



**CANADIAN ASSESSMENT, VOCATIONAL EVALUATION  
AND WORK ADJUSTMENT SOCIETY**

**NATIONAL BY-LAWS**

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## **ARTICLE I – DEFINITIONS AND INTERPRETATION**

### **Section 1 – Definitions**

- a) “Act” – Part II of the Canada Corporations Act.
- b) “Board/Board of Directors” – the Board of Directors of the Canadian Assessment, Vocational Evaluation and Work Adjustment Society.
- c) “By-law” – this by-law or this by-law in its amended form which may occur from time to time.
- d) “CARP” – the Canadian Association of Rehabilitation Professionals.
- e) “CAVEWAS” – the Canadian Assessment, Vocational Evaluation and Work Adjustment Society (formerly known as Canadian Association for Vocational Evaluation and Work Adjustment - CAVEWA), a national Society of the Canadian Association of Rehabilitation Professionals.
- f) “CCWAVES” – the Commission on Certification of Work Adjustment and Vocational Evaluation Specialists; Rolling Meadows, Illinois, USA.
- g) “CCWAVES Commissioner” – a Certified Vocational Evaluator (CVE) who is a Member of the Society Board of Directors and is appointed by the Board as the representative to the Commission on Certification of Work Adjustment and Vocational Evaluation Specialists.
- h) “Code of Ethics” – the CARP National Code of Ethics as adopted by the Society from time to time.
- i) “Ex-officio” - a position with no voting rights.
- j) “Member” – any person who becomes a Member of the Society in any category designated by the Board and a person who is afforded the rights and responsibilities of a category of Membership.
- k) “Society” – the Canadian Assessment, Vocational Evaluation and Work Adjustment Society.

### **Section 2 – Interpretation**

In these By-laws and in all other By-laws of the Society hereafter passed unless the context otherwise requires, the singular shall include the plural and the plural the singular.

## **ARTICLE II – MEMBERSHIP**

### **Section 1 – Conditions of Membership**

Membership in the Society shall be open to those interested in furthering the Society's objectives and who have agreed to respect and comply with the adopted Code of Ethics. There shall be no limit on the number of Members as long as a minimum of 3 (three) Members is maintained at all times.

CAVEWAS is a national society of the Canadian Association of Rehabilitation Professionals and society membership is conferred through CARP National. CAVEWAS adheres to, and supports, the CARP National Mission Statement and Goals.

### **Section 2 – Application for Membership**

The Board of Directors of the Society may establish rules and procedures for application for Membership in the Society by persons interested in furthering the objects of the Society.

### **Section 3 – Membership Categories**

Membership in the Society shall consist of such categories and types of Members as shall be authorized through approval of policy by the Board of Directors. At this time, categories of Membership shall include Professional, Associate and Corporate Members.

### **Section 4 – Rights of Membership**

- a) Professional Member – a Member who has paid the prescribed fee and is actively engaged in the practice of some aspect of assessment, vocational evaluation or work adjustment. A Professional Member shall have the right to serve on the Board of Directors and vote at the annual or special meetings of the Society.
- b) Associate Member – a Member who has paid the prescribed fee and is interested in and supportive of the objectives of the Society. An Associate Member shall have the right to serve on the Board of Directors and vote at the annual or special meetings of the Society.
- c) Corporate Member – an organization which has paid the prescribed fee and is interested in, and supportive of, the objectives of the Society. Corporate Members may appoint one designate who shall have the right to cast one vote at the annual or special meeting of the Society. Corporate Members shall not have the right to appoint a person to serve on the Board of Directors.

### **Section 5 – Ethical Conduct**

All Members of the Society shall comply with the CARP National Code of Ethics, which shall set out the conduct expected of the Members.

### **Section 6 – Transfer of Membership**

Memberships are not transferable

## **Section 7 – Resignation**

A Member wishing to withdraw from Membership in the Society may do so upon written notice to the Society. Membership fees will not be refunded in whole or in part, nor carried forward.

## **Section 8 – Withdrawal Privileges**

The Society may grant a withdrawal to any Member who has made a written request for a defined period during which the Member shall be relieved of payment of fees but shall not be entitled to vote or hold office in the Society.

## **Section 9 – Termination**

- a) Failure of any Member to be current with Membership fees shall be cause for termination of Membership in the Society.
- b) A Member so terminated shall have the right to appeal to the Society Board of Directors, the decision of which shall be final and binding.

