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~~Revised May 12, 2018~~ **GENERAL OPERATING BY-LAWS**

By-laws relating generally to the conduct and affairs of the

CANADIAN COUNSELLING AND PSYCHOTHERAPY ASSOCIATION

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CONSTITUTION

1. Name of the Association

The name of the association is the Canadian Counselling and Psychotherapy Association (the “Association” and/or “CCPA”).

2. Vision and Mission Statement

The ~~Canadian Counselling and Psychotherapy Association (CCPA)~~ is a national and bilingual organization dedicated to the enhancement of the counselling/psychotherapy profession in Canada.

In fulfilling its mandate, the Association promotes research, education, policies, and appropriate standards of practice for the provision of accessible, competent and accountable counselling/psychotherapy services throughout the human lifespan in a manner sensitive to and inclusive of the pluralistic nature of society.

The Association endorses therapeutic approaches across the continuum of care that have sound theoretical underpinnings consistent with current established knowledge in the field, that withstand scholarly evidence-based review and demonstrate efficacy, safety, and benefit to the client.

The Association strives to understand the needs of the diverse community of counsellors and psychotherapists and their clients in Canada and is committed to providing a strong voice for the promotion and advancement of counselling and psychotherapy.

3. Objectives

3.1 To provide national leadership for counselling and psychotherapy in Canada;

3.2 To provide a forum for ongoing information exchange and for critical discussion of counselling and psychotherapy issues in Canada;

3.3 To serve as a vehicle for advocacy, networking and promoting the profession of counselling and psychotherapy in Canada;

3.4 To provide opportunities for counsellors and psychotherapists to develop and share best effective practices, research, position papers and professional development;

3.5 To serve as a direct link with other professional counselling and psychotherapy associations provincially, nationally and internationally, thereby providing for the presentation and the achievement of mutually sought aims and objectives.

4. Official languages

The official languages of the Association shall be English and French. Either language may be used as a working language within the General Assembly, the Board and the Executive Committee. Official documents prepared for meetings of the General Assembly and the Board and published reports of the Association shall be issued in both English and French.

5. Approval

The Canadian Counselling and Psychotherapy Association exists by virtue of the ~~Letters Patent~~ Certificate of Continuance issued by ~~the Ministry of Industry Corporations~~ Canada dated the ~~289th day of May, 1973 and Supplementary Letters Patent dated 17th day of September 1999.~~ July, 2014.

~~The initial By-Laws were approved by the Board of the Canadian Guidance and Counselling Association in May 1967. This revision~~ This current version of the Constitution and Bylaws was approved by ~~electronic vote in October 2013.~~ the General Assembly on the ___ day of _____, 2023.

6. Interpretation

6.1 In these By-Laws and all By-Laws of the Association, unless the context otherwise requires, words importing the masculine gender shall include the feminine gender and vice versa.

6.2 References to persons shall include companies, corporations, firms, institutions, societies, organizations, and any number or aggregate of persons.

6.3 The defined terms set forth below shall have the following meanings within the By-laws:

“Act” means the ~~Canada Not-For-Profit~~ 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;

“AGM” refers to the annual general meeting of the General Assembly of the Association;

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation or continuance;

“Association” refers to the Canadian Counselling and Psychotherapy Association;

“Board” shall mean the ~~Board~~ board of ~~Directors~~ directors of the Association;

“By-laws” shall mean these by-laws of the Association, as amended from time to time;

“Chapter” means a Special Interest Chapter and/or Regional Chapter of the Association;

“Commencement Date” shall mean the date in which the elected President ~~Elect~~ begins ~~his/her~~their term as President ~~Elect~~;

“Director” means a duly elected or appointed member of the Board;

“Executive Committee” has the meaning as defined in 4.2.1;

“General Assembly” has the meaning as defined in 2.1;

“Meeting of Members” includes ~~an annual meeting of Members or a special~~the AGM or any Special meeting of Members;

“Member” means, individually, a Professional Certified Member, a Professional Member or a Guest Member, and collectively referred to as the “Members”;

“National Office” means the Chief Executive Officer and employees of the national headquarters of the Association located in Ottawa, Ontario;

“Ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast by Voting Members on that resolution;

“Officer” refers to the Past President, President, President-Elect, Treasurer, Secretary and Chief Executive Officer of the Association, or any other officer duly appointed by the Board;

“Professional Certified Member~~”~~” means a Professional Member who holds the designation of Canadian Certified Counsellor (“CCC”);

“Professional Member~~”~~” means a Member who does not hold the designation of CCC, and includes ~~members who are students, retirees, or have received an~~Student Members, Retired Members and Honorary Life ~~Membership~~Members, and collectively is referred to as the Professional ~~Membership~~Members;

“Region” has the meaning as defined in 3.2.1.2;

“Regional Chapter” has the meaning as defined in 8.1.2;

“Registrar” means the certification registrar of the Association;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“Special meeting of Members” includes any meeting of any class or classes of Members ~~and a special meeting of all Members~~ entitled to vote at ~~an annual~~such meeting of Members, excluding the AGM;

“Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by Voting Members on that resolution; and

“Voting Member” means, individually, a Professional Certified Member or a Professional Member, and collectively referred to as the “Voting Members”.

BY-LAWS

1. Membership

Membership in the ~~Canadian Counselling and Psychotherapy~~ Association is based on an inclusive model that embraces professionals and organizations involved in counselling/psychotherapy or a related field whose philosophy, ethics and standards of care align with those of the Association. Unless otherwise stipulated, all Voting Members of the Association have the right to vote.

1.1. Classes of Membership

1.1.1 Professional Certified Member

Individuals who hold the designation of Canadian Certified Counsellor (“CCC”) and hold a graduate university degree, or equivalent experience and training that aligns with the professional standards and ethics of the Association as ~~assessed by the Registrar~~determined in the sole discretion of the Board.

