



**ONTARIO ASSOCIATION OF CONSULTANTS, COUNSELLORS,
PSYCHOMETRISTS AND PSYCHOTHERAPISTS**

BY-LAWS

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BY-LAW #1

A By-Law Relating Generally to the Conduct of Affairs and Transactions of Business of the OACCPP

Be it enacted as a by-law of the Ontario Association of Consultants, Counsellors, Psychometrists and Psychotherapists (hereinafter referred to as the "OACCPP") as follows:

1.0 GENERAL

1.1 HEAD OFFICE

The head office of the OACCPP shall be in the City of Toronto in the Province of Ontario, Canada.

1.2 REGIONAL GROUPS

The OACCPP may establish such other Regional Groups elsewhere in Ontario as the Directors of the OACCPP may deem necessary.

1.3 SEAL

The corporate seal of the OACCPP shall be in the form impressed hereon.

1.4 MANAGEMENT OF AFFAIRS

Its Officers, in conjunction with the Board of Directors, shall manage the affairs of the OACCPP.

1.5 RULES OF ORDER

The rules contained in Roberts Rules of Order shall govern all meetings of the OACCPP in all circumstances to which they are applicable and where they are not inconsistent with the letters patent of the OACCPP.

1.6 EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the OACCPP shall be signed by either the President or Vice-President(s) and by the ~~Secretary~~, and the ~~Secretary~~ shall affix the seal of the OACCPP to such instruments as require the same. Contracts in the ordinary course of the OACCPP's operations may be entered into on behalf of the OACCPP by the President, Vice-President(s), and Treasurer, or by any person authorized by the Board of Directors.

Notwithstanding any provision to the contrary, contained in the by-laws of the OACCPP, the Board of Directors shall have power from time to time by resolution to appoint any Officer or person in writing to sign specific contracts, documents and instruments on behalf of the OACCPP.

BY-LAW #2

A By-Law Relating to the Membership of the Association

Be it enacted as a by-law of the OACCPP (hereinafter referred to as the "OACCPP") as follows:

2.1 MEMBERSHIP

The membership shall consist of the applicants for the incorporation of the OACCPP and of such other individuals and OACCPP's, partnerships and other legal entities interested in furthering the objects of the OACCPP and whose application for admission as a member has received the approval of the Executive Committee.

2.2 RESIGNATION

A member is considered resigned if they submit their intent to resign, in writing to the Chair of Nomination or designate.

2.3 TERMINATION

Membership shall be terminated for the following reasons:

(a) Termination for Failure to Pay Fees

Annual membership fees are due on December 31st each year. If a member fails to pay their fees by February 28th, the following year, their membership shall be terminated.

Any member whose membership has been terminated for the failure to pay their fees may be readmitted upon the filing of a new application which shall receive the same consideration as any other application and which must be submitted according to the rules and regulations governing applications.

(b) Termination for other reasons

If a member fails to adhere to the by-laws and/or the Code of Ethics then their membership may be terminated in accordance with the procedure set out in the Policy and Procedure Manual. The member shall have the right to notice of any proceedings and the right to make submissions to the Ethics and Professional Conduct Committee before a decision to terminate their membership is made.

A member whose membership has been terminated for a failure to adhere to these By-laws and/or the Code of Ethics may appeal the decision in accordance with the procedure set out in the Policy and Procedure Manual.

(c) Termination of regulated members:

If a member's licence or certificate of registration in a regulatory college or regulatory body is revoked, their termination from OACCPP is automatic once OACCPP has received notice that the revocation is final and no appeal is pending.

2.4 VOTING

Voting by members on each question arising at any special or general meeting of the members shall be as specified under section 2.7 “Classes of Membership”.

Proxies to vote at an Annual General Meeting shall be kept and not destroyed until the following Annual General Meeting, or by a vote at the Annual General Meeting.

2.5 ADMISSION

Each member shall promptly be informed by the authorized person of admission as a member.

2.6 FEES

The membership fees paid by members shall be those fixed from time to time by the Board of Directors and approved by a simple majority (51%) of the members present and voting at the next Annual General Meeting following the Board of Director’s decision in respect of fees.

