



2014 Proposed By-Law Amendments

The following proposed amendments have been approved by the Board of Directors of the Canadian Psychological Association on the recommendation of the Committee on By-Laws, Rules and Procedures and CPA legal advisers.

CPA's new bylaws, in accordance with the new Canadian Not for Profit Corporations Act (CNCA), were passed at our AGM in June 2013. Since June we have had some clarification from legal counsel about how the new CNCA impacts our electoral process.

Any acclaimed or designated seats will be presented to the membership as a slate. Acclaimed seats are those where there was only one nominee for a particular position. Designated seats are those held for partner associations who then put forward a representative. The Council of Canadian Departments of Psychology (CCDP), the Canadian Council of Professional Psychology Programs (CCPPP), the Council of Professional Associations of Psychologists (CPAP) and the Canadian Society for Brain, Behaviour and Cognitive Science (CSBBBCS) have all been offered designated seats on CPA's Board. Most often each association sends its Chair to take up the seat. If the membership wants to overturn the slate, they must put forward another slate which they can do from the floor of an Annual General Meeting at which elections are held. The membership then votes on the two (or more) slates.

For positions for which there is more than one candidate, we have historically run our elections early in the New Year with members voting by paper or electronic ballot. The election results are then presented to the membership for acceptance at the AGM in June of that same year. Our legal counsel advises that the CNCA requires that elections must actually take place at an AGM. This change is to support full member participation and enable any member to make a nomination from the floor.

Amendment 1

By-Law 5 - Directors

Rationale: Given that historically few among the membership attend the AGMs, we need another mechanism to allow as many members as possible to participate in elections. Advance ballots would appear to be that mechanism and are possible under the CNCA provided that they are articulated in by-laws.

The following amendment will enable the fullest member participation in elections possible. The mechanism for advance voting will be articulated in CPA's Operating Regulations and communicated to the membership no later than the first quarter of 2015. It will be a mechanism not unlike the way in which CPA historically conducted elections (by email and surface mail vote) with details to follow.

Be it resolved that By-Law Section 5 be amended by adding 5.05 to read as follows and then the remaining subsections to be re-numbered as appropriate:

5.05 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system set out in Operating Policies that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Amendment 2

Rationale: As mentioned, the CNCA allows members to nominate a director from the floor of an AGM. In order to ensure a fair and efficient electoral process, we would like to amend the by-laws to require that such nominations come with advance notice to the Corporation (i.e. CPA). Such advance notice will help (i) facilitate an orderly and efficient meeting process; (ii) ensure that all members receive adequate notice of director nominations and sufficient information with respect to all nominees; (iii) allow the Corporation and members to evaluate all nominees' qualifications and suitability as a director of the Corporation; and (iv) allow members to cast an informed vote.

Be it resolved that By-Law Section 5 be amended by adding 5.06 to read as follows and then the remaining subsections to be re-numbered as appropriate:

5.06 Nomination of Directors

- a) Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:
- (i) by or at the direction of the Board, including pursuant to a notice of meeting;
 - (ii) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
 - (iii) by any person (“Nominating Member”): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation’s membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
- b) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice in proper written form to the Secretary of the Corporation at the registered office of the Corporation. To be timely, a Nominating Member’s notice to the Secretary of the Corporation must be made:
- (iv) in the case of an annual meeting of Members, not less than 30 nor more than 65 days prior to the date of the annual meeting of Members; provided, however, that in the event that the annual meeting of Members is to be held on a date that is less than 50 days after the date (the Notice Date) on which notice of the annual meeting was made, notice by the Nominating Member may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
 - (v) in the case of a special meeting (which is not also an annual meeting) of Members called for the purpose of electing Directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of Members was made;
- in no event shall any adjournment or postponement of a meeting of Members or the announcement thereof commence a new time period for the giving of a Nominating Member’s notice as described above.
- c) Proper Form - To be in proper written form, a Nominating Member’s notice to the Secretary must set forth:

- (vi) as to each person whom the Nominating Member proposes to nominate for election as a Director: (A) the name and address of the person; (B) the principal occupation or employment of the person; and (C) any other information confirming that the person meets all of the qualification requirements of Directors set out in the By-laws of the Corporation and such other applicable policies of the Corporation; and
- (vii) as to the Nominating Member giving the notice, (A) the name and the residential address of the person; (B) the principal occupation or employment of the person; (C) the class of membership of the person of the Corporation; and (D) confirmation that the person has the right to vote at the meeting of Members where election is to be held;

provided that the Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.

- d) Eligibility - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section 5.06; provided, however, that nothing in this Section 5.06 shall be deemed to preclude discussion by a Member (as distinct from the nomination of Directors) at a meeting of Members of any matter in respect of which it would have been entitled to submit a proposal pursuant to the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 5.06 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- e) Deliver of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Corporation pursuant to this Section 5.06 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the registered office of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (EST) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.