

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

**DEFINITIONS**

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires
  - a. “**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;
  - b. “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - c. “**Board**” means the board of directors of the Corporation and “**Director**” means a member of the Board;
  - d. “**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;
  - e. “**Corporation**” means the Canadian Academy of Child and Adolescent Psychiatry;
  - f. “**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;
  - g. “**Officer**” means an officer of the Corporation appointed in accordance with By-Law 27;
  - h. “**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
  - i. “**Proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
  - j. “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
  - k. “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
  - l. “**Voting Member**” shall have the meaning of that term as defined in the Articles.

**EXECUTION OF DOCUMENTS**

2. Deeds, transfers, licenses, contracts and engagement on behalf of the Corporation shall be signed by the President and Secretary. Contracts in the ordinary course of the operations of the Corporation may be entered into on behalf of the Corporation by the President and Secretary, or by any two persons authorized by the Board of Directors.

**BORROWING POWERS**

3. The Directors of the Corporation may, without authorization of the members,
  - a. borrow money on the credit of the corporation;
  - b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
  - c. give a guarantee on behalf and

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

- d. 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.

**ANNUAL FINANCIAL STATEMENTS**

4. 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.

**MEMBERSHIP CONDITIONS**

5. Subject to the Articles, there shall be eight (8) classes of members in the Corporation, namely, Full Members, Associate Members, Affiliate Members, Retired Members, Members-in-Training, Life Members, International Members and Honorary Members. The following conditions of membership shall apply:

**Full Members**

- i. Full Membership shall be available to:
  - a. Every legally qualified medical practitioner who is registered as a specialist in Child and Adolescent Psychiatry by the Royal College of Physicians and Surgeons of Canada, or equivalent;
  - b. Every legally qualified medical practitioner who is registered as a specialist in Psychiatry by the Royal College of Physicians and Surgeons of Canada, or equivalent, who has satisfactorily completed eighteen months or more in child and adolescent psychiatry in an approved program, and has primarily practiced child and adolescent psychiatry for a minimum of two years; and
  - c. Every legally qualified physician who is registered as a specialist in Psychiatry by The Royal College of Physicians and Surgeons of Canada, or equivalent, who has had at least one year of training in child and adolescent psychiatry in an approved program, and has primarily practiced child and adolescent psychiatry for a minimum of five years;  
who has applied and been accepted by the Credentials Committee for Full Membership in the Corporation.
- ii. The term of membership of a Full Member shall be indefinite, subject to termination in accordance with By-Law 13.
- iii. As set out in the Articles, each Full Member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Full Member shall be entitled to one (1) vote at such meetings.

**Associate Members**

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

- i. Associate Membership shall be available to every legally qualified physician who is actively engaged in or affiliated with the psychiatric care of children or youth and who has applied and been accepted by the Credentials Committee for Associate Membership in the Corporation.
- ii. The term of membership of an Associate Member shall be indefinite, subject to termination in accordance with By-Law 13.
- iii. As set out in the Articles, each Associate Member is entitled to receive notice of and attend at all Meetings of Members but no such Associate Member shall be entitled to vote at such meetings.

**Affiliate Members**

- i. Affiliate Membership shall be available to every recognized researcher, educator or clinician in child and adolescent psychiatry whose appointment is consistent with the purposes of the Corporation as determined by the Credentials Committee.
- ii. The term of membership of an Affiliate Member shall be indefinite, subject to termination in accordance with By-Law 13.
- iii. As set out in the Articles, each Affiliate Member is entitled to receive notice of and attend at all Meetings of Members but no such Affiliate Member shall be entitled to vote at such meetings.

**Retired Members**

- i. Retired Membership shall be available to every Full Member who is no longer in clinical practice, regardless of his or her age who has applied and been accepted by the Credentials Committee for Retired Membership in the Corporation.
- ii. The term of membership of a Retired Member shall be indefinite, subject to termination in accordance with By-Law 13.
- iii. As set out in the Articles, each Retired Member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Retired Member shall be entitled to one (1) vote at such meetings.

