



By-laws of the Canadian Association of Music Therapists

Statuts De L'Association canadienne des musicothérapeutes

Part 1: Articles of Continuance

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**A by-law relating generally to the conduct
of the affairs of**

**Canadian Association of Music Therapists /L'Association canadienne des
musicothérapeutes**

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

Article 1: Definitions.

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

"**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;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the *Act*;

"**Regulations**" means the regulations made under the *Act*, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than three quarter (3/4) or 75% of the votes cast on that resolution.

Article 2: Interpretation.

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the *Act* have the same meanings when used in these by-laws.

Article 3: Financial Year.

The financial year end of the Corporation shall be determined by the board of directors.

Article 4: Banking Arrangements.

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

Article 5: Borrowing Powers.

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law. Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

Article 6: Annual Financial Statements.

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the *Act* to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Article 7: Membership Conditions.

7.1 Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The following conditions of membership shall apply:

(A) Class A Members. (Voting Members)

- i. Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.
- ii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- iv. The following persons are entitled to apply for Class A membership:
 - a. Music Therapist Accredited (MTA) - all individuals with Music Therapist Accredited (MTA) status.
 - b. Music Therapist Accredited – Retired/ Inactive (MTA R/I) An individual with MTA status not actively involved in music therapy practice, education, research or supervision within the membership year. This status *is not available* to MTAs who are residing in countries other than Canada while involved in music therapy practice, education, research or supervision.
 - c. Music Therapist Accredited - Graduate Student (MTA Graduate Student) An individual with MTA status who is enrolled in graduate studies.
 - d. Lifetime Membership. MTA's who receive the Norma Sharpe award are granted lifetime membership. It has carries the same advantages as the Music Therapist Accredited Membership
 - e. Complimentary Membership. The Board may appoint any person from a field or profession related to music therapy as Complimentary Member.
 - f. Music Therapy Intern - An individual who has received approval of their internship proposal, has commenced their internship, or has completed their internship and is seeking MTA Certification.
*There is a two year limit on this category unless special permission is granted by the Certification Chair.
 - g. Student - any full-time or part-time music therapy student. Full-time students in other disciplines are also eligible for this membership.

(B) Class B Members. (Non-voting members)

- i. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.
- ii. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

- iii. Subject to the *Act* and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- iv. The following persons are entitled to apply for Class B membership:
 - a. Advocate Membership. Individuals in this category meet one of three criteria:
 - 1. They are wishing to support and be part of CAMT but are not seeking MTA Status.
 - 2. They are seeking MTA Status, they hold a degree in music therapy from a Music Therapy Education Program but *have not yet* successfully completed a music therapy internship.
 - 3. Their MTA credential has been terminated and they are applying for re-certification as an MTA.
 - b. Corporate Membership. An organization wishing to support and be part of CAMT.
 - c. Qualifying Member Members. Individuals in this category meet one of two criteria:
 - 1. They hold a music therapy credential from another country and are seeking MTA Status.
 - 2. They hold a degree in music therapy from a music therapy training program, have successfully completed their CAMT approved music therapy internship and are seeking MTA Status, but no longer meet the criteria for the Music Therapy Intern Category *In both cases, individuals in this category *are already eligible* to write the CBMT Exam. * There is a one year limit on this category *This category does not apply to individuals who have had their MTA credential terminated and are applying for re-certification as an MTA.

7.2 Admission to Membership.

All applications for membership in the Canadian Association of Music Therapists (hereafter referred to as the Corporation) shall be made in writing to the Board of Directors (hereafter referred to as the Board), or any such person or persons designated by the Board, in such form as may be approved by the Board from time to time and upon approval of such application the applicant shall be entered upon the list of members and thereupon the applicant shall become a member. The list of members shall be determinative of membership in the Association.

7.3 Duties of Members.

Every member shall:

- i. Pay annual membership dues and fees as may be determined in accordance with the provisions of these by-laws.
- ii. Sign a statement that they have read and will uphold these by-laws which includes the Code of Ethics, Disciplinary and Appeals Procedures and Standards of Practice.