2.7 CLASSES OF MEMBERSHIP

The classes of membership in the Association are outlined below together with their qualifying requirements.

a) General Member:

1. General members shall meet one of the following requirements:
 - i. hold a Master’s or Doctoral degree or
 - ii. hold an equivalency in psychology or in a related field, approved by the Board of Directors.
 - iii. Be registered as a member with one of a regulatory college authorized to practice psychotherapy.
2. General members, who are not members of a regulatory college shall comply with the OACCPP’s Code of Ethics & Standard of Practice.
3. General members shall be subject to a practice review by the Ethics & Professional Conduct committee in the event of professional conduct complaints.
4. OACCPP general members are eligible to vote and to hold selected offices in the OACCPP.

b) Certified Member:

1. OACCPP certified members meet the criteria established by the Certification Committee and approved by the Board of Directors.
2. OACCPP certified members shall maintain the standards of practice established by the OACCPP Code of Ethics & Standards of Practice, and the Certification

Committee, and shall comply with the continuing education requirements as established by the Certification Committee and approved by the Board of Directors.

3. OACCPP certified members, who are not members of a regulatory college shall be subject to a practice review by the Ethics & Professional Conduct Committee in the event of a professional conduct complaint.
4. OACCPP certified members who are members of a regulatory college shall comply with the code of ethics of their respective colleges and professional conduct complaints will be referred to their regulatory colleges.
5. OACCPP certified members are eligible to vote and to hold any office in the OACCPP.

c) Affiliate Member:

Affiliate members shall:

- i. hold a 4 year diploma from a private training institute in a specific modality of psychotherapy.
 - ii. hold a post-secondary degree or diploma related to mental health from an accredited college or university (2 or 3 year diploma or 3 or 4 year degree)
1. Affiliate members shall adhere to standard of practice as described by the OACCPP's Code of Ethics.
 2. Affiliate members shall be subject to practice review by the Professional Conduct committee in the event of professional conduct complaints.
 3. Affiliate members shall have access to professional liability insurance through the OACCPP if they are supervised by a registrant of a regulatory health college in Ontario or a certified OACCPP member.
 4. Affiliate members are eligible to vote.
 5. Affiliate members are eligible to serve on certain committees as specified in bylaw 4 section 4.3.
 6. Affiliate members cannot be Officers of the Board.

d) Student Member:

1. Student members are members currently enrolled in a graduate or post-graduate program in Psychology or related field as established by the Executive Committee and approved by the Board of Directors.
2. Student members are eligible for professional liability insurance only when supervised by a regulated health professional.
3. Student members are not eligible to vote, and cannot hold offices in the OACCPP, but are eligible to serve on certain committees as specified in the nomination guidelines of the Nomination Committee.

(e) Retired Member:

1. Retired members are members who no longer practice in a professional capacity and who are no longer professionally engaged in any other discipline.
2. Continued membership presumes an ongoing commitment to the ethical and professional standards of the OACCPP, particularly with respect to any volunteer work the member may undertake.
3. Retired members are eligible to vote and hold certain position on the OACCPP Board as specified in bylaw 4 section 4.3.

2.8 FINAL DETERMINATION – MEMBERSHIP QUALIFICATION

The Board of Directors shall have the right to make a final determination in any dispute concerning qualifications for membership in the OACCPP.

BY-LAW #3

A By-Law Relating to the Operation of the Board of Directors

Be it enacted as a by-law of the OACCPP (hereinafter referred to as the “OACCPP”) as follows:

3.1 BOARD OF DIRECTORS

The affairs of the OACCPP shall be managed by its Officers in conjunction with the Board of Directors.

3.2 COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of a minimum of twelve (12) and maximum of eighteen (18) members to be composed of the Past-President, the Officers of the OACCPP, the Chairs of each Standing Committee established by the by-laws, plus Directors-at-Large as required.

3.3 DUTIES OF DIRECTORS

Duties of Directors:

- a) Attend and participate in all Board meetings.
- b) Inform the Board on regional concerns.
- c) Chair or be a member of a Standing Committee.
- d) Comply with the Core Values and Code of Conduct contained in the Policy and Procedure Manual.
- e) Respect the financial policies of the OACCPP.
- f) Abide by the OACCPP bylaw on Confidentiality and Protection of Property at all times.

3.4 QUALIFICATION OF THE BOARD OF DIRECTORS

No person shall be elected or appointed Director unless he/she is bondable, is a citizen of Canada, or a landed immigrant, and is a member in good standing with the OACCPP.