**Members-in-Training**

- i. Membership-in-Training shall be available to every every legally qualified medical practitioner who is registered in a training program in Psychiatry or in child and adolescent psychiatry which has been accredited by the Royal College of Physicians and Surgeons of Canada and who has applied and been accepted by the Credentials Committee for Membership-in-Training in the Corporation.
- ii. The term of membership of a Member-in-Training shall be indefinite, subject to termination in accordance with By-Law 13.
- iii. As set out in the Articles, each Member-in-Training is entitled to receive notice of, attend and vote at all Meetings of Members and each such Member-in-Training shall be entitled to one (1) vote at such meetings.

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

**Life Members**

- i. Life Membership shall be available to Full Members
  - a. with thirty years continuous membership in the Corporation, or
  - b. who have reached the age of 65 years,who have made a significant lifetime contribution to the Corporation or to the practice of child and adolescent psychiatry in Canada (which must include a nationally recognized contribution in clinical expertise, administration, research or teaching) and who have been appointed Life Members by the Board of Directors on the recommendation of the Credentials Committee, provided that no more than two Life Members shall be appointed in any year.
- ii. The term of membership of a Life Member shall be indefinite, subject to termination in accordance with By-Law 13.
- iii. As set out in the Articles, each Life Member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Life Member shall be entitled to one (1) vote at such meetings.

**International Members**

- i. International Membership shall be available to everyone who would otherwise qualify for any category of membership except that he or she is not a resident of Canada and who has applied and been accepted by the Credentials Committee for International Membership in the Corporation.
- ii. The term of membership of an International Member shall be indefinite, subject to termination in accordance with By-Law 13.
- iii. As set out in the Articles, each International Member is entitled to receive notice of and attend at all Meetings of Members but no such International Member shall be entitled to vote at such meetings.

**Honorary Members**

- i. Honorary Membership shall be available to any person for distinguished service on behalf of the mental health and welfare of children, youth and families on the nomination of the two Full Members and the recommendation of the Credentials Committee. Such person may be elected at the next General Meeting of the Corporation by an affirmative vote of two-thirds of the Voting Members present. The presidents of the Canadian Pediatric Society, the American Academy of Child and Adolescent Psychiatry and any other organization recognized by the Board shall be invited to become Honorary Members of the Corporation during their terms of office.
- ii. The term of membership of a Honorary Member shall be indefinite, subject to termination in accordance with By-Law 13.
- iii. As set out in the Articles, each Honorary Member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Honorary Member shall be entitled to one (1) vote at such meetings.

# **CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**

## **BY-LAWS**

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).

### **APPLICATIONS FOR MEMBERSHIP**

6. All applications for membership except for members in training must be supported by reference letter from one member of the Academy, an up-to-date curriculum vitae and documentation from the Royal College of Physicians and Surgeons of Canada and provincial licensing body. For members in training, only a statement of training by the Program Director is required. Upon completion of training, an application using the same criteria for membership as described above shall be required to become a Full Member.

Upon completion of the application form, and receipt of letters of reference, the National Office shall forward all applications to the Credentials Committee for consideration.

The Credentials Committee may communicate with University Departments of Psychiatry, accrediting bodies, and with any member of the Academy to determine whether the applicant is properly qualified and recommended to be a Member. If the application is approved by a quorum of three members of the Credentials Committee, the Secretary shall notify the applicant that the application is approved and the applicant shall become a Member upon payment of the established fee.

An applicant whose application is not approved by the Credentials Committee may appeal to the next constituted meeting of the Board of Directors. The decision of a majority of the members of the Board of Directors who are present when the appeal is dealt with shall be final. Members of the Credentials Committee who are also members of the Board shall not vote in such an Appeal.

