

**THE COMPANIES ACT 1970 R.S.N., CHAPTER 54**

**ARTICLES OF ASSOCIATION**

**OF**

**ASSOCIATION OF PSYCHOLOGY IN NEWFOUNDLAND AND LABRADOR**

**REVISED MAY 2015**

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**ARTICLE I. NAME**

1. Association of Psychology in Newfoundland and Labrador is hereby established (hereinafter referred to as the “Association”). These Articles shall be constructed with reference to the provisions of The Companies Act, R.S.N., 1970, Chapter 54 and amendments thereto and unless the context otherwise requires, words or expressions in these Articles shall bear the same meaning as in that Act or any statutory modifications thereof in force at the date at which these Articles become binding on the Association.

**ARTICLE II. PURPOSE**

1. The Association is established for the furtherance of psychology as a profession and as a means of promoting human welfare.
2. In Pursuance of this purpose, the Association shall:
  - (a) Take appropriate actions to define and protect the standards of training, ethics, and discipline so as to safeguard both the public and the profession.
  - (b) Promote the advancement of the teaching and training of professional psychologists.
  - (c) Promote the development of research into the application of psychology to the solution of human problems.
  - (d) Promote the development of services by psychologists to the public.
  - (e) Include any other activities that may be considered to forward the purpose of the Association.
  - (f) Receive, hold and use all money and other property subscribed or in any other manner acquired.

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- (g) Hold meetings at the time and in the manner hereinafter described.
- (h) Issue such publications as may from time to time be considered feasible.
- (i) Render such services as it properly can to the federal and provincial governments and their departments, concerned with such things as education, health, justice, industry, and other social and provincial problems.

**ARTICLE III. MEMBERSHIP**

1. Membership in the Association shall consist of three classes of members: Members, Student Members and Grand-fathered Affiliates.
  - (a) Members shall have the following minimum qualifications: They shall possess a Master's Degree in Psychology or a Doctoral Degree in Psychology from a recognized university as judged by the Executive Board.
  - (b) Student Members shall be full-time students who are actively engaged in studies pursuant to higher qualifications in Psychology as deemed appropriate by the Executive Board.
  - (c) The category of "Affiliate" shall be closed as of June 2005. For the purposes of membership, individuals holding the status of "Affiliate" as of June 2005 shall remain as "Grand-fathered Affiliates" and shall be charged the Member rate.
2. Candidates for membership shall apply to the Association on the official application form.
3. Each candidate shall be sponsored by a Member of the Association or in the case in which no Member is available, a responsible person who is knowledgeable of the candidate's professional background.
4. The Treasurer shall consider applications for all classes of membership, and a recommendation of acceptance or rejection shall be made to the Executive Board for its approval by majority vote.
5. A candidate whose admission is refused by the Executive Board may be admitted by a majority vote at any general meeting of the Association.

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6. Any member may withdraw from the Association by giving written notice of resignation to the Executive Board.
7. Members who have not paid their subscriptions by March 31<sup>st</sup> of each year shall be deemed to have resigned.
8. (a) Members shall be eligible for:
  - (i) election to the Executive Board;
  - (ii) appointment to chair a committee;
  - (iii) appointment to serve on a committee;and entitled to:
  - (i) make nominations;
  - (ii) vote for Executive Board members;
  - (iii) vote on any matter at all general meetings.
- (b) Student Members and Grand-fathered Affiliates shall be eligible for appointment to serve on a committee, but shall not be eligible for or entitled to any other privilege outlined in 8(a)

**ARTICLE IV. EXECUTIVE BOARD**

1. The affairs of the Association shall be managed by an Executive Board. The Board shall consist of:
  - (a) The immediate Past President (alternate years with President-Elect)
  - (b) The President
  - (c) The President-Elect (alternate years with immediate Past President)
  - (d) The Secretary
  - (e) The Treasurer
  - (f) Four Directors, one being a Corresponding Director for Central Newfoundland, one being Corresponding Director for Western Newfoundland, two being Corresponding Directors for Eastern Newfoundland. For purposes of this provision, the boundaries of Central and Western Newfoundland are as indicated by the Map of Geographical Listings in the APNL Membership Directory.
  - (g) Information Technology
  - (h) Practice Directorate
2. Only members shall be eligible to be elected to the Executive Board. Any retiring member of the Board shall be eligible for consecutive re-election, except for the office of President.
3. Four members shall constitute a quorum.

