



Canadian
Association of
Music Therapists

Association
canadienne des
musicothérapeutes

By-laws of the Canadian Association of Music Therapists

Statuts de l'Association canadienne des musicothérapeutes

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

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

(the "Association")

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

Section 1: Definitions

In this by-law and all other by-laws of the Association, 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 Association;

"**Board**" means the board of directors of the Association;

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

"**Director**" means a member of the Board;

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

"**Member**" means a member of the Association;

"**Members**" or "**Membership**" means the collective membership of the Association;

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

"**Policy**" or "**Policies**" means such Board approved policies that are not inconsistent with the By-laws of the Association relating to the management and operation of the Association;

"**Procedure**" means such Board approved Procedures that are not inconsistent with the By-laws of the Association relating to the operation and processes of the Association;

"**Proposal**" means a proposal submitted by a member of the Association 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 two-thirds (2/3rds) of the votes cast on that resolution.

Section 2: Interpretation

In the interpretation of this by-law, the following rules shall apply:

- i. other than as specified herein, words and expressions defined in the *Act* have the same meanings when used in these by-laws;
- ii. 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.

Section 3: Members

3.1 Class of Membership

Subject to the Articles, there shall be two classes of Members in the Association, namely, Class A Members and Class B Members. The following conditions of membership shall apply:

A) Class A Members

- i. Class A Members shall be voting Members of the Association.
- ii. Class A Membership shall be available to persons who have applied and have been accepted for Class A voting Membership in the Association.
- iii. The term of Membership of a Class A voting member shall be annual, subject to renewal in accordance with the Policies of the Association.
- iv. 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. Pursuant to Membership being in good standing.
- v. The following persons are entitled to apply for Class A Membership:
 - a. Certified Music Therapist (“MTA”) - anyone with the MTA credential;
 - b. MTA Graduate Student – anyone with the MTA credential who is enrolled in part-time or full-time graduate studies. 4-year timeline unless exception approved;
 - c. MTA Lifetime- anyone with the MTA credential who has received the Norma Sharpe award and wishes to maintain the MTA credential, completing the requirements to do so (ie. CE tracking and profile update);

- d. MTA Inactive – anyone with the MTA credential who is not currently working in the field of music therapy including clinical practice, research, supervision or education but wishes to maintain the MTA credential, completing the requirements to do so (ie. annual membership fees and CE tracking) - this also applies to those who are retired and wish to maintain the MTA credential;
- e. Retired – a previous MTA who wishes to continue as a CAMT member, receive member benefits, but will no longer hold the MTA credential; and
- f. Pre-Credentialed – does not hold an MTA but is actively pursuing a clinical practice as a Music Therapist. Anyone in this category falls under one of the following headings:
 - 1. Music Therapy Student – anyone in a music therapy undergraduate or graduate program;
 - 2. Music Therapy Intern – anyone who is completing a CAMT-approved music therapy internship. 2-year timeline unless exception approved;
 - 3. International – anyone with a music therapy credential from another country wanting to work as a music therapist in Canada. 1-year timeline unless exception approved; and
 - 4. Returning – anyone who was previously a member of CAMT and is pursuing the MTA Credential – 1-year timeline unless exception approved.

B) Class B Members

- i. Class B Members shall be non-voting Members of the Association except where required by the *Act*.
- ii. 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 Association.
- iii. The term of Membership of a Class B non-voting Member shall be annual, subject to renewal in accordance with the Policies of the Association.
- iv. 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 Association.

- v. The following persons are entitled to apply for Class B Membership:
 - a. CAMT Advocate Membership – is a category for individuals and organizations who are not Certified Music Therapists (MTAs) nor on the path to obtaining the MTA credential but wish to support the work of Certified Music Therapists (MTAs) and music therapy in Canada; and
 - b. CAMT Advocate Student Membership - Students in disciplines other than music therapy. This includes those who are taking pre-requisite courses in order to seek enrollment in a music therapy education program. (i.e. High school students, Bachelor of Music students) and students in related areas of study.

3.2 Admission to Membership

All applications for Membership in the Association shall be made in writing to 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. 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.

3.3 Duties of Members

Every Member shall:

- i. Pay annual Membership dues and fees as may be determined from time to time by the Board; and
- ii. Sign a statement that they have read and agree with the provisions in the Articles, By-laws, and Policies of the Association.