### **MEMBERSHIP TRANSFERABILITY**

7. Membership may not be transferred. 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.

### **MEMBERS MEETINGS**

8. The Board of Directors shall, once annually, convene a general Meeting of all Members of the Corporation for the purpose of:
  - (a) Electing, by Ordinary Resolution of those Members entitled to vote, Directors of the Corporation in accordance with the Articles; and
  - (b) Appointing, by Ordinary Resolution of all Voting Members, a public accountant to hold office until the close of the next annual general meeting.

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

The Board of Directors shall determine the time and place of such Annual General Meetings of Members of the Corporation.

The Board of Directors may also convene special meetings of all or any class of Members of the Corporation at such times and places and for such purposes as the Board shall determine.

**NOTICE OF MEMBERS MEETING**

9. Notice of the time and place of a Meeting of Members shall be given to each member entitled to vote at the meeting by the following means:
  - a. 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
  - b. 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.

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.

**MEMBERS CALLING A MEMBERS' MEETING**

10. The Board of Directors shall call a special Meeting of Members in accordance with Section 167 of the Act, on written requisition of not less than twenty-five (25) Full Members, or of members carrying not less than five percent (5%) of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**ABSENTEE VOTING AT MEMBERS' MEETINGS**

11. 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 or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
  - a. enables the votes to be gathered in a manner that permits their subsequent verification, and
  - b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation 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 Corporation to change this method of voting by members not in attendance at a Meeting of Members.

**MEMBERSHIP DUES**

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

12. There shall be no dues payable by Members-in-Training, Life Members or Honorary Members. Full Members, Associate Members, Affiliate Members, Retired Members and International Members shall pay annual dues as established by the Board from time to time and approved by the Annual General Meeting. Annual dues may be waived for Associate and Affiliate members while they are enrolled in a formal training program such as medical or graduate school.

**TERMINATION OF MEMBERSHIP**

13. A membership in the Corporation is terminated when:
- a. the member dies or resigns;
  - b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
  - c. the member's term of membership expires; or
  - d. the Corporation is liquidated and dissolved under the Act.

A Member may resign by sending a letter of resignation to the Secretary. The letter of resignation shall become effective upon receipt by the Secretary. Members who have not paid their membership dues within one year after the date that such dues become due shall automatically cease to be Members.

Members who have lost their membership for non-payment of dues may be reinstated upon reapplication. Payment of dues in cases of reinstatement shall include the dues for the year in which membership ceased and for the year of reinstatement.

A duly constituted meeting of the Board of Directors may terminate the membership of any Member by a vote of two-thirds of the members present. The membership of an Honorary Member may be terminated by a vote of two-thirds of the Voting Members present at any General Meeting of the Corporation.

**EFFECT OF TERMINATION OF MEMBERSHIP**

14. 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.

**PROPOSALS NOMINATING DIRECTORS AT ANNUAL MEMBERS' MEETINGS**

15. Subject to the Regulations under the Act, any Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of members entitled to vote at the meeting at which the Proposal is to be presented.

**COST OF PUBLISHING PROPOSALS FOR ANNUAL MEMBERS' MEETINGS**

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

16. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the members present at the meeting.

**PLACE OF MEMBERS' MEETING**

17. 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.

**QUORUM AT MEMBERS' MEETINGS**

18. Twenty-Five (25) Voting Members of the Corporation shall constitute a quorum for any Meeting of Members.

**VOTES TO GOVERN AT MEMBERS' MEETINGS**

19. At any Meeting of Members every question shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS**

20. 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.

**MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS**

21. If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**NUMBER OF DIRECTORS**



**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

22. The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation the minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

**TERM OF OFFICE OF DIRECTORS**

23. The directors shall be elected to hold office for a term expiring not later than the close of the second (2<sup>nd</sup>) annual meeting of members following the election. A director who has served eight (8) consecutive years as a director must resign and wait at least one (1) year before serving again as director.