Professional Certified Members shall have the right to receive notice of, attend and vote at all Meetings of Members.

1.1.2 Professional Member

Individuals who: (1) hold ~~a university degree, post-baccalaureate education, university or college diploma in counselling or a related field~~; (i) an undergraduate, graduate, or post-graduate degree in the field of counselling/psychotherapy from a University deemed acceptable by the Registrar; (ii) a two (2) year diploma in the field of counselling/psychotherapy from a College deemed acceptable by the Registrar; or (iii) any other educational certification, or equivalent skills, experience and/or training, in the field of counselling/psychotherapy that aligns with the professional standards and ethics of the Association as ~~assessed by~~in the sole discretion of the Registrar; or (2) are a Student Member, Retired Member or Honorary Life Member

Professional ~~members~~Members are eligible for reduced Membership fees. Professional ~~members~~Members who have been awarded Honorary Life Memberships have their membership dues waived in the sole discretion of the Board.

Professional Members shall have the right to receive notice of, attend and vote at all Meetings of Members.

1.1.2.1 Students

~~To be eligible for a reduced fee while a student Professional Member,~~ **Student Member**

A Student Member must be presently enrolled in: (i) an undergraduate, post-baccalaureate certificate or diploma program, master's degree or doctoral graduate, or post-graduate program in the field of counselling or a related field at an institution or its equivalent for non-Canadian universities/psychotherapy at a University deemed acceptable by the Registrar; (ii) a two (2) year diploma program in the field of counselling/psychotherapy at a College deemed acceptable by the Registrar; or (iii) any other educational program or equivalencies in the field of counselling/psychotherapy that meets the requirements of the Registrar. A Student Member is eligible for a reduced fee in the sole discretion of the Board.

1.1.2.2. Retirees

~~To be eligible for a reduced fee as a retired member, a Professional~~ **Retired Member**

A Retired Member must have been a Voting Member of the Association for a minimum of one (1) year. Certified Professional Members who declare themselves as retired may continue to claim CCC designation, but they may not engage in any counselling/psychotherapy practice. A Retired Member is eligible for a reduced fee in the sole discretion of the Board.

1.1.2.3 Honorary Life Membership Holders Member

Honorary Life Memberships may be awarded to members who have made a considerable contribution to the aims and objectives of the Association. Professional Members who have been awarded Honorary Life Membership are eligible for waived Membership fees in the sole discretion of the Board. The member must have been awarded the designation. ~~Honorary Life Memberships may be awarded to members who have made a considerable contribution to the aims and objectives of the Association.~~

The number of Honorary Life Members should be no more than one (1%) percent of the general membership as of September 1st of the year previous to the Annual General Meeting.

Candidates for Honorary Life Membership may be nominated by any member of the Association but must have the recommendation of the Executive Committee and the support of at least two-thirds (2/3) of the Board.

1.1.3 Leave Status for Certified and Professional Members

Under specific circumstances, as determined by the Board in its sole discretion, Certified Members and Professional Members may apply for a Leave Status within the Association. Leave Status is considered a time-limited condition within the broader membership. Only Certified Members or Professional Members may apply for Leave Status and they must be members in good standing at the time of application for Leave Status. During the term in which the Leave Status is in force, ~~members~~Members:

- ~~1.~~ a) Must not engage in counselling/psychotherapy practice;
- ~~2.~~ b) Pay a reduced membership fee, equivalent to the rate fee for ~~the "Retiree" category of membership~~a Retired Member and as per the Schedule of Fees in force at the time of application;
- ~~3.~~ c) Have supplementary fees, such as CCC fees, waived during the term of the Leave Status;
- ~~4.~~ d) Have other time-sensitive requirements (such as completion of Continuing Education Units for maintenance of CCC status) extended by the same amount of time as the ~~member~~Member holds a Leave Status; and
- ~~5.~~ e) Be eligible at any time during the leave period to apply for reinstatement to their previous membership category without having to resubmit any documentation.

Categories of and criteria for Leave Status for Certified Members and Professional Members include:

1.1.3.1 Parental Leave Status

A parental leave may be granted in the discretion of the Registrar for a period of not less than six (6) months and not more than two (2) years, providing that the applicant:States states the dates and duration (not to exceed two (2) years) of the proposed period of parental leave;~~the parental leave period normally would include the expected date of delivery or of receipt of the adopted child(ren).~~ and provides any other information that is reasonably requested by the Registrar.

1.1.3.2 Sick/Disability Leave Status

A sick/disability leave may be granted in the sole discretion of the Registrar ~~for a continuous period of not less than six (6) months and not more than two (2) years.~~based on the Members specific circumstances.

1.1.3.3 Sabbatical/Deferred Leave

A sabbatical/deferred leave may be granted in the discretion of the Registrar for a continuous period of not less than one (1) year and not more than two (2) years, providing that the applicant provides a letter outlining the nature and duration of the

sabbatical. The sabbatical/deferred study leave status is available for the purpose of counselling/[psychotherapy](#) and counselling/[psychotherapy](#)-related research only.

Members who receive a sabbatical leave ~~are ineligible from their educational institution~~ are eligible for ~~further additional periods of~~ sabbatical ~~leaves until six (6) years after the completion of their previous sabbatical leave.~~ leave in accordance with the policies of their educational institution.

1.1.3.4 Discretion of the Registrar

The Registrar may extend the period of leave for any of the above categories ~~given that appropriate and sufficient documentation is provided by the member.~~ at their discretion.

1.1.4 Guest Member

Individuals and/or groups who are not eligible for membership as a Voting Member and who are involved in counselling/[psychotherapy](#) or a related field whose philosophy, ethics and standards of care align with those of the Association. ~~Guest Members are eligible for guest membership.~~ Such individuals are assessed by the Registrar or Executive Committee on a case-by-case basis in accordance with policies established by the Board of Directors from time to time.