3.4 Good Standing

A Member is in good standing unless the Member has died, resigned, been suspended, removed, or has past due annual fees.

3.5 Termination of Membership

A person shall cease to be a Member of the Association:

- i. By delivering notice of resignation in writing to the Association. The resignation of a Member becomes effective on the date the letter of a written resignation is sent to the Association or on the date specified in the letter of resignation, whichever is later;
- ii. Upon death;
- iii. When the Member's term of Membership expires;
- iv. The Member is removed by the Board in accordance with Section 3.8;
- v. Upon failure to pay outstanding fees after being provided with 30 days' notice that past due fees will result in removal;
- vi. Upon failure to comply with continuing education requirements that may be set by the Board from time to time; or
- vii. The Association 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 Association, automatically cease to exist and all fees paid shall be forfeit. For clarity, rights to indemnification of a former Director or Officer of the Association shall continue to apply in accordance with Section 8.3 of this By-law notwithstanding that all rights of the Member automatically cease to exist upon termination of Membership.

3.6 Discipline of Members

The Board, the Board on the recommendation of the Resolution Committee in accordance with the Complaints Investigation Procedure set out at Schedule "A", or the Resolution Committee, may suspend or remove any Member from the Association for any one or more of the following grounds:

- i. violating any provision of the Articles, By-laws, or Policies of the Association;
- ii. carrying out any conduct which may be detrimental to the Association as determined by the Board, or the Resolution Committee, in its sole discretion; or
- iii. for any other reason that the Board, or the Resolution Committee, in its sole discretion considers to be reasonable, having regard to the purposes of the Association.

In the event that the Resolution Committee determines that action should be taken against a Member, including but not limited to expulsion or suspension from Membership in the Association, the provisions of the Complaints Investigation Procedure shall apply.

In the event that the Board determines that a Member should be expelled or suspended from Membership in the Association, or, following a review of any action to be taken or not taken against a Member by the Resolution Committee pursuant to the Complaints Investigation Procedure, the President shall provide twenty (20) days' notice of the Board's decision to the Member, which may include suspension or removal of the Member, and shall provide reasons for the decision. The Member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she may proceed to notify the Member of the proposed action, including that the Member is suspended or removed from Membership in the Association. Where written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.7 Reinstatement

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 a Member in good standing. The Board shall, from time to time, set the Reinstatement Policy.

Section 4: Meetings of Members

4.1 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.

4.2 Participating at Meeting by Telephone or Electronic Means

If all Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that

permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

4.3 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those admitted to Membership of the Association, the Directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the *Act*, Articles or By-laws of the Association 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.

4.4 Chair of Members' Meetings

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

4.5 Special Meeting

A special meeting of the Members of the Association may be called at such time and place as the Board may determine or upon the request of five (5) percent or more of the voting Members of the Association.

4.6 Notice of Members Meetings

- a. 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:
 - i. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - ii. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

- b. 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;
- c. Notice of a Meeting of Members shall also be given to each Director and to the public accountant of the Association during a period of 21 to 60 days before the day on which the meeting is to be held;

4.7 General Voting Rights

Class A Members are entitled to cast one vote on a resolution only if the Member is in good standing in accordance with these By-laws. Subject to the *Act*, Class B Members are not entitled to vote. At all meetings of Members, a majority of the votes cast shall govern matters put to a vote except where the *Act* or these By-laws provide otherwise.

4.8 Quorum

A quorum at any meeting of the Members 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. For the purpose of determining quorum, a Member may be present in person, by telephonic and/or by other electronic means, or any absentee voting permitted by this By-law.

4.9 Voting on resolutions and motions

- i. An Ordinary Resolution, except where the *Act* or these by-laws provide otherwise, shall be passed by simple majority of the votes cast;
- ii. A Special Resolution, except where the *Act* or these by-laws provide otherwise, shall be passed by not less than two-thirds (2/3rds) of the votes cast;
- iii. Voting shall be by a show of hands except if a ballot is demanded by a member entitled to vote at the meeting. In that case, a secret ballot using a method as determined from time to time by the Board shall be used.

4.10 Participation by Electronic Means at Members' Meetings

If the Association 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 Association has made available for that purpose.

4.11 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. All Meetings of Members held entirely electronically shall ensure anonymity and verification consistent with the *Act*.

