication Facilities

If all the directors of the Association consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate freely with each other, and a

director participating in such a meeting by such means is deemed to be present at the meeting.

6.6 Remuneration and Expenses

No director shall directly or indirectly receive any profit from such director's position as such; provided that a director may be paid reasonable expenses incurred by such director in the performance of such director's duties.

Directors may be paid for services they provide to the Association in a capacity outside that of a Director so long as any form of remuneration is in the best interests of the Association and is permitted under the Act, Articles, Bylaws and *Charities Accounting Act*, R.S.O. 1990, c. C.10.

6.7 Resolution in Lieu of Meeting

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

Article 7 OFFICERS

7.1 Officers

The officers of the Association shall consist of the President, the Vice-President, the Secretary, the Treasurer, and the Member-at-Large, and there may be such other officers as the directors may determine by resolution from time to time. Any officer of the Association shall not concurrently as an officer of the Canadian Institute for Child & Adolescent Psychoanalytic Psychotherapy, and shall be a Clinical member of the Association. One person may hold more than one office.

7.2 President

The President shall be a Clinical member and shall preside at all meetings of the members and of the directors. The President shall be charged with the general management and supervision of the affairs and operations of the Association. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. The President shall be an *ex-officio* member of all committees of the Association. Only the President or a designee shall serve as the official spokesperson of the Association. In the event of a vacancy in the office of the President, the Vice President shall succeed to the Presidency for the expired portion of the term, and the office of the Vice-President shall be declared vacant. No person shall be eligible for the office of President without first having served on the Board or as an officer of the Association in another capacity for at least two successive years.

7.3 Vice-President

The Vice-President shall assume the duties of the President in the President's absence, and shall also perform such duties and exercise such powers, as the President or the Board, may from time to time delegate to him or her. During the absence or inability of the President to act, including as the result of a conflict of interest, alleged conflict of interest or other disqualification, the duties of the President shall be performed and his or her powers exercised by the Vice-President or, if there is no Vice-President in office, by such other officer as is designated by the Board. If the Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

7.4 Secretary

The Secretary shall attend to the giving of all notices required to be given to members or directors of the Association and shall attend and record all facts and minutes of all meetings of the directors, of all committees and of the members. The secretary shall be the custodian of the seal, if any, of the Association. The Secretary shall keep or cause to be kept a set of books wherein shall be recorded:

- (a) a copy of the letters patent incorporating the Association and any amendments or supplements thereto issued to the Association and of all by-laws and special resolutions of the Association;
- (b) the names alphabetically arranged, of all persons who are or have been within ten years members of the Association and the address of every such person while a member, as far as can be ascertained;
- (c) the date and other particulars of all resignations of members in their order;
- (d) the names of all persons who are or have been directors of the Association and the address and calling of every such person while a director with the several dates on which each person became or ceased to be a director; and
- (e) minutes of all proceedings at meetings of the members, the Board and of the various committees.

The Secretary shall have charge of the records of the Association including the aforesaid books, together with all books, papers, reports, records, correspondence, contracts and other documents belonging to the Association which the Secretary shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the directors.

7.5 Treasurer

The Treasurer, if any, or person performing the usual duties of a treasurer, shall be responsible for supervising and reporting on the financial status of the Association to the Board and the members, and for preparing the annual budget and recommending fees. The

Treasurer shall have general charge of the finances of the Association, and shall be responsible for ensuring that full and accurate accounts of all receipts and disbursements of the Association are kept in proper books of account and that all moneys or other valuable effects are deposited in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board. He shall authorize disbursement of the funds of the Association under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him an account of all transactions and the financial position of the Association. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

7.6 Member-at-Large

The Member-at-Large shall be responsible for representing the Membership on the Board and taking minutes in the absence of the Secretary.

7.7 Other Officers

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the directors requires of them.

7.8 Term of Office

All officers shall serve for a two (2) year term, and no officer shall serve for more than three (3) consecutive terms.

7.9 Remuneration

No officer shall directly or indirectly receive any profit from such officer's position as such; provided that an officer may be paid reasonable expenses incurred by such officer in the performance of such officer's duties.