Guest Members shall not have the right to receive notice of, attend or vote at Meetings of the Members unless otherwise required by the Act.

1.1.4.1 Individual Guest Member

~~Individuals~~ Available to individuals who have paid the Association Membership fee and do not qualify for membership as a Voting Member and have an interest in the well-being, role and function of the Association.

1.1.4.2 ~~Association Guest Member~~

~~Any agency or~~ Reciprocal Member

Available to any provincial, national or international organization ~~not necessarily~~ actively involved in counselling or a related field, ~~but having an interest in the well-being, role and function of the Association. This includes all reciprocal, associate organizations in addition to agencies or organizations that have paid the Association Membership fee.~~ which agrees to the exchange of membership and professional information with CCPA without cost to either group. This exchange occurs between head offices and does not include the right to vote.

1.2 Annual Membership Fees

1.2.1 Fees are paid annually.

1.2.2 The amount of the Membership fees shall be determined from time to time by the Board.

1.2.3 Notice of renewal shall be sent to each ~~member~~Member by the ~~National-Office~~Association prior to the anniversary of the Members initial membership.

1.2.4 Only Members in good standing shall be entitled to exercise the rights attached to their Membership.

1.3 Termination of membership

1.3.1 ~~4.3.1~~A Membership in the Association is terminated when:

- a) ~~4.~~the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- b) ~~2.~~the Member fails to maintain any qualifications for membership described in the section on membership conditions of these ~~by~~By-laws;
- c) ~~3.~~the Member resigns by delivering a written resignation to the ~~National-Office~~Chief Executive Officer of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d) ~~4.~~the Member is expelled in accordance with section 1.4 below;
- e) ~~5.~~the Member's term of membership expires; or
- f) ~~6.~~the Association is liquidated or dissolved.

1.3.2 Subject to the ~~articles~~Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

1.4 Discipline of Members

1.4.1 The Board shall have authority to suspend or expel any ~~member~~Member from the Association for any one or more of the following grounds:

1. violating any provision of the ~~articles~~Articles, ~~by~~By-laws, or written policies of the Association;
2. violating the Association's Constitution or Code of Ethics;
3. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;

4. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the ~~purpose~~purposes of the Association.

1.4.2 In the event that the Board determines that a ~~member~~Member should be expelled or suspended from membership as a result of the occurrence of an event described in 1.4.1 (a), (c), or (d), the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, or such other officer as may be designated by the Board, the President, or other such Officer designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Association. If 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.

1.4.3 In the event that the Board determines that a ~~member~~Member should be expelled or suspended from membership as a result of the occurrence of an event described in 1.4.1 (b), the matter shall be dealt with in accordance with the policies, procedures, and guidelines established by the Board from time to time.

1.4.4 In the event that a Member who is expelled or suspended is a licensed practitioner in a province/territory in which titles or activities related to counselling/psychotherapy are regulated, the ~~Board will~~CEO shall cause an employee of the Association to inform the appropriate Regulatory College of its actions related to the expelled or suspended Member.

1.4.5 In the event that a Member who is expelled or suspended holds liability insurance through the Association, the ~~Board will~~CEO shall cause an employee of the Association to inform the insurance company of its actions related to the expelled or suspended Member.

1.5 Membership Transferability

1.5.1 Membership in the Association shall be non-transferable except as approved by the Board.

1.6 By-Law Amendments

1.6.1 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to any of section ~~4~~ of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

2. Member Meetings

2.1 General Assembly

2.1.1 The General Assembly shall include all Voting Members who shall be entitled to receive notice of, attend and vote at all Meetings of Members.

2.2 Meetings

2.2.1 ~~Meetings~~Annual meetings of the General Assembly (the “AGM”) shall be held at least in every fiscal year and (not later than fourteen (14) months after the holding of the preceding annual meeting).

2.2.2 Notice of the time and place of a Meeting of Members shall be given by the Association to each Member entitled to vote at the meeting by the following means:

~~4.~~ a) by mail, courier or personal delivery in the form of a letter or in the Association newsletter to each Member entitled to vote at the meeting, during a period of twenty one (21) to sixty (60) days before the day on which the meeting is to be held; or

~~2.~~ b) by telephonic, electronic ~~and/~~or other communication facility to each Member entitled to vote at the meeting, during a period of twenty one (21) to thirty five (35) days before the day on which the meeting is to be held.

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

2.2.4 Quorum at a Meeting of ~~members~~Members or the AGM shall be a minimum of fifty (50) Voting Members.

2.2.5 The accidental omission to give notice, or the non-receipt of a Notice of Meeting to any of the Members entitled to receive it, does not invalidate proceedings at that meeting.

2.2.6 The Board shall call a special Meeting of Members, on written requisition of Voting Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Voting Member who signed the requisition may call the meeting.

2.3 Voting Procedure

2.3.1 Each Voting Member shall have one (1) vote in all proceedings in which they are entitled to vote. Guest Members shall not have a right to vote for any purpose, except as provided for in the Act.

2.3.2 Members may not vote by proxy.

2.3.3 Unless these By-Laws otherwise provide, every question submitted to a vote shall be decided by a majority of the votes cast and in the case of a tie vote, the President shall have a preponderant or casting vote.

2.3.4 On every question submitted to a vote, a declaration by the President that a resolution has been carried or lost shall be conclusive evidence of the fact, unless a poll is requested by a Voting Member.

2.4 Electronic Voting Procedure

2.4.1 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. 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~~ these By-laws, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

2.4.2 Each Voting Member shall have one (1) electronic vote in all proceedings at which Voting Members shall be entitled to vote.

2.4.3 A Member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic or other communication facility if Association has a system that:

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

2.4.4 Members may not vote by proxy.

2.4.5 Questions submitted to an electronic vote shall be restricted to items that are determined by the Board to be of major importance that require the largest possible response rate from the membership. Electronic votes are conducted at the discretion of the Executive Committee with the approval of the Board.