## **ARTICLE III – MEMBERSHIP FEE**

The annual fees payable by Members of the Society shall be those fixed from time to time by resolution of the Society Board of Directors payable in accordance with policies approved by the Board of Directors.

## **ARTICLE IV – NATIONAL OFFICE**

### **Section 1 – Head Office**

The National Office of the Society shall mean the head office of the Canadian Association of Rehabilitation Professionals, which shall be situated in the Greater Toronto, Ontario area, in a location determined by the CARP Board of Directors from time to time.

### **Section 2 – Additional Offices**

The Society may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

## **ARTICLE V – SEAL AND CERTIFICATION OF DOCUMENTS**

### **Section 1 – Seal**

The Seal of the Society is in the form as prescribed by the original Directors of the Society and has the words CANADIAN ASSOCIATION FOR VOCATIONAL EVALUATION AND WORK ADJUSTMENT / SOCIETE CANADIENNE DES EVALUATEURS DE CAPACITIES DE TRAVAIL inscribed therein.

## **Section 2 – Certification of Documents**

- a) Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two (2) of the President, Past President, President-Elect, Secretary or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- b) Historical and other important documents so designated by the Board of Directors shall be stored at Head Office.

## **ARTICLE VI – BOARD OF DIRECTORS**

### **Section 1 – Duties and Responsibilities**

The affairs of the Society shall be governed by a Board of Directors who shall establish policies and procedures for Board leadership/governance and Society operations.

### **Section 2 – Composition**

The Society shall be managed and governed by a Board of not less than three (3) and not more than eleven (11) Directors, with the following composition:

- a) President, who shall be elected for a term of two (2) years.
- b) President-Elect, who shall be elected for a term of one (1) year being the year prior to the start of the term as President.
- c) Past-President, who shall serve for a period of one (1) year after the election of the President succeeding such Past-President.
- d) Secretary, who shall be appointed by the Board of Directors for a term of two (2) years. The offices of Secretary and Treasurer may be held by the same person, as directed by the Board from time to time.
- e) Treasurer, who shall be appointed by the Board of Directors for a term of two (2) years. The offices of Treasurer and Secretary may be held by the same person, as directed by the Board from time to time.
- f) Commission on Certification of Work Adjustment and Vocational Evaluation Specialists (CCWAVES) Commissioner, who shall be appointed by the Society Board of Directors for a period of five (5) years as required by CCWAVES.
- g) Up to a maximum of eight (8) directors at large.
- h) Executive Director of CARP, who shall serve as an ex-officio Member.

### **Section 3 – Terms of Office**

- a) The Board of Directors will take office immediately upon conclusion of the Annual General Meeting at which they were elected.
- b) The Board of Directors are elected to a two (2) year term.
- c) Directors may serve as many terms on the Board for which they are duly elected by the Membership at an Annual General Meeting.
- d) If an election of Directors is not held at the proper time, the Directors shall continue in office until their successors are elected.

### **Section 4 – Vacancies**

In the event that a Director is not able to serve, the Board of Directors may appoint a Member as Director and this Member so appointed will hold office until the election at the next Annual General Meeting. At that time, an election will take place to select a Director.

### **Section 5 – Meetings**

- a) The Board of Directors shall meet as soon as practical following the Society's Annual General Meeting to appoint the officers of the Society. It shall meet at least a minimum of four times each year, including a meeting(s) to be held in conjunction with the Annual General Meeting.
- b) Any or all Members of the Board of Directors or committees of the Board may participate by conference telephone or other means of communication that permit all persons participating in the meeting to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.
- c) The President of the Board may invite an observer as appropriate to report on any matter of interest to the Board.
- d) Business may be conducted via telephone, electronic media or by mailed ballots, using the same rules as a face-to-face meeting, provided that written confirmations are received from a majority of the Directors on any actions taken.

### **Section 6 – Special Meetings**

The President shall call a special meeting of the Board of Directors at any time and place specified in a written demand by a majority of the Members of the Board of Directors. A maximum of 5 (five) work days notice must be given and the business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.

## **Section 7 – Quorum**

At any meeting of the Board of Directors, a quorum shall consist of a majority (50% plus one) of those entitled to be present and vote, unless otherwise specifically provided. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum. If the number of Directors at a Board meeting falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

## **Section 8 – Voting Rights and Procedures**

Only Directors in attendance at any meeting of the Board of Directors may vote. In the case of equality of votes, the President shall cast the deciding vote. Proxies are not accepted at meetings of the Board of Directors.