7.4 Dues and Fees.

- i. The annual membership dues and fees for each membership classification of the Corporation shall be determined by the Board.
- ii. The Board shall, upon the recommendation of the Treasurer, adjust membership dues and fees for each of the membership categories of the Corporation in accordance with the needs of the Corporation and propose these adjusted membership fees to the membership for their approval at the next Annual General meeting (hereafter referred to as the AGM) or Special General Meeting of the members of the Association.

7.5 Membership Year.

The membership year of the Corporation shall be as determined by the Board of Directors.

7.6 Termination of Membership.

A person shall cease to be a member of the Corporation:

- i. By delivering notice of resignation in writing to the Manager of Operations or by mailing or delivering it to the address of the Corporation. A resignation of a member becomes effective on the date the letter of a written resignation is sent to the Manager of Operations or on the date specified in the letter of resignation, whichever is later.
 - a. Upon death.
 - b. On being expelled as a result of a Disciplinary Panel hearing.
 - c. Upon failure to pay any outstanding dues and fees.
 - d. Upon failure to comply with Continuing Education requirements, as defined by CAMT Continuing Education Policy.
 - e. the Corporation is liquidated or dissolved under the *Act*

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist and all fees paid shall be forfeit.

7.7 Suspension.

A member whose annual fees are in arrears as of thirty-one (31) days following the end of the membership year, shall be suspended from membership and shall not be permitted to vote, to make nomination, or to hold office in the Corporation. The member shall be deemed to have resigned. Membership and certification may be also suspended as result of a Disciplinary Panel hearing, or upon non-compliance with the CAMT Continuing Education requirements. A reinstatement fee will be charged in all circumstances of suspension as per Article 1.9.

7.8 Good Standing.

A member or an organization is in good standing unless the member or organization is in breach of any of the provisions of these by-laws or any rules or regulations made pursuant hereto.

7.9 Reinstatement.

- i. A member whose membership has been suspended but is otherwise duly qualified for membership under the provisions of these by-laws may at any time apply to the Board to be restored to membership. The Manager of Operations, upon receipt of reinstatement fees and any other out-standing dues and fees, may restore such person to membership in the Corporation.
 - ii. The reinstatement fee shall be as determined by the Board from time to time.
- Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Article 8: Meetings of Members.

8.1 Place of Members' Meeting.

Subject to compliance with section 159 (Place of Members' Meetings) of the *Act*, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

8.2 Persons Entitled to be Present at Members' Meetings.

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the *Act*, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

8.3 Chair of Members' Meetings.

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

8.4 Special General Meeting.

A Special General Meeting of the members of the Corporation may be called at such time and place as the Board may determine or upon the request of ten (10) percent or more of the voting members of the Corporation. The body of voting members making such a request must include at least one representative from each provincial chapter.

8.5 Notice.

Notice of any meeting shall contain sufficient information to permit a member to make a reasoned judgment on the decision to be taken. Notice will be given by the following means:

- a. Written notice of each Annual General Meeting or Special General Meeting shall be served upon members of the Association by mail, courier or personal delivery between twenty-one (21) and sixty (60) days prior to the date fixed for such meeting.
- b. Notice of the meetings may also be communicated by telephone, or other electronic communication, between twenty-one (21) and thirty-five (35) days before the meeting.
- c. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- d. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the *Act*, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
 - i. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - iv. if provided in the form of an electronic document in accordance with Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed

by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.6 General Voting Rights.

A member is entitled to vote on a resolution only if the member is a voting member in good standing in accordance with these by-laws. Voting members are entitled to cast one vote. At all meetings of members, only voting members shall cast votes, a majority of which shall govern matters put to a vote except where the Canada Not-for Profit Corporations *Act* (hereafter referred to as the *Act*) or these by-laws provide otherwise.