2.4.6 Unless these By-Laws otherwise provide, every question submitted to a vote shall be decided by a majority of the votes cast and in the case of a tie vote, the President shall have a preponderant or casting vote.

2.4.7 On every question submitted to a vote, an electronic declaration by the President that a resolution has been carried or lost shall be conclusive evidence of the fact. This declaration shall be transmitted via e-mail to all Voting Members ~~through National Office~~by the Association, using secure procedures.

2.4.8 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~~By-laws of the Association—to change this method of voting by ~~members~~Voting Members not in attendance at a Meeting of Members.

3. National Board of Directors

3.1 Governance

3.1.1 The ~~Directors~~Board shall manage and supervise the management and activities of the Association. Without limiting the generality of the foregoing, the Board shall determine the long-term direction of the Association.

3.1.2 The Board shall consist of the number of Directors specified in the ~~articles~~Articles. If the ~~articles~~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. The minimum number of Directors may not be fewer than three (3), at least two of whom are not Officers or employees of the Association or its affiliates.

3.2 Description of the Board

3.2.1 The Board of the Association shall be made up of:

3.2.1.1 The President, President-Elect, and Past President (the “Elected Directors”), who shall be elected according to the following provisions:

- ~~1.~~ a) The Elected Directors are elected as both an Officer and Director of the Association.
- ~~2.~~ b) The President-Elect takes immediate office as an Officer of the Association at the first Board meeting next following ~~his or her~~their being elected (the “Commencement Date”) and serves as President-Elect for two years.
- ~~3.~~ c) Until the 1st anniversary from the Commencement Date, the President-Elect shall serve only as an Officer and shall serve as an advisor to the Board with the right to attend meetings of the Directors but without the right to vote.

~~4.~~ d) On the 1st anniversary from the Commencement Date, the President-Elect shall begin ~~his/her~~their term as a Director and shall serve a term of ~~four~~two years.

~~5.~~ e) On the 2nd anniversary from the Commencement Date, the President-Elect shall assume the office of President and shall serve as President for two years.

~~6.~~ f) On the 4th anniversary from the Commencement Date, the President shall assume the office of Past-President and shall serve as Past-President for two years.

~~7.~~ g) On the 5th anniversary from the Commencement Date, the Past-President ceases to be a Director but shall remain as an advisor to the Board, with the right to attend meetings of the Directors but without any right to vote.

3.2.1.2 Thirteen (13) elected Directors from the Regions, (the “Representative Directors”), one per Region, except in New Brunswick, Quebec and Ontario where there will be one (1) Francophone and one (1) Anglophone Director from each ~~province~~Province. Each Representative Director of a Region shall be elected solely by the Voting Members that have their primary residence or workplace within said Region. “Regions” means the geographical areas within Canada as determined from time to time by the Board (individually, a “Region”). The Director for British Columbia will also represent the Yukon; the Director for Alberta will also represent the ~~North-West~~Northwest Territories; and the Director for Manitoba will also represent Nunavut. The Director of a Region must have their primary residence or workplace in the Region that they represent.

3.2.1.3 The Directors may appoint one (1) or more additional ~~directors~~Directors who shall hold office for a term expiring not later than the close of the next AGM, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of ~~directors~~Directors elected at the previous AGM.

3.2.1.4 An individual may not hold office as both an ~~Elected~~ Officer and a Representative Director with the exception of the Treasurer, who must be elected from the current Board.

3.3 Requirements for Board Membership

3.3.1 Commitment to the work of the Association.

3.3.2 Is a Voting Member.

3.3.3 Knowledge and skill in one (1) or more areas of Board governance: policy, finance, programs, personnel and advocacy.

3.3.4 Individuals may not serve on the same Board with members of their family or others with whom they have a direct business or personal relationship that may constitute an ongoing conflict of interest.

3.4 Electoral process

3.4.1 Voting shall be done solely by electronic ballots except for the rare cases in which a ~~member~~Voting Member does not have access to email or to the internet, or when a member requests a paper ballot as an accommodation (i.e., ballot in Braille).

3.4.2 The Representative Directors shall be elected by ~~ballot or acclamation from~~ the Voting Members of each Region as per 3.2.1.2.

3.4.3 The election will take place before the AGM.

3.4.4 A Representative Director shall take office at the first Board ~~of Directors~~meeting ~~next~~ following ~~his or her~~their being elected ~~or acclaimed~~. The term of office for Representative Directors shall be for two (2) years from the date on which ~~he or she~~they take office, and shall be effective until the first regular meeting of the Board ~~of Directors~~ at which ~~his or her~~their successor takes office in accordance with this section 3.4.

3.4.5 A Representative Director may be re-elected to serve a second consecutive term. After two (2) consecutive terms as a Representative Director, ~~he or she~~Representative Director is not eligible to be a Representative Director for a period of two (2) years.

3.4.6 An individual having served as a Representative Director of one (1) Region may upon a change of employment or place of permanent residence stand for election or acclamation as the Representative Director for the latter province or territory upon ceasing service as a Representative Director for the Region provided the length of consecutive service does not exceed four (4) years.

3.4.7 In accordance with Section 132(6) of the Act, when an individual is appointed or elected by the Board to fill a vacancy on the Board, they will hold office for the unexpired term of their predecessor only.

3.4.8 The Board is deemed to continue to exist at all times despite any change in its Board membership and may take up and carry on to complete all reports, proceedings and other matters under consideration prior to an interim appointment or election.

3.4.9 Responsibilities and duties of Directors shall be as described in the most recent ~~Policies~~policies and ~~Procedures~~procedures for the Association.

3.5 Liaison with the Association Conferences

The ~~Association's~~ National Office will arrange an Annual National Conference by engaging in event planning, providing financial and communication ~~supports~~support and other components as stipulated in an agreement with regional organizers. The ~~Association's~~ National Office will act as the conference steering committee.