## **Section 9 – Remuneration**

No Director or officer shall receive any remuneration for duties performed on behalf of the Society. Directors or officers may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefore.

## **Section 10 – Indemnification**

All Directors and Officers of the Society and their heirs, executors and administrators, and their estates and effects, shall at all times be indemnified and saved harmless out of the funds of the Society from and against:

- a) All costs, charges and expenses whatsoever which Directors or Officers sustain in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties on behalf of the Society.
- b) All other costs, charges and expenses that may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

## **Section 11 – Removal**

A Director may be removed by resolution of the Board of Directors before the expiration of their term if they have been absent from three consecutive meetings of the Board of Directors without reason deemed by the Board to be adequate. The Board of Directors shall pass a motion either to excuse the Director's absence or to remove the Director in which case the vacancy will be filled as outlined in Article VI - Board of Directors, Section 4 - Vacancies.

## **Section 12 – Agents and Employees**

- a) The Board may appoint such other agents and engage such other employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

- b) The remuneration of agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of Members when it shall be confirmed by resolution of the Members, and in the absence of such confirmation by the Members, then the remuneration of such agents or employees shall cease to be payable from the date of such meeting of Members.

## **ARTICLE VII – NOMINATIONS AND ELECTIONS**

### **Section 1 – Appointment and Composition of Nominations Committee**

The Board of Directors shall annually appoint a Nominations Committee which shall be chaired by a Director appointed by the President and include at least two (2) other voting Directors. This Chair position may default to the Past-President as the last formal role.

### **Section 2 – Duties of Nominations Committee**

The duties of the Nominations Committee shall be set forth in terms of reference, which shall be established from time to time by the Board of Directors, such duties shall include the nomination of a full slate of candidates for election to the Board of Directors in accordance with Article VI - Board of Directors, Section 2 - Composition.

### **Section 3 – Election of Directors**

- a) The election of Directors shall occur at the Society's Annual General Meeting and shall follow procedures in compliance with Robert's Rules of Order and as outlined in policy set forth and established from time to time by the Board of Directors.
- b) Each Society Member who is eligible to vote shall have one (1) vote for each of the available Board of Director positions. Directors will be declared elected on the basis of a plurality of votes cast by voting Members and appointed proxies.
- c) Any vote to elect a Director of the Society shall be held by secret ballot with the results of such vote recorded and announced by the Chair of the Nominations Committee.

## **ARTICLE VIII – OFFICERS**

### **Section 1 – Number of Officers**

- a) The Officers of the Corporation shall be a President, President-Elect or Past-President, Secretary and/or Treasurer, and any such other Officers as the Board of Directors may appoint in its sole discretion. These officers shall constitute the Executive Committee of the Board.

- b) The President-Elect shall be elected at the Annual General Meeting of the Members. Following one year, the President-Elect shall convert to the Presidency for a two-year term, after one year of which the subsequent President-Elect shall be elected. Officers other than the President, Past-President, and President-Elect of the Society shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the meeting of Members in which the Directors are elected.

## Section 2 – Duties

- a) The President shall preside at all meetings of the Society and of the Board of Directors. The President shall see that all orders and resolutions of the Board are carried into effect.
- b) The immediate Past-President shall be the person who last served as President of the Society and shall serve for a term of one year. The Past-President shall be a Member of the Board of Directors with full voting rights, in order to provide continuity in the development and affairs of the Society from one Presidential term to the next.
- c) In the event of the absence or disability of the President, the President-Elect or Past-President will perform the duties as may be required by law, such as the title would indicate or as assigned by the Board of Directors from time to time.
- d) The Secretary shall act as clerk at meetings of the Board and Members and record all votes and minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Members and the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President.
- e) The Treasurer shall disburse the funds of the Society in accordance with direction given by the Board of Directors and render an account of all transactions and the financial position of the Society at all regular Board meetings, the Annual General Meeting, or whenever the Board may require it.
- f) The positions of Secretary and Treasurer may be held by the same person.

## **Section 3 – Term of Office**

The Officers shall hold office for such term as the Board of Directors decides or until their successors are elected or appointed in their stead.