Officers may be paid for services they provide to the Association in a capacity outside that of an Officer so long as any form of remuneration is in the best interests of the Association and is permitted under the Act, Articles, Bylaws and Charities Accounting Act, R.S.O. 1990, c. C.10.

Article 8 COMMITTEES

8.1 Standing Committees

Besides such other Standing Committees as may be created, a Nominating Committee shall be established to prepare a slate of nominees for directors, vacant offices of the Association, Chairpersons of Standing Committees and recommendations for the succession of officers.

8.2 Ad Hoc Committees

Committees shall be established as the Board considers necessary or advisable for the proper functioning of the Association, shall be bound by such rules for their functioning as are specified by the Board from time to time, and shall consist of such directors and advised by such members or other persons as the Board shall specify from time to time.

Article 9 FINANCE

9.1 Fiscal Year

Unless otherwise ordered by the Board, the financial year of the Association shall terminate on December 31 in each year.

9.2 Accountants

Accountants shall be appointed each year at the annual general meeting on the recommendation of the Board.

9.3 Reports

The Financial Statement of the Association, including the annual Balance Sheet and related Statement of Receipts and Disbursements prepared by the Accountant, shall be presented to the annual general meeting together with the proposed budget for the following year.

9.4 Banking

The Board may authorize the Treasurer, one or more officer, and/or any employed staff, to:

- (a) open and maintain an account(s) at such bank(s) and/or trust company(s) as convenient, and transact the Association's banking business with such bank(s), and
- (b) make, sign, or execute on behalf of the Association such papers or documents as may be necessary or expedient for the Association's banking business.

From time to time the directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

9.5 Budgetary Controls

No officer, employee, or committee shall expend any money which is in excess of the total budget allotted for the fiscal year, and the Board shall not commit the Association to any financial obligation which is in excess of its resources.

Article 10 EXECUTION OF DOCUMENTS

10.1 Indemnification of Directors and Officers

The Association shall indemnify a director or officer of the Association, a former director or officer of the Association, and the heirs, executors, administrators and legal representatives of any such person, from and against,

- (a) all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of such person's office; and
- (b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.

10.2 Insurance for Directors, Officers and Others

Subject to the Act, the Association may purchase and maintain insurance for the benefit of any person referred to in section 10.1 against any liability incurred by that person in the capacity as a director or officer of the Association, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Association.

Article 11 EXECUTION OF DOCUMENTS

11.1 Execution of documents

All documents to be signed or executed by the Association shall be signed or executed in its name and on its behalf by any two persons and/or officer(s) as determined by the Board and, unless otherwise ordered by the Board, need not be under corporate seal.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

Article 12 NOTICE

12.1 Method of Giving Notices

Any notice, communication or document (“notice” for the purpose of this section) to be given or sent pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the Board shall be sufficiently given or sent if given or sent by prepaid mail, prepaid transmitted, recorded, or electronic communication capable of providing a written copy of such notice, or delivered personally to such person’s latest address as shown on the register of members of the Association or, in the case of a director, if more current, the address as shown in the most recent notice filed under the Act. A notice shall be deemed to have been received on the date when it is delivered personally, or on the fifth day after mailing, or on the date of dispatch of a transmitted or recorded electronic communication. The Secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. A notice or document required or permitted to be sent under this section may be sent by electronic means in accordance with the Act.

12.2 Adjournments

Any meetings of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

12.3 Omissions and Errors

The accidental omission to give or send any notice to any member, director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.

Article 13 BOOKS, RECORDS AND CHEQUES

13.1 Books and Records

The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

13.2 Cheques

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by

such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

Article 14
AMENDMENTS TO BY-LAWS

14.1 Proposed Amendments

Any ten (10) Clinical members may offer amendments in writing for the consideration of the Board. Members shall be advised of all by-law amendments adopted by the Board or members.

14.2 Bylaw Amendments

Members shall be advised of all by-law amendments adopted by the Board. This may be through email or as posted on the CAPCT Website. By-law amendments adopted by the Board shall only be effective until the next annual meeting of the members unless confirmed at such annual meeting.

AMENDED AND RESTATED by the Board of the Association on the _____ day of _____, 20____ and confirmed by the members of the Association on _____ day of _____, 20____.

President

Secretary