3.6 Meetings of the Board

3.6.1 The Board ~~of Directors~~ shall meet a minimum of once a year. ~~Meetings~~All Board meetings not being held *in camera* are open to ~~all~~-Voting Members ~~- in good standing.~~

3.6.2 The ~~National Office~~Association shall send notice of the Board meeting to all Directors at least fifteen (15) days in advance of the date of the meeting. The notice must be in writing and state the day, hour, and place of the meeting and the general nature of the business being transacted and shall be sent either personally or by sending such notice to each Director by mail in the form of a letter, in the Association newsletter, or by email to the last address that appears on the member list of the Association, or if no address be given therein, to the last address of such member known to the Secretary.

3.6.3 Quorum at a meeting of the Board shall be fifty ~~per cent~~(50%) percent plus one (1) of the Directors then in office at the time of the meeting, excluding vacancies.

3.6.4 Each Director, whether appointed or elected, is entitled to vote unless otherwise stipulated in 3.2.1.1.

3.6.5 Unless otherwise provided, the Board shall make its own rules as to meetings and procedures for those meetings of the Board.

3.6.6 Meetings of the Board may be conducted in person and/or by conference call. Directors and Officers who participate in conference calls are considered present for the meeting and counted in determining a quorum.

3.7 Removal of Board members

3.7.1 An Elected Director may be removed from office by ~~a resolution passed by a special meeting of the General Assembly~~Special Resolution at a Meeting of Members. A Representative Director may be removed from office by ~~a resolution~~Ordinary Resolution passed by the Voting Members of the Region that ~~he or she~~the Representative Director represents.

3.8 Remuneration of Board Members

3.8.1 The Directors shall serve without remuneration.

3.8.2 Directors or Officers shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties at a rate to be determined from time to time by the Board.

3.8.3 Directors or Officers shall be entitled to remuneration for special services rendered on behalf of the Association provided any such services have been approved by the Board and have been acquired in a manner intended to avoid any conflict of interest by the Director or Officer.

4. Committees of the Board of Directors

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

4.2 Executive Committee of the Board

4.2.1 There shall be an Executive Committee composed of the President-Elect, President, Past President, and Treasurer together with those individuals appointed pursuant to subarticles 4.2.4 or ~~4.2.5~~4.2.5, if any.

4.2.2 The Chief Executive Officer shall have the right to attend meetings of the Executive Committee not held in camera but shall have no vote.

4.2.3 The Secretary shall have the right to attend meetings of the Executive Committee not held in camera but shall have no vote.

4.2.4 When the Executive Committee members speak only one and the same official language, a Director who is fluent in the other language will be appointed as a consultant to the Executive Committee.

4.2.5 The Board may, on the recommendation of the President, appoint to the Executive Committee such of its Directors as may be required to make the latter an efficient operating body. Upon appointment, these Directors become voting ~~Members~~members of the Executive Committee.

4.2.6 Quorum at an Executive Committee meeting shall be a majority of the members of the Executive Committee who are entitled to vote.

4.2.7 Responsibilities and duties for the Executive Committee of the Board shall be as described in the most recent ~~Policies~~policies and ~~Procedures~~procedures for the Association, however such responsibilities and duties shall not include the authority to:

- ~~1.~~ a) submit to the members any question or matter requiring the approval of ~~members~~the Voting Members;
- ~~2.~~ b) fill a vacancy among the ~~directors~~Directors or in the office of public accountant or appoint additional directors;

- ~~3.~~ c) issue debt obligations except as authorized by the ~~directors~~Directors;
- ~~4.~~ d) approve any financial statements referred to in section 172 of the Act;
- ~~5.~~ e) adopt, amend or repeal ~~by the~~ By-laws; or
- ~~6.~~ f) establish contributions to be made, or dues to be paid, by ~~member~~the Members.

4.3 Election and appointments

4.3.1 The President-Elect of the Association shall serve a term of office of two (2) years as per ~~by-law~~section 3.2.1.1 of these By-laws commencing from the opening of the Board ~~Meeting~~meeting preceding the AGM and ending at the commencement of the Board ~~Meeting~~meeting preceding the AGM two (2) years hence.

4.3.2 At the first Board meeting following the AGM in the second year of ~~his/her~~their two (2) year term, the President-Elect shall take over as President. Should the President-Elect have taken over to complete the term of ~~his or her~~their predecessor, this will not disqualify ~~him or her~~them from serving ~~his or her normal~~their full term as President.

4.3.3 The President-Elect shall be elected by electronic and mail ballot ~~among~~by the Voting Members of the Association. The election will take place before the ~~Annual General Meeting~~AGM in the year prior to the end of the previous President-Elect's term. The election process for the President-Elect and/or President, if required, will be carried out in accordance with policies and procedures established from time to time by an election committee established by the Board. If there is only one (1) nominee for President-Elect, the nomination must be approved by the Executive Committee prior to the ~~appointment~~election by acclamation.

4.3.4 The Treasurer shall be ~~chosen from and appointed~~elected by the Board ~~upon the recommendation of the President and President-Elect~~from amongst the current Directors.

4.3.5 Appointed by the Board, the Secretary is a non-voting position filled by the ~~Chief Executive Officer or a designated member of the CCPA~~ National Office ~~personnel that~~and is recommended by the Chief Executive Officer of the Association. The Secretary shall be responsible for the custody of and maintenance of the records of the Association.

The appointments of the Treasurer and Secretary shall take place at the first meeting of the Board preceding the Annual General Meeting in which the President-Elect begins ~~his/her~~their term of office or as early as possible thereafter.

4.3.6 In the event that the President-Elect is incapable of assuming the office of President at the beginning of ~~his/her~~their term, an election shall be held for both the position of President and President-Elect.

4.3.7 In the event that the President is incapable of completing ~~his/her~~their term in office as President, the President-Elect shall assume the position of "Acting President" and ~~By-law~~section 4.2.5 of these By-laws may be used to address operating efficiencies.