8.7 Quorum.

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be 10 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

8.8 Voting on resolutions and motions.

- a. An ordinary resolution, except where the *Act* or these by-laws provide otherwise, shall be passed by simple majority of the votes cast.
- b. A special resolution, except where the *Act* or these by-laws provide otherwise, shall be passed by not less than three-fourths of the votes cast.
- c. Voting shall be by a show of hands unless a voting member demands a poll, in which case a secret ballot shall be held.

8.9 Participation by Electronic Means at Members' Meetings.

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act*. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the *Act*, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

8.10 Members' Meeting Held Entirely by Electronic Means.

Meetings of members can be held entirely by telephonic, an electronic or other communication facility so long as all participants can communicate adequately with each other.

8.11 Additional rules and regulations for voting.

Except where the *Act* or these by-laws provide otherwise, the Board of Directors may make any rules and regulations for the holding of elections and voting and for making all the necessary arrangements therefore as it may consider advisable. These rules and regulations must not conflict with the foregoing. The Manager of Operations shall keep a copy of any such rules and regulations for inspection by the members at any time.

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Article 9: Directors.

9.1 Composition of the Board.

The Board may consist of a minimum of five (5) and a maximum total of ten (10) directors elected at the Annual General Meeting or otherwise as specified in Article 9.3. Non-music therapist Board directors may be nominated by the President with approval of the Executive and may never constitute more than a combined minority vote on the Board. Non-music therapist Board directors will be granted a complimentary membership. Directors will serve a term of two (2) years provided that the term of a director may, as part of the election proceeding, be specified by the Board to be a one (1) year term or a three (3) year term in order to ensure the terms of office of the elected directors shall not expire all together. In any case of vacancy occurring in the Board, the President shall have power to appoint any other voting member who meets the qualifications specified in Article 9.2 as a director until the next AGM at which time the position will be open for election to a new term.

9.2 Qualification.

All directors of the Board must be accredited and a member in good standing, or, in the case of non-music therapist CAMT members, be members who provide expertise in areas beneficial to board functions and daily responsibilities. (e.g., law, psychology, counseling, accounting)

9.3 Nomination.

- a. In each election year a call for nominations to the Board of Directors shall be put forward to the membership in accordance with section 8.5(d).

- b. Subject to the Regulations under the *Act*, any proposal may include nominations for the election of directors either by self-nomination or nomination of another MTA member.
- c. The Board of Directors shall determine appropriate procedures for the nomination of qualified members to the Board and a copy of such procedures shall be available to the membership from the CAMT Manager of Operations.

9.4 Election.

- a. At the annual general meeting of the members the directors will be elected by secret ballot to fill the places of other directors whose term of office expires at the meeting. A director whose term of office expires shall be eligible for re-election. Immediately after each AGM of members there shall be held a meeting of such of the newly elected directors as are then present provided that they constitute a quorum, without further notice, for the transaction of such other business as may come before the meeting.
- b. The Board may determine that elections shall be held by mail ballot, except where the *Act* or these by-laws provide otherwise.
- c. The Manager of Operations (MO) shall keep a copy of any rules and regulations for the election of directors for inspection by the members at any time.

9.5 Vacation of Office.

The office of any director shall be vacated upon the occurrence of any of the following events:

- i. upon death;
- ii. if the director ceases to be a member of the Association;
- iii. if the director resigns from office by notice in writing to the President the Association;
- iv. if the director is removed in accordance with section 7.6 hereof;
- v. if the director is no longer a member in good standing.

9.6 Board Vacancy.

In the event that there is a vacancy on the Board in accordance with section 9.5 , a quorum of the Board may, by ordinary resolution, appoint a duly qualified successor to complete the term of office or portfolio.

9.7 Officers.

Subject to these by-laws and the Canada *Not-for-Profit Corporations Act*:

- i. The directors may designate the offices of the Association, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the business and affairs of the Association;
- ii. A director may be appointed to any office of the Association;
- iii. Two or more offices of the corporation may be held by the same person;

- iv. In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
 - a. the officer's successor being appointed,
 - b. the officer's resignation,
 - c. such officer ceasing to be a director (if a necessary qualification of appointment)
or
 - d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by ordinary resolution, appoint a person to fill such vacancy.

