

**MUSIC THERAPY ASSOCIATION OF ONTARIO**

**CONSTITUTION**

Revised October 2009

**ARTICLE 1: Name**

The name of the Association is: Music Therapy Association of Ontario.

**ARTICLE 2: Purposes**

- 2.1 To promote the use and development of music therapy in order to maximize the health and well being of people by:
  - a. establishing, maintaining, and improving professional standards of music therapy practice;
  - b. establishing, maintaining, and improving standards of education and training of music therapists;
  - c. encouraging, developing, and promoting research in music therapy;
  - d. encouraging, developing, and promoting a body of literature in and related to music therapy;
  - e. furthering the practice of music therapy in scope and quality, in clinical, educational, and community settings throughout Ontario.
  
- 2.2 To further the awareness of music therapy throughout Ontario by:
  - a. developing and revising informational and publicity materials about music therapy;
  - b. providing information about music therapy to the public;
  - c. conducting regular publicity and public awareness campaigns throughout Ontario.
  
- 2.3 To serve as an organizational body for its members by:
  - a. providing channels for the exchange of ideas, advice, guidance, information, and professional experience in and about music therapy;
  - b. providing a central body of information on aspects of and relating to music therapy;
  - c. representing the interests of accredited music therapists in matters relating to governmental legislation, job matters, and salary scales;
  - d. encouraging and assisting people in preparing, qualifying, and establishing themselves as music therapy clinicians;
  - e. encouraging and assisting facilities or agencies in establishing music therapy sites or programs;
  - f. encouraging and assisting educational institutions in developing and establishing music therapy training programs;
  - g. providing a monitoring body to maintain ethical and clinical standards.

**ARTICLE 3: Offices**

- 3.1 The Association may establish and maintain such offices and agencies in Ontario as determined by the Board of Directors.

*Music Therapy Association of Ontario, Constitution and By-Laws (February 4, 1996)*

**MUSIC THERAPY ASSOCIATION OF ONTARIO**

## **BY-LAWS**

Approved February 4, 1996  
Amended as approved October, 1997  
Amended as approved October, 1999  
Amended as approved October, 2009

### **ARTICLE 1: Interpretation**

- 1.1 **Definitions.** In these by-laws and in all other by-laws of the Association hereafter passed, unless the context otherwise requires:
- a. “Association” means the Music Therapy Association of Ontario;
  - b. “Member” means a person in good standing pursuant to Article 2.9, who has applied for and who has been granted membership in the Association, within a membership classification as set out in these by-laws;
  - c. “Board”, unless otherwise defined within these by-laws means the Board of Directors of the Music Therapy Association of Ontario;
  - d. “MTA” means Music Therapist Accredited as granted by CAMT;
  - e. “CAMT” means the Canadian Association for Music Therapy.

### **ARTICLE 2: Membership**

- 2.1 **General.** The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently have become members in accordance with these by-laws and, in either case, have not ceased to be members.
- 2.2 **Class of Membership.** A person shall apply to the Association for membership within the following classifications:
- a. **Music Therapist Accredited (MTA)**  
Voting membership open to all individuals with Music Therapist Accredited (MTA) status. Individuals with MTA status are entitled to hold office.
  - b. **Music Therapist Accredited-Retired/Inactive (MTA R/I)**  
Voting membership open to any individual with Music Therapist Accredited (MTA) status who is not actively involved in any music therapy practice within the membership year. These persons are entitled to hold office.
  - c. **Music Therapist Accredited-Graduate Student (MTA Graduate Student)**  
Voting membership open to any individual with Music Therapist Accredited (MTA) status who is in full time graduate studies. These persons are entitled to hold office.
  - d. **Music Therapy Intern (MTI)**  
A non-voting membership open to individuals who are working toward accreditation. This category may be renewed only once, or with a letter of permission from the English or French registrar.
  - e. **Associate Membership**  
A non-voting membership open to anyone not accredited.
  - f. **Student**  
A non-voting, non-office holding membership open to any full-time or part-time music therapy student. Full-time students in other disciplines are also eligible for this membership.
  - g. **Corporate**  
A voting membership open to corporations interested in advancing the objectives of the Association. One representative from the corporation will have the right to vote, and shall enjoy all other benefits of membership except holding office.

2.3 Admission to Membership.

- a. All applications for membership in the Association shall be made in writing to the Board (or such person or persons designated by the Board) in such form as may be approved by the Board from time to time. Upon approval of such application the applicant shall be entered upon the list of members and there upon become a member. The list of members shall be determinative of membership in the Association.
- b. All MTA applicants must be members in good standing with the Canadian Association for Music Therapy.