4.3.8 In the event that the President-Elect is incapable of completing ~~his/her~~their term in office as President-Elect, a recruitment call for the vacant position shall be held in accordance with ~~Bylaw 3.4.~~section 3.4 of these By-laws.

4.4 Meetings of the Executive Committee

4.4.1 The Executive Committee meets at the call of the President or as otherwise scheduled by the Executive Committee. This meeting does not require formal notice to the membership or Board.

4.4.2 A meeting of the Executive Committee may be conducted by ~~conference call.~~telephonic,
~~Officers who participate in this call are considered present for the meeting.~~electronic or other communication facility.

4.4.3 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

4.4.4 Unless otherwise expressly provided herein or any applicable legislation, the Executive Committee shall make its own rules as to frequency and place of meetings as well as procedures for meetings.

4.5 Protection and Indemnity of Directors and ~~Executive~~ Officers

4.5.1 Every Director and Officer of the ~~corporation~~Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and save harmless out of the funds of the ~~corporation~~Association, from and against:

1. all costs, charges and expenses which such Director, sustains or incurs in or about any action, suite or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of ~~his~~their office or in respect of any such liability;
2. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by ~~his~~their own willful neglect or default.

4.5.2 No Director or ~~Executive~~ Officer is liable for the acts of any other Director, ~~Executive~~ Officer, or employee of the Association.

4.5.3 No Director or ~~Executive~~ Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association.

4.5.4 No Director or ~~Executive~~ Officer is liable for any loss due to an oversight or error in judgment, or by an act in ~~his/her~~ their role in the Association unless the act is fraud, dishonesty, or bad faith.

4.5.5 Directors or ~~Executive~~ Officers can rely on the accuracy of any statement or report prepared by the Association's auditor and a Director or Officer is not held liable for any loss or damage directly or indirectly resulting from such reliance.

4.6 Removal of an Executive Committee Member

4.6.1 Any member of the Executive Committee may be removed from office by ~~a 2/3 majority~~ Special Resolution of the Board ~~of Directors~~ at a meeting called for the purpose of considering the same.

4.6.2 If removed from the Executive Committee, the Treasurer may continue to serve the Region that ~~he/she represents~~ they represent where the Treasurer is a Representative Director.

5. Chief Executive Officer

5.1 The Executive Committee shall hire a chief executive officer for the management and administration of the Association.

5.2 The duties and responsibilities of the Chief Executive Officer shall be established from time to time by the Executive Committee in consultation with the Board.

5.3 The specific duties and responsibilities of the Chief Executive Officer shall be stipulated in the policies and procedures of the Association as determined by the Board in their discretion.

~~For responsibilities of Chief Executive Officer please see Schedule 1~~

6. Senate

6.1 Description

The Senate shall be a body made up of the four (4) former immediately preceding Past Presidents ~~and/or Directors~~. In the event ~~that insufficient numbers of former~~ any of the four (4) immediately preceding Past Presidents are ~~able~~ unable to act as Senators, a former Director who was on the Board at any time during the unavailable former Past

President's term, shall be appointed by the Executive ~~and must have the support of at least 2/3~~Committee and approved by two-thirds of the Board.

6.1.1 The ~~immediate most recent~~ Past President ~~of the Association or his/her designate~~ shall function as the Chairperson of the Senate for a period of two (2) years.

6.1.2 Quorum at the Senate meetings shall be the Chairperson of the Senate and at least two (2) other members.

6.1.3 Past Presidents, upon leaving office honourably, will be conferred the designation 'President Emeritus' or 'President Emerita', as applicable.

6.2 The Role of Senators

6.2.1 The Senate shall advise the Executive Committee, President and/or the Board in a consultative fashion on the direction of the Association and other matters relating to the Association upon the specific request of the Executive Committee, or the Board.

6.2.2 To perform other duties in the Association as may be assigned by the Board or Executive Committee.

6.3 Limitations of the Senate

As a consultative and advisory body, the Senate has the following restrictions.

6.3.1 The Senate may not initiate nor lobby for change within the existing structure of the Association.

6.3.2 The Senate shall report to the Board.

7. Committees

7.1 The Board may set up such standing committees and ad hoc committees as may deem necessary in order to fulfill the responsibilities of the Association.

7.2 The Executive Committee may, from time to time, recommend to the Board the creation of such standing and/or ad hoc committees which it deems necessary to fulfilling the responsibilities of the Association.

7.3 Powers and duties of all committees shall be such as shall be conferred upon them from time to time by the Board by ~~a resolution~~Ordinary Resolution.

7.4 The Chairperson of each committee shall be appointed by the Board.

7.5 Any members of the committees may be suspended from office by the Executive Committee until such time as the Board passes a resolution on the matter.

8. Chapters of the Association

8.1 Chapter Formation

8.1.1 Any group of fifty (50) Voting Members in good standing may apply for Special Interest Chapter status within the Association.

8.1.2 Any group of twenty five (25) Voting Members in good standing may apply for Regional Chapter status within the Association.

8.1.3 A Chapter will submit its name for approval by the ~~Association~~ Board and in all instances identify itself as a Chapter of the Association. A Chapter shall not be an incorporated entity. The granting of chapter status shall be in the absolute discretion of the Board.

8.1.4 The purpose of a Chapter shall be in accordance with the By-laws of the Association.

8.1.5 All members of the Chapter shall be members in good standing of ~~GGPA~~the Association.

8.1.6 The Board shall have the power to approve the formation of a Chapter by ~~majority vote. They~~Ordinary Resolution. The Board shall also have the power to revoke the charter of the Chapter by Special Resolution when it is decided in the best interests of the Association to do so. ~~In such an event a 2/3 majority vote of the Board is required.~~

8.2 Chapter Governance

8.2.1 The ~~By~~by-laws of the Chapter and all amendments to it must be approved by the Board of the Association.

8.2.2 A Chapter shall be free to conduct its own affairs ~~of the chapter~~ but must do so only in compliance with the By-laws of the Association and the Chapter Formation Guidelines of ~~GGPA~~the Association.