4.12 Additional rules and regulations for voting

Except where the *Act* or these by-laws provide otherwise, the Board of Directors may make any Policies or Procedures for the holding of elections and voting and for making all the necessary arrangements therefore as it may consider advisable. These Policies or Procedures must not conflict with the By-laws or the *Act*.

4.13 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the *Act*, a Member entitled to vote at a Meeting of Members may vote by mailed-in ballot if the Association has a system that:

- i. enables the votes to be gathered in a manner that permits their subsequent verification; and
- ii. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

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 Association to change this method of voting by Members not in attendance at a Meeting of Members.

Section 5: Directors

5.1 Composition of the Board

The Board shall consist of the minimum and maximum number of Directors as specified in the Articles. The Directors shall be elected by the Members in a general meeting and shall retire in

rotation, provided that at the Meeting of Members at which this By-law is confirmed, three Directors shall be elected for a term of three years, two Directors shall be elected for a term of two years, two Directors shall be elected for a term of one year. Thereafter, a number of Directors sufficient to replace retiring Directors shall be elected for a term of two years. Non-music therapist 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 Directors shall apply for complimentary Membership.

5.2 Qualification

Subject to 3.1, all Directors shall be:

- i. at least 18 years of age;
- ii. capable;
- iii. an individual;
- iv. not a bankrupt; and
- v. a Member in good standing.

5.3 Nomination

In each election year a call for nominations for Directors to be appointed to the Board shall be put forward to the Membership in accordance with the Procedure for nomination as determined by the Board from time to time.

5.4 Election

- a. Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at each annual Meeting of Members at which an election of Directors is required. The Directors shall be elected to hold office for a term as determined by the Board;
- b. A Director whose term of office expires shall be eligible for re-election;
- c. Immediately after each annual general Meeting 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.

5.5 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 resigns from office by notice in writing to the President the Association;
- iii. if the Director is removed in accordance with Section 5.6 hereof; or
- iv. if the Director is no longer a Member in good standing.

5.6 Removal of Director

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term.

5.7 Board Vacancy

In the event that there is a vacancy on the Board in accordance with Section 5.5, a quorum of the Board may, by Ordinary Resolution, appoint a duly qualified successor to complete the term of office or portfolio.

Section 6: Meetings of the Board

6.1 Place of Meetings

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

6.2 Calling of Meetings

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

6.3 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 48 hours prior to the time fixed for such meeting. A Director may waive notice of a Board meeting. Provided that attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.4 Participation by Email or other Electronic Means

Meetings held by email and other electronic means are acceptable where all Directors consent to it. A Director may participate in a Board meeting by means of conference 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.

6.5 Quorum

Fifty (50) percent of the Directors shall constitute a quorum for meetings of the Board, despite any vacancy(ies) among the Directors.

6.6 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.

6.7 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.

6.8 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.

6.9 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 redacted.

Section 7: Officers

7.1 Appointment

The Board may designate the offices of the Association, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An Officer may, but need not be a Director, unless this By-law otherwise provides. Two or more offices may be held by the same person.

7.2 Offices

- 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, President-Elect, Past-president, and Secretary/Treasurer;
- c. The President shall be a Director of the Association;

7.3 Duties of Executive Officers

The duties of all Officers of the Association shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act or written agreement to the contrary, vary, add to or limit the powers and duties of any Officer.

7.4 Executive Meetings

Meetings of the Executive Committee shall take place in accordance with the Policies and Procedures as determined from time to time by the Board.

Section 8: Protection of Directors, Officers, and Others

8.1 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, the Regulations, Articles, By-laws and Policies of the Association.

8.2 Limitation of Liability

No Director or Officer (with “Director(s)” and “Officer(s)” in this Section 8.2 to include former Directors and former Officers) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

8.3 Indemnity

To the greatest extent permitted by law, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or another individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Association or other entity if,

- i. the individual acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Association's request; and
- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Association may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

8.4 Insurance

To the greatest extent permitted by law, the Association may purchase and maintain insurance for the benefit of any person entitled to be indemnified as the Board may determine from time to time against any liability incurred by the individual:

- i. in the individual's capacity as a Director or an Officer of the Association; or
- ii. in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request;

provided that due consideration shall first be given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of Directors and Officers liability insurance.

Section 9: Financial Year

The financial year end of the Association shall be determined by the Board.