**CALLING OF MEETINGS OF BOARD OF DIRECTORS**

24. Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

**NOTICE OF MEETING OF BOARD OF DIRECTORS**

25. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Corporation not less than thirty (30) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

**QUORUM AT MEETINGS OF THE BOARD OF DIRECTORS**

26. Five (5) Directors shall constitute a quorum for any Meeting of the Board of Directors.

**PARTICIPATION BY ELECTRONIC MEANS AT DIRECTORS' MEETINGS**

27. A director may, if all the Directors consent, participate in a Meeting of Directors or of a Committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a Meeting is deemed to be present at that Meeting.

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

**VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS**

28. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**RESOLUTION IN LIEU OF A MEETING**

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

**COMMITTEES OF THE BOARD OF DIRECTORS**

30. The Corporation shall have a permanent Awards Committee, Constitution and By-Laws Committee, Committee on Elections, Credentials Committee and Finance Committee as described below. At the first meeting of the newly elected Board of Directors, the Board shall appoint a Chair of the Constitution and By-laws Committee.

The Board may constitute additional Standing or *ad hoc* Committees as they judge necessary, shall appoint a Chair for each such additional Committee, and shall provide each Committee Chair with terms of reference. Unless otherwise specified in the By-laws or in the Committee's terms of reference, the Chair of such additional Committees shall hold office for three (3) years, subject to annual review and re-appointment by the Board. All *ad hoc* Committees shall be reviewed on an annual basis by the Board.

The Chair of each Committee shall recommend no fewer than three members for each Committee no more than 60 days after assuming the chair. The Board shall approve the members of all Committees.

**Awards Committee**

The Secretary shall serve as the Chair of the Committee.

It shall be the duty of the Awards Committee to coordinate and present awards and develop new awards to recognize Members of the Corporation.

**Committee on Elections**

The Deputy President shall serve as the Chair of the Committee.

At least four months prior to the next Annual General Meeting, the Committee on Elections shall circulate the listing of vacancies on the Board of Directors with its own slate of nominees for these positions.

# **CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**

## **BY-LAWS**

Any Full Member, who is otherwise eligible for a position on the Board and whose nomination is supported by the signatures of five Full Members in good standing and is received by the Committee at least three months prior to the next Annual General Meeting, shall also become an official nominee.

The Committee on Elections, at least two months prior to the next Annual General Meeting, shall prepare official nominations on the ballot form prescribed by the Committee. The ballot form shall contain the names of all nominees and shall also allow Full Members a write-in vote should they desire to exercise dissent from the official nominations.

The Chair of the Committee shall be responsible for sending one copy of the ballot form as a secret mail ballot to each Voting Member and shall stipulate that the ballot be returned to the Chair before a date fixed by the Committee.

The Committee shall appoint scrutineers, at least one of whom shall be a Full Member of the Corporation, who shall count all mail ballots received on or before the date fixed by the Committee.

The scrutineers shall compile a list of persons receiving the greatest number of ballots for each office and shall report the list in writing to the Chair of the Committee.

The Chair of the Committee shall report the results of the mail ballot to the next Annual General Meeting, whereupon the persons receiving the greatest number of ballots, as indicated in the Chair's report, shall be declared elected to the respective offices.

### **Constitution and By-Laws Committee**

It shall be the duty of the Constitution and By-laws Committee to maintain the Constitution and By-laws of the Corporation and to make recommendations to the Board of Directors for the improvement of the Constitution and By-laws.

### **Credentials Committee**

The Secretary shall serve as the Chair of the Committee.

It shall be the duty of the Credentials Committee, having reference to the by-laws on membership, to consider the applications for Full Membership, Associate Membership, Affiliate Membership International Membership, Retired Membership and from Members-in-Training and to notify the Secretary whether an application of nomination is approved or disapproved.

The Committee may recommend to the Board individuals considered for Life Membership or Honorary Membership.

### **Finance Committee**

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

The Vice President shall serve as the Chair of the Committee.

It shall be the duty of the Finance Committee to prepare and submit to the Board a draft budget for the next fiscal year, no later than two (2) months before the beginning of the fiscal year.