8.2.3 Each Chapter shall submit to the Association the names of its officers upon their election, appointment or other change.

8.2.4 Each Chapter shall submit to the Association an annual report as well as an annual plan of action prepared in accordance with requirements established from time to time by the Board.

8.2.5 The Association may levy an additional fee for membership in a Chapter provided that the levy has first been approved by the Chapter and the Association has been authorized by the Chapter to collect the said additional levy.

8.2.6 The Association will remit any additional levy received by it to the Chapter.

8.2.7 Chapters may involve themselves in additional fundraising as long as these fundraising activities are not in conflict with or jeopardize the financial position of the Association.

8.2.8 Upon request, the Board may approve special grants of money to a Chapter to assist in the organization and development of the Chapters.

9. Partnership with Organizations

9.1 The Association may enter into joint ventures, teaming arrangements or partnerships with provincial, national or international bodies having similar ethics, standards and objectives as the Association. Such a decision shall require the recommendation of the Executive Committee and must have the support of at least 2/3 of the Board ~~of Directors~~.

9.2 Each group officially associated with CCPA shall be charged an annual fee which will be negotiated between the ~~two associations~~ group and CCPA through a formal written agreement, known as a “partnership agreement”.

9.3 All partnership agreements must be reviewed at least every five (5) years and shall be for a term not exceeding five (5) years.

10. Financial Management

10.1 Corporate Seal

The seal of the Association, if required, shall be in such form as may be prescribed by the Board and shall be kept in the custody of the National Office ~~by the Chief Executive Officer~~.

10.2 Auditor

The ~~voting members~~ Voting Members shall, at each ~~annual meeting~~ AGM, appoint an auditor to audit the accounts and annual financial statements of the ~~association~~ Association for report to the ~~members~~ Voting Members at the next ~~annual meeting~~ AGM. The auditor shall hold office until the next ~~annual meeting~~ AGM provided that the ~~directors~~ Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the ~~board of directors~~ Board.

10.3 Fiscal Year

The fiscal year end of the Association shall be January ~~31~~ 31 of each and every year.

10.4 Banking Arrangements and Execution of Instruments

Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two (2) of the President, Treasurer, Chief Executive

Officer and ~~his/her~~their designate(s) as approved by the Executive Committee. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have the power from time to time by Resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing.

The Board may by ~~resolution~~Ordinary Resolution from time to time:

10.4.1 Determine the bank or banks in which the account or accounts of the Association shall be kept;

10.4.2 May make and enter into all necessary arrangements for banking and custody or safekeeping of the securities and property of the Association in a safety deposit box or boxes or otherwise, and

10.4.3 Designate and authorize any officers or employees of the Association to carry out such arrangements.

10.5 Borrowing Powers of the Board

The Board may:

10.5.1 Borrow money or raise funds to meet its objectives and operations. The Board decides the amount and ways to raise money, including giving or granting security;

10.5.2 Issue debentures or other securities of the Association;

10.5.3 Pledge or sell such debentures or other securities for such sums and at such process as may be deemed expedient;

10.5.4 Mortgage, hypothecate, charge or pledge all or any of the real and personal property, present and future undertaking and rights of the Association to secure any money borrowed or any other liability of the Association, and

10.5.5 The Board may from time to time by ~~resolution~~Ordinary Resolution delegate to any of its officers all or any of the powers conferred on the Board by the foregoing provisions of this clause to the full legal extent thereof or to such lesser extent as the Board may in any such resolutions provide. Nothing in this clause contained shall limit or restrict the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Association.

11. Amendment of By-laws

11.1 Amendments to ~~this constitution or its related~~the Constitution of the Association or these By-laws may be made at any ~~Annual General~~ Meeting of ~~CGPA~~Members or through secure electronic voting procedures, provided the following conditions are met:

~~41.1a)~~ The Executive Committee and the Board ~~of Directors~~ must approve the proposed amendment additions or deletions by ~~a majority vote~~ Ordinary Resolution;

~~41.2b)~~ Electronic votes are conducted at the discretion of the Executive Committee with the approval of the Board ~~of Directors~~. This decision is based on which, if any, By-law amendments are of major importance that require the largest possible response rate from the membership and will therefore be conducted through electronic voting procedures (see electronic voting procedure 2.4 for details) in the sole discretion of the Board. Amendments that do not require the largest possible response rate from the membership shall be reserved for the ~~Annual General Meeting~~ AGM;

~~41.311.2~~ Copies of the proposed changes shall be distributed to ~~CCPA members~~ all applicable Members at least thirty (30) days prior to the established voting date or the ~~Annual General Meeting of Members~~;

~~41.411.3~~ The proposed changes must be approved by ~~a 2/3 majority of the Voting Members in support of the proposed change~~ Special Resolution.

~~41.5 Such appeal or amendment must be approved by the Minister of Industry Canada.~~

12. Dissolution of the Association

12.1 The Association may be dissolved by a resolution passed by ~~a vote of 2/3 of all of its~~ Special Resolution by the Members at a ~~meeting~~ Meeting of the Members (electronic or otherwise) ~~of the General Assembly~~.

12.2 ~~#The Association~~ will distribute its assets to other organizations with objectives similar to those of the Association ~~in accordance with the Articles~~. Voting Members select ~~this~~ the organization(s) by ~~special resolution~~ Ordinary Resolution.