Section 10: Banking Arrangements

10.1 Banking Arrangements of the Association

The banking business of the Association 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 may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may from time to time designate, direct or authorize.

10.2 Contracts, Cheques, and Drafts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association 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 Association to be a true copy thereof.

Section 11: Borrowing Powers

The Directors of the Association may from time to time:

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

The Directors may delegate the aforementioned powers to an Officer or a committee of Directors.

Section 12: Annual Financial Statements.

The Association 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 Association and any Member may, on request, obtain a copy free of charge at the registered office, by prepaid mail, or electronically.

Section 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 Policies and Procedures as the board may from time to time make. Any committee member may be removed by resolution of the Board.

13.2 Responsibilities

All committees shall be responsible to, and their actions shall be subject to the sanction of the Board. No expenditures shall be made and no debt, or other obligations shall be incurred by any committee without the approval of the Board.

13.3 Committee Meetings

The provisions of Section 6 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.

Section 14: Provincial and Multi-Provincial Associations

The Board may, from time to time, set Policies and Procedures relating to the formation and governance of affiliated Provincial and Multi-Provincial Associations.

Section 15: Public Accountant and Financial Review

The Association shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the *Act*. The public accountant, if one is appointed, must meet the qualifications in the *Act*, including being independent of the Association and its affiliates, as well as the Directors and Officers of the Association and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

Section 16: Corporate Seal and Custody

The Board may from time to time adopt a seal for the Association. Any 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.

Section 17: Amendments

17.1 Amendment of Articles

The Articles of the Association may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

17.2 Amendment of By-laws

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. 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.

Section 18: Continuing Education Policy

The Association shall maintain Policies and Procedures regarding continuing education requirements for Members.

Section 19: Registration of Professional Members

19.1 Certification

The Association shall maintain Policies and Procedures regarding the registration process of MTAs. These documents will be available upon request from the Association.

19.2 Credentials

Each candidate who successfully meets the requirements as stipulated in the Policies and Procedure maintained by the Association and set by the Board from time to time, shall be granted the status Certified Music Therapist and be entitled to use the credential “MTA” or such other designations as approved by the Board. MTA is a Certification Mark that is registered with the Trademarks Offices with Industry Canada - Canadian Intellectual Property Office.

19.3 Termination of Credential

Proceedings for termination of MTA credentials may commence when an MTA has not maintained Membership in good standing for a period of six (6) months.

19.4 Reinstatement of Credential

The Association shall maintain Policies and Procedures regarding the reinstatement of the credential MTA. Individuals whose MTA status has been terminated as a result of unpaid fees may seek reinstatement of MTA status by applying for re-certification.

Section 20: Complaints Investigation Procedure

The Complaints Investigation Procedure, as set by the Board from time to time, shall govern the investigation of complaints as against Members of the Association or the Association itself.

Section 21: Remuneration

21.1 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.

21.2 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. By resolution of the Board, expenses may be allowed for the attendance at each regular or special meeting of the Board 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.

Section 22: 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.

Section 23: Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, or public accountant, or the non-receipt of any notice by any such person where the Association 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.

Section 24: Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 25 of this By-law.

Section 25: Dispute Resolution

Save as expressly set out herein, in the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Association arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Association and for which there is not a specified Procedure nor is it 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 Association as set out in the Articles, By-laws or the *Act*, and as an alternative to such person instituting legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- i. The dispute or controversy shall first be submitted to a panel of mediators whereby one party appoints one mediator, the other party, or if applicable the Board of the Association appoints another 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;
- ii. The number of mediators may be reduced from three to one or two upon agreement of the parties; and
- iii. 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 Association 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.

Section 26: Identification and Repeal of Former By-Laws

- (a) “By-laws of the Canadian Association of Music Therapists” dated 2004 and amended in 2020, is hereby repealed and replaced by General Operating By-Law No. 1 herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Association;

- (b) The said repeal of “By-laws of the Canadian Association of Music Therapists” dated 2004 and amended in 2020 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

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.

ENACTED by the Directors of the Association this 24 day of April, 2023.



Joel Klassen, President

S Van Peteghen

Sarah Van Peteghen, Treasurer/Secretary

CONFIRMED by the Members of the Association this ____ day of _____, 2023.

Sarah Van Peteghen, Treasurer/Secretary