## **Section 4 – Vacancies**

- a) Should the office of the President become vacant, it shall be filled by the Past-President or President-Elect. In the event the President-Elect is vacant, it shall be filled by the Board of Directors from amongst Society Members and confirmed at the next Annual General Meeting.
- b) Should the offices of Secretary, Treasurer and any other Officers as the Board of Directors may have appointed become vacant, these vacancies will be filled by appointment of the Board of Directors.

## **Section 5 – Removal of Officers**

An Officer may, by resolution of the Board of Directors, be removed before the expiration of their term.

## **ARTICLE IX – SPECIAL COMMITTEES**

The Board of Directors shall approve the formation of such committees and task forces as deemed necessary or required from time to time.

## **ARTICLE X – ANNUAL AND SPECIAL GENERAL MEETINGS**

### **Section 1 – Annual General Meeting**

The Annual General Meeting of the Society shall be held each year at such time and place as may be designated by the Board of Directors. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors and any financial statements shall be presented.

### **Section 2 – Special General Meetings**

Special general meetings of the Society may be held upon the call of the Board of Directors at such times and places as it may designate. The President shall call a special general meeting upon the written request of at least five percent (5%) of voting Members within 60 days after the filing of such request with the President. The business to be transacted at such special general meetings shall be stated in the notice thereof, and no other business may be considered at these meetings.

### **Section 3 – Notice**

- a) At least 30 days prior notice of annual or special general meetings shall be given in writing and/or by electronic means to all Members.
- b) Where special business shall be conducted at a meeting of the Members, the notice of such meeting shall contain sufficient information of the special business to permit the Members to form a reasoned judgment therein. Notice of each meeting to Members must also state the Member's right to vote by proxy.

### **Section 4 – Quorum**

At any annual or special general meeting, ten (10) voting Members present in person or by proxy shall constitute a quorum. Should the number of Members present in person or by proxy at an annual or special general meeting fall below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

## **Section 5 – Proxies**

- a) Any voting Member may be represented by proxy at annual and special general meetings of the Society by another voting Member, provided such proxy shall be in writing on the form provided by the Society, or facsimile thereof. Members eligible to vote shall be provided with the proxy form 30 days before the annual or special general meeting.
- b) A proxy must be signed by the voting Member and shall be valid only for the meeting for which it was specifically given, or for any adjournment thereof.
- c) Proxies or notices of proxies held must be filed at the CARP National Office at least seven (7) working days before the meeting takes place.

## **Section 6 – Order of Business**

The usual order of business determined by parliamentary procedures shall govern the conduct of all meetings. In all matters not governed by By-Laws, procedures shall be in accordance with Robert's Rules of Order.

## **Section 7 – Voting**

Voting Members of the Society shall not vote more than their own vote and four (4) proxy votes. Unless otherwise specifically provided, a majority of Members present, provided the quorum requirement is met, shall be competent to do and perform all acts, which are or shall be directed to be done at any such meeting. In the event of a tie, a motion shall be lost.

## **ARTICLE XI – FINANCES**

### **Section 1 – Signing Authority**

All cheques or other payment items issued or endorsed in the name of the Society shall be signed by any 2 (two) of 3 (three) Officers of the Society in such manner as shall be determined from time to time by resolution of the Board of Directors.

### **Section 2 – Expenditures**

The Directors shall have power to authorize expenditures, through approved Board motions, on behalf of the Society from time to time and may delegate by resolution to an Officer or Officers of the Society the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Society.

## **ARTICLE XII – AUDITORS**

An auditor will review the Society's financial activities and the results will be presented each year to the Members of the Society at the Annual General Meeting.

### **ARTICLE XIII – FINANCIAL YEAR**

The financial year of the Society shall commence on the first day of January in each year.

### **ARTICLE XIV – DISSOLUTION**

In the event that the Society is dissolved, and after payment of all indebtedness of the Society, the remaining funds, investments and other assets shall be used for purposes of providing services for social welfare, health, education or other objects of a benevolent or charitable nature.

### **ARTICLE XV – AMENDMENTS TO BY-LAWS**

The By-laws of the Society may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting Members present in person or by proxy at an annual or special general meeting duly called for the purpose of considering the repeal or amendment of the By-laws. The repeal or amendment of the By-laws shall not be enforced or acted upon until the approval of the federal Minister responsible for the Act governing the Society has been obtained.