3.5 VACATING OFFICE OR REMOVAL

The Office of Director shall be automatically vacated:

- a) If a Director shall resign his/her office by delivering a written resignation to the President;
- b) If at a special meeting of Board, a resolution is passed by $\frac{3}{4}$ of the Board members present at the meeting that he/she be removed from office;
- c) If he/she fails to attend without just cause three consecutive meetings of the Board of Directors;
- d) If he/she is found to be of unsound mind.

If a vacancy occurs for any reason contained in this paragraph, the Board of Directors by majority vote may appointment and fill the vacancy with a member of the OACCPP.

3.6 ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving notice of any meeting of the Board of Directors, or any adjourned meeting of the Board of Directors of the OACCPP shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

3.7 QUORUM AND MEETINGS OF THE BOARD OF DIRECTORS

The presence of one-half ($\frac{1}{2}$) of the Directors at any given meeting of the Board of Directors shall constitute a quorum for the transaction of the business. Except as otherwise required by law, the Board of Directors may hold meetings at such time and place or places, as it may from time to time determine. No formal notice of any such meeting shall be necessary, if all the directors are present in person or by proxy, or if those absent have consented in writing to the meeting being held in their absence. Directors' meetings may be formally called by the President, or by the Vice-President. In the case of incapacity, or extended absence of the President, or Vice-President, a meeting may be called by petition in writing, signed by the majority of Directors. Notice of such meetings shall be electronically communicated, delivered, or telephoned to each Director not less than seven (7) days before the meeting is to take place. The statement of the President or Vice-President that notice has been given pursuant to the by-laws shall be evident, sufficient and conclusive. The Board may appoint a day, or days in any month or months for regular meetings at any hour to be named and for

such regular meetings no further notice need be given. It is further provided that there shall be at least four (4) meetings per year of the Board of Directors of the OACCPP. The Directors may consider or transact any business either special or general at any meeting of the Board.

3.8 VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a simple majority of votes of those present and voting. The Chair of the meeting shall vote only in the case of an equality of votes. All votes at such meetings shall be taken by ballot, if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the minutes shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such a resolution.

3.9 REMUNERATION OF DIRECTORS

Directors, as such, shall not receive any stated remuneration for their services as Directors, but by resolution of the Board of Directors, they may be reimbursed for any expenses incurred as a result of their attendance at regular or special meetings of the Board of Directors, or for specific activities approved by the Board. The amount and mode of payment shall be determined by resolution of the members of the Board of Directors.

3.10 POWER

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

3.11 ADVISORS, AGENTS AND ATTORNEYS

The Board shall have power from time to time to appoint advisors, agents or legal counsel or engage such employees for the OACCPP as it shall deem necessary or beneficial with such powers of management or otherwise as the Board may prescribe. Such resource persons shall not have voting privileges.

BY-LAW #4

A By-Law Relating to the Directors and Officers of the Corporation

Be it enacted as a by-law of the OACCPP (hereinafter referred to as the "OACCPP") as follows:

4.1 OFFICERS OF THE OACCPP

The Officers of the OACCPP shall be as follows:

- a) President
- b) Past-President
- c) Vice-Presidents (2)
- d) Treasurer

These Officers shall be selected and endorsed from among the Directors of the Board as per the voting procedure of the OACCPP and confirmed or ratified at the Annual General Meeting.

Terms of office for a Director of the Board shall be two years. No Director shall hold Office for more than two consecutive terms except if he or she is elected to the position of an Officer of the OACCPP in which case he or she can serve additional two (2) term of two (2) years. Nominees for Officers' positions must have previously served as directors-at-large.

4.2 NOMINATION & SELECTION OF DIRECTORS

The Past-President, as Chair of the Nomination Committee, or a Board appointee as Chair, if the Past-President is not available, will make a call for nomination each year for Directors of the Association at a time established by the Board of Directors and specified in the Policy & Procedure Manual. Nominations are open to all OACCPP members in good standing and must be made in writing and forwarded to the Nomination Chair at the time line stated in the notice for Call for Nomination. To be valid, each nomination must have the endorsement of at least three members of OACCPP, who are in good standing, and the signed acceptance of the nominee.