Article 10: Executive Officers.

10.1 Executive.

- a. There shall be an executive committee composed of no more than four (4) persons appointed by the Board.
- b. The Executive Officers of the Association shall consist of the President, Vice-President, Manager of Operations, and Secretary/Treasurer.
- c. The executive committee shall exercise such powers as are authorized by the Board of Directors.
- d. Any executive committee member may be removed by a majority vote of the Board of Directors.

10.2 Duties of Executive Officers.

- a. President: The President shall preside at all meetings of members and of the Board of Directors. The President shall coordinate all business of the Association. The President shall appoint, with the approval of the Board, the Chairs of all committees and other committee members as deemed necessary, and shall hold ex-officio membership in all committees.
- b. Vice-President: The Vice-President shall assist and act on behalf of the President in all matters as necessary. The Vice-President shall perform such duties as may be prescribed by the President or Board. In the absence of the President, the Vice-President, shall preside at meetings of the members of the Association and of the Board.
- c. Manager of Operations: The Manager of Operations shall attend to all giving and serving of the notices of the Association and shall keep the minutes of all meetings, and shall perform such other duties as may be prescribed by the Board.

- d. Secretary/Treasurer: The Treasurer shall have charge of the finances and be responsible for the keeping of the books of accounts of the Association. The Treasurer shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in such depositories as the Board may designate. The Treasurer shall render to the Board whenever so directed an account of the financial conditions of the Association and of all transactions as Treasurer. As soon as possible after the close of each fiscal year the Treasurer shall submit to the Board a yearly financial report. This report must be made available to the membership twenty-one (21) to sixty (60) days prior to the AGM.

10.3 Executive Meetings.

- a. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
- b. Three (3) members of such committee shall constitute a quorum.
- c. The executive may debate and adopt resolutions by means of conference calls or Online Meeting Platform if all members of the executive so consent, the minutes from such meetings incorporated into the minutes of the Association.
- d. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 11: Protection of Directors.

11.1 Exercise of Duties in Good Faith.

Every director of the Association shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Association, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2 Limitation of Liability.

Subject to the provisions of these by-laws and the *Act*, no director shall be liable for:

- a. The acts, receipts, neglects or defaults of any other director, officer or employee of the Association;

- b. Any joint receipt or act with one or more of the directors, officers or employee of the Association;
- c. Any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for the Association;
- d. Any loss of monies of the Association invested in securities which are either insufficient or defective;
- e. Any loss or damage the Association may incur in the event a person with or in whom the Association had investments is declared bankrupt or insolvent or has committed a tortuous act;
- f. Any loss occasioned by any error of judgment or oversight on the part of such director or officer; or
- g. For any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such office or in relation thereto; unless the same shall happen by reason of a breach of that director's duties provided for in section 11.1 of these by-laws.

11.3 Indemnity.

Subject to the provisions of the *NFP*, the Association may indemnify a director or former director of the Association, and their heirs and legal representative against all costs, charges and expenses reasonably incurred by the director or former director in respect of any civil, criminal and administrative action or proceeding to which the director or former director is made a party by reason being a director of the Association, if:

- a. The director or former director acted honestly and in good faith with a view to the best interests of the Association, and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or former director had reasonable grounds for believing such course of conduct was lawful.

11.4 Insurance.

The Association may purchase and maintain insurance for the benefit of any director against personal liability incurred by such director of the Association.

Article 12: Meetings of the Board.

12.1 Place of Meetings.

Regular meetings of the Board may be held at such place and time as the Board may determine.

12.2 Calling of Meetings.

The Secretary of the Association shall call a meeting of the Board upon request of the President of the Association or any two (2) directors.

12.3 Notice.

Notice specifying the place, date, and time of every Board meeting shall be served upon each of the directors by mail or other form of direct communication at least fourteen (14) days prior to the date fixed for such meeting.