~~Schedule 4~~

~~A. General~~

~~The Chief Executive Officer, as chief executive Officer of the Association is responsible to the Board of Directors of the Association for the administration and enforcement of the Canada Not-for-Profit Corporations Act and regulation, execution of the Board's policy and administrative directives, and for planning, organizing, coordinating and managing the operation of the Association programs and services consistent with the pertinent legislation and within the general parameters of the approved annual operating plan and budget.~~

~~B. Executive Support to Board~~

- ~~1. Conduct the work of the Association within the broad parameters and policies established by the Board of Directors.~~
- ~~2. Provide staff and administrative support to the Board and its various committees.~~
- ~~3. Participate, ex officio, as a non-voting Member of the Board and its various committees.~~
- ~~4. Provide advice and assistance to the Board and its committees and appropriately seek advice and assistance from Members of the Board in facilitating achievement of Association's objectives.~~
- ~~5. Report regularly to the Board on activities of the Association and any internal or external event that may have a major or unusual effect on the Association.~~
- ~~6. Provide the staff support and information necessary for the Board to effectively and efficiently conduct its business, develop long-term and annual corporate objectives and monitor progress in achieving goals.~~
- ~~7. Develop and present for Board approval the annual operating plan and budget, appropriate policy statements, analysis of legislative or related policy issues and other matters that directly affect the operation of the Association and its capacity to carry out its programs.~~

~~C. Planning, Organization and Policy Development~~

- ~~1. Develop, obtain Board approval, and maintain a broad corporate planning framework as a foundation for annual planning, budgeting and program activities.~~
- ~~2. Develop an annual operating plan for consideration/approval of the Board.~~
- ~~3. Ensure the development and maintenance of information systems that will permit a continuing assessment of the implementation and impact of the Association's plans.~~
- ~~4. Ensure the development and maintenance (within the limits of available resources) mechanisms for monitoring and evaluating the impact and effectiveness of the Association's plans and programs and the quality of its programs and/or services.~~
- ~~5. Plan and prepare, for the consideration of the Board, programs to support the Association's objectives.~~

~~D. Program Management~~

- ~~1. Manage the design and implementation of the Association's programs and services efficiently and effectively within the approved operating plan and budget, subject to variance in demand and exceptional circumstances.~~
- ~~2. Ensure, within the limits of available resources, an optimal range, level of standards and quality in the Association's programs and services.~~
- ~~3. Provide leadership and direction to the Association's programs and staff.~~
- ~~4. Delegate appropriate functions to other staff members as may from time to time be considered appropriate.~~
- ~~5. Provide periodic reports as required to funders.~~

~~E. Human Resources Management~~

- ~~1. Recruit, retain, motivate, evaluate performance, counsel, discipline and dismiss personnel directly responsible to the Chief Executive Officer and, upon the recommendation of subordinate staff, dismiss other personnel and volunteers in the employ of the Association.~~
- ~~2. Manage the negotiation of employee contracts, administer the Association's personnel practices, and provide advice to the Board in regard to employee relations and contract negotiations.~~
- ~~3. Ensure that the Association's programs are staffed with competent personnel and volunteers within the approved budget.~~
- ~~4. Ensure the establishment and maintenance of sound personnel and compensation practices and philosophy, proper job descriptions, and a regular system of performance appraisals.~~
- ~~5. Ensure the development and maintenance of adequate personnel information and control systems.~~
- ~~6. Ensure the development and maintenance of programs for orientation of new staff and volunteers and an on-going program of staff development.~~
- ~~7. Establish and maintain a working climate conducive to the development of staff members and volunteers and the attainment of the objectives of the Association.~~

~~F. Financial Administration and Budgeting~~

- ~~1. Prepare the annual budget for consideration by the Association's Board.~~

- ~~2. Manage the operation of the Association's programs within the approved budget, subject to variance in demand and exceptional circumstances.~~
- ~~3. Provide periodic expenditure forecasts and financial reports to the Board.~~
- ~~4. Ensure the development of systems for monitoring and controlling expenditures within approved budget levels.~~
- ~~5. Secure, with the assistance of the Board, the resources necessary to implement and maintain the Association's programs.~~
- ~~6. Provide periodic reports as required to funding authorities.~~
- ~~7. Ensure the development and maintenance of "risk management" policies and procedures that will minimize financial, public relations and other liabilities for the Association, its Board, staff, volunteers, agents and clients.~~

~~G. Corporate and Community Relationships~~

- ~~1. Build and maintain confidence in the character and integrity of the Association, with its clients, staff Members, volunteers, collateral agencies, the public and respective levels of government.~~
- ~~2. Deal with client complaints in a manner that generally maintains positive agency/client relationships within the context of a professional service.~~
- ~~3. Alert the Board to incidents, occurrences, or activities that may place clients, staff, volunteers or the Association at unusual risk, censure, criticism or public disapprobation.~~
- ~~4. Subject to the Association's policies on communications, routinely act as the Association's primary spokesperson with the media and the public.~~

~~H. Authority of Position~~

~~Subject to the approved operating plan, budget and policy directives of the Association, the Chief Executive Officer has the necessary authority to carry out the responsibilities outlined for the position and to respond to legitimate emergencies as required. Authority is specifically withheld in regard to the following:~~

~~Authorization of expenditures beyond the approved budget with the exception of variance for excessive demand and other exceptional circumstances such as emergency or crisis situations which require an immediate statutorily mandated response.~~

~~I. Delegation of Responsibilities~~

~~The Chief Executive Officer will discharge assigned responsibilities through such senior staff, department Directors, supervisors, employees, volunteers and other positions as he/she may from time to time determine. The incumbent may delegate and assign part of the executive, managerial, functional and operating responsibilities and corresponding authority, but remains responsible for overall results.~~

~~J. Measure of Accountability~~

~~The performance of the Chief Executive Officer will be measured on an annual basis in relationship to performance of job functions and achievement of objectives. The quality of implementation of the Association's operating plan and budget, the handling of exceptional events, and the quality of services as reflected in the findings of accreditation and/or operational reviews will also be taken into consideration in assessing the performance of the Chief Executive Officer.~~

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