**APPOINTMENT OF OFFICERS**

31. At the first meeting of the newly elected Board of Directors, the Board shall designate the offices of the Corporation, 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 Corporation. A Director may be appointed to any office of the Corporation.

**DESCRIPTION OF OFFICES**

32. Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall consist of the President, the Deputy President, the Vice President and the Secretary, all of whom shall be Directors, and whose duties and powers are set out below. If the Deputy President has previously served as President, the Deputy President shall be known as the Past President.

In the event that any Officer of the Corporation resigns, dies while in office, or becomes unable to act, the Board of Directors shall elect one of its members to fill the balance of the term of such office, and a meeting of the Board for this purpose shall be called by the Secretary, or failing him or her, by any other Officer, or failing Officers, by any member of the Board of Directors.

**President**

The President shall chair all General Meetings of the Corporation and of the Board of Directors and shall be responsible for the general supervision of the affairs of the Corporation. The President shall represent the Corporation at government, public, professional, and voluntary organizations and shall speak for the Corporation to the media. The President may delegate this authority to other members.

During the absence or inability of the President to exercise his/her duties and powers these may be exercised by the Vice President. In the event that both the President and Vice President are absent from any General Meeting of the Corporation the Voting Members shall elect a chair from among the Board Members present who shall exercise the powers of the President during such a meeting.

The President shall also perform such duties as may from time to time be determined by the Board of Directors.

**Deputy President**

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

The Deputy President shall serve as Chair of the Committee on Elections and shall also perform such duties as may from time to time be determined by the Board of Directors.

**Vice President**

The Vice President shall be Chair of the Finance Committee. As Chair, the Vice President shall ensure that the Executive Director of the National Office keeps a full and accurate account of all receipts and disbursements of the Corporation in the proper books of account and shall deposit all funds in the name of and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Vice President shall manage the funds of the Corporation under the direction of the Board and subject to the advice of the Finance Committee. In the event that the Vice President is unable to carry out the duties of his/her office, the President may appoint a Full Member to be temporary Chair of the Finance Committee.

The Vice President shall also perform such duties as may from time to time be determined by the Board of Directors.

**Secretary**

The Secretary shall ensure that the Corporation complies with relevant legislation and regulation, keeps Directors informed of their legal responsibilities, and minutes and maintains records of all Board and Member Meetings.

The Secretary shall be chair of the Awards Committee, and the Credentials Committee and shall also perform such duties as may from time to time be determined by the Board of Directors.

**VACANCY IN OFFICE**

33. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. 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 shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

**BY-LAWS AND EFFECTIVE DATE**

34. A proposal to amend the Articles and By-laws may be made by:

**CANADIAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY**  
**BY-LAWS**

- a. Any Voting Member, by way of notice of motion signed by the proposer, and one seconder, also being a Voting Member in good standing, setting out the proposed amendment;
- b. Ordinary Resolution of the Annual Meeting, which shall be considered and acted upon by next Annual Meeting;
- c. The Board of Directors;
- d. The Constitution and By-laws Committee.

Every proposal to amend the Constitution of By-laws originating by way of (a), (b), or (c) above shall be referred to the Constitution and By-laws Committee, who in consultation with the proposer shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the Articles and Bylaws not intended to be amended.

Any proposed amendment to the Constitution and By-laws originating by way of (d) above shall be referred to the Board for its consideration, who may in consultation with the Constitution and By-laws Committee make such revisions to the proposed amendment as it thinks advisable.

Every proposed amendment to the Constitution or By-laws shall be forwarded to the Secretary sixty days before the date of a General Meeting of the Academy and must be forwarded by the Secretary to all members thirty days before the date of a General Meeting of the Academy.

The Secretary shall ensure that every such motion is presented to the meeting for consideration by all members entitled to vote.

A two-thirds majority of Voting Members present is required to pass any amendments to the Constitution or By-laws.

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.

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.