12.4 Participation by Telephone and Email.

Telephone and Email meetings are acceptable where all directors consent to it. A director may participate in a Board meeting by means of conference telephone call or other communication facilities by which all directors participating in such meeting can witness each other's comments. A director participating in a Board meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed and shall, unless disqualified for any other reason be counted in the quorum therefore and be entitled to speak and vote thereat.

12.5 Quorum.

Forty (40) percent of the Board members plus one (1) additional member shall constitute a quorum for meetings of the Board.

12.6 Chair.

The President of the Association, or in the absence of the President, the Vice-President, shall be Chair of any meeting of the Board. In the absence of such Executive Officers, the directors present shall choose one of their number to be Chair.

12.7 Voting.

At all meetings of the Board every director present shall be entitled to one vote and, subject to the provisions of these by-laws, every resolution or question shall be decided by a majority of the votes cast on the resolution or question. In the case of an equality of votes, the Chair of the meeting shall be entitled to cast a deciding vote. The Chair of a meeting may move or propose a resolution.

12.8 Resolutions in writing.

A resolution in writing signed by all the directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

12.9 Minutes.

The minutes of the Board of Directors shall be distributed to directors upon completion. They shall be made available to the general membership of the Association upon request with topics of a confidential or sensitive nature indicated as in-camera discussion.

Article 13: Committees.

13.1 Appointment.

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the *Act*, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

13.2 Responsibilities.

All committees shall be responsible to, and their actions shall be subject to the sanction of the Board member to whom they are accountable. No expenditures shall be made and no debt or other obligation incurred by any committee without the approval of the Board member they are accountable to, the Treasurer and the President.

13.3 Committee Meetings.

The provisions of Article 12 governing meetings of the Board shall apply equally to meetings of any committee of the Association, with such changes that the Board may determine from time to time.

Article 14: Provincial Associations.

14.1 Formation.

Any group of persons or number of groups together, with the consent of the Board of Directors as evidenced by resolution, may organize a Provincial Association of the Organization, provided that no more than one (1) Provincial Association may be located in any province. Recognition of a Provincial Association may be withdrawn by the affirmative vote of two-thirds (2/3) in number of the Board of Directors as may be present at a meeting.

14.2 Rules and regulations.

- a. A Provincial Association shall have the authority to deal with matters of local interest, in keeping with the general policies laid down by the Board of the Provincial Association.
- b. A Provincial Association may adopt rules and regulations for its own government which are not contrary to law or to the provisions of the Letters of Patent supplementary thereto or of any by-laws of the Association.
- c. All Provincial Associations shall adopt the Code of Ethics and Standards of Practice of CAMT within their by-laws. Additional clauses may be added, altered or rescinded in accordance with provincial law, regulations, and conditions that may be applicable to a Provincial Association.

- d. All active Voting Provincial Association members must also be members in good standing of the CAMT.
- e. A Provincial Association, its officers and members, or any of them shall not incur any debt or liability in the name of the Association.
- f. The Treasurer of a Provincial Association shall maintain proper books of account and a copy of the annual financial statement shall be transmitted to the Treasurer of the Association within thirty (30) days after the end of the Provincial Association's fiscal year.
- g. One Board member of each Provincial Association shall serve and function as a liaison with the CAMT. Such member will be on a subcommittee of, and be accountable to, the CAMT Board of Directors.
- h. Each Provincial Association shall submit an annual report of its proceedings to the CAMT President. Such proceedings include but are not limited to financial statements, Board member reports, and minutes from all meetings.

Article 15: Report by Auditor.

At least once in every fiscal year such Auditor shall examine the accounts of the Association and any financial statements presented before the Associations at the Annual General Meeting of members and shall report thereon to the members in accordance with the NFP. The remuneration of the Auditor shall be fixed by the Board

Article 16: Contracts, Cheques, and Drafts.

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Article 17: Corporate Seal and Custody.

The Board may from time to time adopt a common seal for the Association. Any common seal adopted by the Board shall be under the control of the Board and the responsibility for its custody and use from time to time shall be as determined by the Board.

Article 18: Amendments to Letters Patent and By-laws.