The Nomination Committee shall meet prior to the Annual General Meeting to prepare a list of nominees it considers appropriate to fill the vacant positions on the Board of Directors. The list of nominees will be sent to the Executive Committee and to the Board of Directors for their approval. Once approved, the nominees shall become the new directors of the Board of Directors of the OACCPP.

The list of the new directors of the Board of Directors shall be presented to the OACCPP members at the Annual General Meeting.

4.3 REQUIREMENTS FOR ELIGIBILITY TO HOLD OFFICE

Those nominated for positions of Officers and Directors-at-Large of the OACCPP must be either general or certified or retired (general or certified) members of the OACCPP, as required by the position, and must be bondable. Officers and Committee Chairs must hold Director-at-Large position for one year before moving into Committee Chair or Officer's position.

4.4 TERM OF OFFICE

Term of Office shall be two (2) years. Directors-at-Large of the OACCPP shall hold Office for a maximum of two (2) consecutive terms. Term of Office shall be two (2) years for Officers of the OACCPP who shall hold Office for a maximum of two (2) consecutive terms, with the exception of the President who shall hold office for one (1) term of two (2) years.

4.5 DUTIES OF OFFICERS

PRESIDENT:

The President shall:

1. Oversee the daily management of the affairs of the OACCPP
2. Promote the goals of the OACCPP through interaction with Government agencies, associations and the general public;
3. Sign documents in conjunction with the other Officers appointed by the Board for this purpose;
4. Provide leadership and direction in the establishment of strategic plans and direction;
5. Be an ex-officio member of each Committee of the OACCPP and shall receive agendas, reports and minutes of all Committee meetings;
6. Receive and review all matters directed to the attention of the Board;
7. Report to the Board regularly upon all phases of management, administration and operations of the OACCPP;
8. Perform other duties as required by the Board of Directors.

PAST PRESIDENT:

The Past-President shall:

1. Provides support to the President and serve as advisor to the President and Executive.
2. Perform such duties as assigned by the President and the Board of Directors.
3. The Past President shall chair the Nomination Committee.

VICE-PRESIDENT(S):

There shall be two (2) Vice-Presidents, one of whom will become President Elect in the second year of the term of the President.

The Vice-Presidents shall:

1. During the absence or incapacity of the President, one of the Vice-President shall exercise the duties and powers of the President.
2. One of the Vice-Presidents shall be responsible for the establishment of the Public Policy Committee, and assisting the President in developing public policy.
3. One of the Vice-Presidents shall be responsible for the Governance and Risk-Management Committee, and report regularly to the Executive and Board of Directors.
4. One year prior to the expiry of the term of the President, one of the Vice-Presidents shall be elected as President-Elect.
5. If neither of the Vice-Presidents is able to be elected President-Elect then a President-Elect shall be elected from among the other Directors of the OACCPP.
6. Perform other duties as required by the Board of Directors.

TREASURER:

The Treasurer shall:

1. Be responsible for keeping the financial records of the OACCPP, located at the central office of the OACCPP;
2. Present a current financial statement at each meeting of the Board of Directors;
3. Be responsible for arranging the audit or review engagement of the financial records of the OACCPP at least once a year;
4. Present the audited or review engagement statement to each Annual General Meeting of the members of the OACCPP;
5. Perform such other duties as required by the Executive Committee or the Board of Directors.

Administrative Duties:

1. Minutes will be taken by staff. The Executive Director will take responsibility for this assignment and will maintain the records for the review of the Chair and the Board.
2. All correspondence, records and the official Seal will be kept in OACCPP office.
3. The ED/assigned staff will send out notices on behalf of the President.

4.6 VACANCIES

In the event that a vacancy among the Officers and Directors of the OACCPP should occur during the period between Annual General Meetings, the Nomination Committee shall appoint an eligible member to fill the vacant Office and each such appointment shall be approved by a majority vote of the Board of Directors.

BY-LAW #5

A By-Law Relating to the Committees of the "OACCPP"

Be it enacted as a by-law of the OACCPP (hereinafter referred to as the "OACCPP") as follows:

5.1 APPOINTMENT OF COMMITTEES

There shall be such Committees as the Board of Directors may from time to time determine.

Chairs of all Committees shall be appointed by the Executive Committee and the appointments shall be ratified at the first meeting of the Board of Directors following the Annual General Meeting. The term of office of Committee Chairs shall be two (2) years. Chairs of Committees shall hold office no longer than two (2) successive terms, and Committee members should be regionally representative where possible.