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4. A vacancy on the Executive Board which occurs prior to the termination of the period for which the member was elected may be filled by the Executive Board, but any person so chosen shall retain office only until the next Annual General Meeting.
5. The President-Elect shall be elected bi-annually to alternate with the immediate Past President. At the Annual General Meeting the year following that election, the President-Elect shall become President of the Association.
6. The President, the Secretary, the Treasurer and other Executive Board members shall normally be elected for a term of two years.
7. Cheques on the bank account of the Association shall be co-signed by the Treasurer and one other member of the Executive Board authorized by the Executive Board.
8. No Executive Board member shall sit simultaneously as a member on the Newfoundland and Labrador Psychology Board.

**ARTICLE V. FEES**

1. The annual membership fees for all types of members shall be determined from time to time on recommendations of the Executive Board, by majority vote at any general meeting of the Association.
2. Annual membership fee shall be due and payable by current members as of March 31<sup>st</sup> of each year.
3. For new members joining after September 30<sup>th</sup> of each year (6 months), all individuals accepted to the Association will pay one half the current annual dues for that year.
4. Reinstatement: Any member whose name has been removed for reasons of non-payment of dues may be reinstated on written request to the Executive Board. Such individuals will then pay dues for the whole year in which they reapply.

**ARTICLE VI. MEETINGS**

1. An Annual General Meeting shall be held on a date and a place recommended by the Executive Board. Sixty days written notice of the time and place of the Annual General Meeting shall be given to the membership by the President.
2. At the Annual General Meeting the Executive Board shall report to the membership on its activities and all committees of the Association functioning during the past year shall submit reports to the Meeting.

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3. The Executive Board shall arrange, as desired, or at the written request of twenty-five percent of the voting members, for other general meetings during the year. Thirty days written notice shall be given of any such general meeting by the President.
4. The Executive Board shall meet at the call of the President, or of two Executive Board members.
5. A quorum at any meeting of the Association shall consist of twenty of the voting members of the Association.

**ARTICLE VII. COMMITTEES**

1. There shall be the following standing committees of the Association: Advocacy, Constitution, Continuing Education, Finance, Information Technology, Membership, Newsletter and Nominating.
2. Only Association members shall be members of standing committees.
3. The Executive Board by resolution may appoint and discharge ad hoc committees as the Executive may deem advisable.
4. Association members, and persons other than Association members, may be members of ad hoc committees.

**ARTICLE VIII. AMENDMENT OF CONSTITUTION**

1. Any Member of the Association may propose an amendment to the constitution by sending to the Secretary a notice of motion in writing not less than thirty days before the general meeting at which the amendment is to be proposed.
2. The Association, at any such meeting, may by a vote to two-thirds of the voting members present, adopt such amendments, provided that notice of the motion is given to members in writing at least twenty days before the meeting at which the amendment is proposed.

**ARTICLE IX. ELECTIONS**

1. There shall be a Nominating Committee to consist of the Past-President or President-Elect (as per Article IV.1 (a)), one other member of the Executive Board, and two members.
2. The Nominating Committee shall ensure that a slate of nominees is prepared for the annual election.

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3. Nominations for the Executive Board shall be solicited at least sixty (60) days prior to the Annual General Meeting.
4. The election shall take place by mail ballot circulated to voting member at least thirty (30) days prior to the Annual General Meeting.
5. Where no nominations are received for a position the Nominating Committee shall nominate a candidate.
6. The Nominating Committee shall ensure that candidates whose names appear on the ballots are willing to stand for elections.
7. To ensure continuity of service on the Board, at the initial election and if necessary on subsequent occasions, designated posts will be filled for a period of one year only.

**ARTICLE X. ANNUAL AUDIT**

1. There shall be an annual audit of the financial records of the Association.
2. The Executive Board shall annually appoint an auditor who is not a member of the Association.

**ARTICLE XI. SEAL**

1. The Executive Board shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Executive Board or of a Committee of the Executive Board empowered in that behalf and in the presence of any two of the President, the Secretary and the Treasurer who shall sign every instrument to which the Seal is affixed.

**ARTICLE XII. BORROWING POWERS**

1. The Executive Board may from time to time at its discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Association, and may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by giving mortgages upon or by the issue of debentures, bonds of other securities or any kind charged upon all or any part of the undertaking, properties and rights of the Association, both present and future, or by making, accepting, endorsing or executing any promissory notes, bills of exchange or hypothecation.