18.1 Procedure.

The Association, upon special resolution, may amend the provisions of the Articles of Continuance The By-laws of the Association may be amended, repealed or altered by special resolution at a meeting of the members .

18.2 Effective Date.

A special resolution to amend the Articles of Continuance and/or by-laws of the Association shall be effective on the date specified in the special resolution.

18.3 Editing.

Whenever amendments are made to the by-laws, consequential minor editorial changes may be made to the by-laws as required and in compliance with Article 12 of these by-laws.

Article 19: Continuing Education Policy.

The Association shall maintain policies and procedures regarding continuing education requirements for the voting membership categories: This document will be referred to as the “Canadian Association of Music Therapists Continuing Education Handbook”.

Article 20: Registration of Professional Members.

20.1 Certification.

The CAMT shall maintain policies and procedures regarding the registration process of professional CAMT members. These documents will be available upon request from the Certification Chair.

20.2 Credentials.

Each candidate who successfully completes the registration procedures of the Association shall be granted the status “Music Therapist Accredited” and be entitled to use the credential “MTA” or such other designations as approved by the Board in the Manual. MTA is a Certification Mark that is registered with the Trademarks Offices with Industry Canada - Canadian Intellectual Property Office. Only accredited members of the CAMT in good standing are entitled to use the credential “Music Therapist Accredited” or “MTA”.

20.3 Termination of Credential.

The CAMT shall maintain policies and procedures regarding the termination of the credential “Music Therapist Accredited” or “MTA” or other designations. The CAMT Board Manual will outline the policies under the titles “MTA Members in Arrears” and “Termination of MTA Status”. Proceedings for termination of MTA credentials may commence when an MTA has not maintained membership in good standing for a period of 6 months.

20.4 Reinstatement of Credential.

The CAMT shall maintain policies and procedures regarding the reinstatement of the credential “Music Therapist Accredited” or “MTA”. The CAMT Board Manual will outline the policy under the title “Reinstatement of MTA Status”. Individuals whose MTA status has been terminated as a result of unpaid dues may seek reinstatement of MTA status by applying for re-certification.

Article 21: Code of Ethics.

Every CAMT member, voting or non-voting shall uphold the Code of Ethics of the Association. The Code of Ethics attached as Schedule “A” shall be part of these by-laws.

Article 22: Disciplinary and Appeal Procedures.

The Canadian Association of Music Therapists Disciplinary and Appeal Procedures, attached as Schedule “B” shall be part of these by-laws.

Article 23: Standards of Practice.

Every CAMT member who is a practicing music therapist shall uphold the Standards of Practice of the Association. The Standards of Practice, attached as Schedule “C” shall be part of these by-laws.

Article 24: Remuneration.

24.1 Remuneration of employees and agents.

The remuneration of the employees and agents of the Association and the terms and conditions of their tenure of office or employment shall be as determined by the Board from time to time.

24.2 Remuneration of directors, officers and committee members.

Directors, officers, and committee members shall not receive any stated remuneration for their services and shall not directly or indirectly profit from the position as such, but, by resolution of the Board of Directors, expenses may be allowed for their attendance at each regular or special meeting of the Board of Directors and further a director, officer or committee member may be paid reasonable expenses incurred in the performance of their duties. Nothing herein contained shall be construed to preclude any director, officer or committee member from serving the Association as an employee or agent or in any other capacity and provided further that any director, officer or committee member who is engaged in or is a member of a firm engaged in any business or profession may *Act* in and be paid the usual professional costs and charges for any professional business to be done in connection with the administration of the affairs of the Association.

Article 25: Invalidity of any Provisions of this By-law.

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

Article 26: Omissions and Errors.

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article 27: Mediation and Arbitration.

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

Article 28: Dispute Resolution Mechanism.

Save as expressly set out herein, in the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation and for which there is not a specified procedure is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the *Act*, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The

decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Article 29: By-laws and Effective Date.

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the *Act* because such by-law amendments or repeals are only effective when confirmed by members.