All such Committees are required to obtain approval by a majority vote of the Board of Directors in order to pass any policies affecting the members of the OACCPP. Any such policies must be in writing and available to any person upon request. The composition and duties of each Committee shall be set out in the Policy and Procedure Manual consistent with the by-law creating it.

The Committee Chairs shall appoint the members of the standing committees from among the members of the OACCPP. Members of the standing committees should be regionally representative where possible.

All Committee Chairs are responsible for reporting the activities of their ad-hoc /sub-committees to the Board on a regular basis.

5.2 QUORUM FOR COMMITTEES

At every meeting of each Committee, the presence of at least one-half (1/2) the Committee members shall be necessary to constitute a quorum, and the vote of a majority of members present shall decide each question.

5.3 STANDING COMMITTEES

There shall be the following Standing Committees:

- a) Executive Committee
- b) Governance and Risk Management Committee
- c) Public Policy Committee
- d) Certification Committee
- e) Professional Development Committee
- f) Ethics & Professional Conduct Committee
- g) Nomination Committee
- h) Appeals Panel

Each Standing Committee shall submit their policies and procedures to the Board for approval.

5.4 VACANCIES

In the event that a vacancy among the Committee Chairs of the OACCPP occurs during the period between Annual General Meetings, the Executive shall appoint an eligible member to fill the vacant Chair and each appointment shall be approved by the Board of Directors.

5.5 REMUNERATION OF COMMITTEE MEMBERS

Committee members shall be reimbursed for all expenses incurred while conducting the affairs of OACCPP in accordance with the Reimbursement Policy as approved by the Board.

The Board may by resolution award compensation to a committee member for specific activities performed other than routine committee business.

5.6 INDEMNITY

Every Director of the OACCPP or other person who has undertaken or is about to undertake any liability on behalf of the OACCPP or any company contracted by it and their heirs, executors and administrators, and estate, and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of funds of the OACCPP from and against:

- a) All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her Office;
- b) All other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the OACCPP; except such costs, charges, or expenses as are occasioned by his/her own wilful neglect or default.

BY-LAW #6

A By-Law Relating to Financial Matters

Be it enacted as a bylaw of the Ontario Association of Consultants, Counsellors, Psychometrists and Psychotherapists (hereinafter referred to as the "OACCPP") as follows:

6.1 FINANCIAL YEAR

Unless changed by by-law, the financial year of the OACCPP shall terminate on the 30th day of June of each year.

6.2 CHEQUES, MONEY ORDERS, NOTES

All cheques, bills, or exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the OACCPP shall be signed by such Officers or agents of the OACCPP and in such manner as shall from time to time be determined by resolution of the Board of Directors and two (2) such Officers or agents may endorse notes and drafts for collection on account of the OACCPP through its bankers, and endorse notes and cheques for deposit with the OACCPP's' bankers to the credit of the OACCPP or the same may be endorsed "For Collection" or "For Deposit" with the bankers of the OACCPP.

Any one of such Officers or Agents so appointed may arrange, settle, balance and certify all books and accounts between the OACCPP and the OACCPP's banker and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

6.3 BOOKS AND RECORDS

The Directors shall ensure that all necessary books and records of the OACCPP required by the by-laws of the OACCPP or by an applicable statute or law are regularly and properly kept according to the privacy legislation and corporate policy.

6.4 AUDITORS

The members shall at each Annual General Meeting appoint an auditor to provide an audit or review engagement statement of the accounts of the OACCPP. Said auditor will hold Office until the next Annual General Meeting provided that the Directors fill any casual vacancy in the Office of auditor. The remuneration of the auditors shall be fixed by the Board of Directors. The auditors shall be supplied with a copy of the balance sheet, and it shall be their duty to examine the same with the accounts and vouchers, relating thereto. The auditors shall have a list delivered to them of all books kept by the OACCPP and shall at all reasonable times have access to the books and accounts of the OACCPP. The auditors shall make an annual report to the members upon the

balance sheet and every such report shall state whether, in their opinion the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the OACCPP's affairs.

6.5 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the OACCPP shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the OACCPP, signed by those Officers in such manner as shall from time to time be determined by resolution of the Board of Directors. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

6.6 BORROWING

The Directors may from time to time borrow money;

From time to time, the Directors may authorize any Director, Officer or employee of the OACCPP or any other person, to make arrangements with reference to the monies 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 therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the OACCPP as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the OACCPP.

BY-LAW #7

A By-Law Relating to the Annual and Special Meetings of the Ontario Association of Consultants, Counsellors, Psychometrists and Psychotherapists

Be it enacted as a by-law of the Ontario Association of Consultants, Counsellors, Psychometrists and Psychotherapists (hereinafter referred to as the "OACCPP") as follows:

7.1 ANNUAL GENERAL MEETING AND SPECIAL MEETINGS OF MEMBERS

The Annual General Meeting and any approved Special Meeting of the members shall be held in Ontario at a place and at a time as approved by the Board of

Directors. At every Annual General Meeting, in addition to other business that may be transacted, the following shall occur:

- a) Members shall receive reports of the Committees;
- b) Members shall receive the annual audited or **review engagement** financial statement of the OACCPP;
- c) Selection of Officers and Directors-at-Large of the OACCPP, and appointment of auditors;
- d) The members may consider and transact any business either special or general without any notice thereof at any meeting of the members;
- e) The Board of Directors and the Executive shall have the power to call at any time, a Special Meeting of the members of the OACCPP;
- f) No public notice or advertisement of members' meetings, annual general or special meetings, shall be required;
- g) Notice of the time and place of every such meeting shall be mailed to each member and deposited in the Post Office or public letterbox or be electronic mail at least 14 days before the event;
- h) Quorum procedures will be followed as set in section 7.2.
- i) At least one quarter (25%) of the new Directors must be appointed each year at the Annual General Meeting, where possible.

7.2 VOTING OF MEMBERS AT AN ANNUAL GENERAL MEETING

Subject to the provisions, if any, contained in the Letters Patent of the OACCPP, each member of the OACCPP shall at all meetings of members be entitled to one vote which may be a vote by proxy as provided by section 2.4. Such proxy must be a member, and before voting must produce and deposit with a staff member a sufficient appointment in writing from their constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the OACCPP unless they have paid all dues and fees, if any, then owing by them. At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy, unless otherwise required by the by-laws of the OACCPP. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights, present in person, shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the OACCPP shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution and on a show of hands members represented by proxy shall have no vote. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of the votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the OACCPP in general meeting upon the matter in

question. In case of any equality of votes at any General Meeting whether upon a show of hands or at a poll, the chair shall be entitled to a casting vote.

7.3 ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any Annual, general or Special Meeting, or any adjourned meeting whether Annual, general or Special of the members of the OACCPP shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his/her last address recorded on the books of the OACCPP.

7.4 ADJOURNMENT

Any meeting of the OACCPP or of the Directors 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 adjournments took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

7.5 QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than five (5) percent of the membership present in person or represented by proxy, provided that in no case any meeting be held unless there are twenty-five (25) members present and in person.

7.6 REPEAL AND/OR AMENDMENT OF BY-LAW

The by-laws of the OACCPP may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at the Annual General Meeting or a Special Meeting duly called for the purpose of considering the said by-law. Such repeal or amendment is to be forwarded to each member one month in advance of the said Meeting.

7.7 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat and the auditors of the OACCPP and others who, although not entitled to vote, are entitled or required under any provision of the Letters Patent or s to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

BY-LAW #8

A By-Law Relating to Confidentiality and Protection of Property

Be it enacted as a by-law of the Ontario Association of Consultants, Counsellors, Psychometrists and Psychotherapists (hereinafter referred to as the "OACCPP") as follows:

In the course of performing and fulfilling their duties and responsibilities, Officers and Directors of the Board, and the OACCPP's employees will have access to and be entrusted with important information. This information includes, but is not limited to, the present and contemplated financial status and activities of the OACCPP, and personal information respecting members of the OACCPP, including information that is subject to privacy laws.

Officers, members of the Board of Directors, members of the standing committees and every employee of the OACCPP shall ensure that any such information, including information obtained in the course of performing his or her responsibilities and duties for the OACCPP:

1. Shall be safeguarded and only be used by that individual in order for him or her to perform his or her duties and obligations with the OACCPP;
2. Shall not be used personally or for any purpose other than one which advances the interests of the OACCPP; and
3. Shall not be disclosed to third parties without the prior authorization of the Executive Committee or the Board of Directors of the OACCPP.