2.4 Rights and Duties of Members. Every member shall:

- a. pay annual membership dues and fees or as may be determined in accordance with the provisions of these by-laws;
- b. be entitled to receive notice of, and attend and vote at all meetings of the members of the Association except that Student, Associate and MTI Members shall not be entitled to vote;
- c. sign a statement that they have read and will uphold the Constitution and comply with these by-laws, which includes the Code of Ethics and Standards of practice.

2.5 Dues and fees. The annual membership dues and fees for each membership classification of the Association shall be determined by the Board.

- a. The Board shall, upon the recommendation of the Treasurer, adjust such membership dues and fees for each of the membership categories of the Association in accordance with the needs of the Association and propose these adjusted membership fees to the membership for approval by ordinary resolution at the next Annual general Meeting or Special general Meeting of the members of the Association.

2.6 Membership and fiscal year. The MTAO membership runs for 1 calendar year from joining or renewing a membership. The fiscal year of the Association shall end on December 31 of each year.

2.7 Termination of Membership. A person shall cease to be a member of the Association:

- a. by delivering his/her resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association. A resignation of a members becomes effective on the date the letter of a written resignation is sent to the Secretary of the Association or on the date specified in the letter of resignation, whichever is later;
- b. upon his/her death;
- c. on being expelled from CAMT under CAMT by-law, Article 18.9 f;
- d. upon failure to pay any outstanding dues and fees.

In the event of termination of membership any fees paid shall become forfeit.

2.8 Suspension. A member shall be suspended when annual dues and fees are in arrears 30 days past the renewal date. Such member shall not be permitted to vote, to make nomination, or to hold office in the Association. The said member shall be deemed to have resigned.

2.9 Good Standing. A member is in good standing unless the member is in breach of any of the provisions of these by-laws or any rules or regulations made pursuant hereto.

2.10 Reinstatement.

- a. A person whose membership has been suspended but is otherwise duly qualified for membership under the provisions of these by-laws may at any time apply to the Treasurer to be restored to membership. The Treasurer may restore such person to membership in the Association.

### **ARTICLE 3: Meetings of Members**

#### **3.1 Annual General Meeting.**

- a. The Annual General Meeting of the members of the Association shall be held each year at such time and place as the Board may determine.
- b. Only members in good standing shall be admitted to the AGM or to a Special General Meeting. Before the opening of the meeting in question, the Honourary Treasurer shall submit in writing a list of Association's voting members.
- c. The business that is transacted at the Annual General Meeting shall include but not be limited to:
  1. Call to order
  2. Introduction of Special Guests and Board Members
  3. Approval of Agenda
  4. Approval of last year's AGM minutes
  5. Business arising from the Minutes
  6. Approval of the Annual Reports of the Board
  7. Approval of the reports of representatives appointed by the Board.
  8. New Business and such other business as, under these by-laws, ought to be transacted at the Annual General Meeting, or business which is brought under consideration by the notice convening the meeting.
  9. Adjournment.
- d. Each member whose name appears on the Association's voting list shall be entitled to a voting paper containing thereon in alphabetical order the names of all members duly nominated for membership to the Board, and stating the number and positions of members to be elected. The voting paper shall be mailed to voting members well in advance of the voting deadline specified on the ballot and as determined by the Nominations Chairperson.
- e. Scrutineers. Before an election is held or any vote is taken, the President shall appoint individual members who are not voting members or candidates for election to act as scrutineers. The Treasurer shall forthwith give each scrutineer a list of the voting members entitled to vote. The scrutineers shall count the votes and reports the results in writing to the President.

3.2 Special General Meeting. A Special General Meeting of the members of the Association may be called at such time and place as the Board may determine or upon the request of ten (10) percent of more of the voting members of the Association.

3.3 Notice of Meetings. Notice of any meeting shall contain sufficient information to permit a member to make a reasoned judgement on the decision to be taken. Written notice of each Annual General Meeting or Special General Meeting shall be served upon members of the Association by mail at least twenty-one (21) days prior to the date fixed for such meeting. The accidental omission to give notice of a meeting to, or the nonreceipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at the meeting.

3.4 Voting Rights. A member is not entitled to vote on a resolution unless the member is a voting member in good standing in accordance with these by-laws. Voting members are entitled to cast one vote. Associate Members, Student Members and MTI Members shall not be entitled to vote at meetings of, or hold office in the Association but shall otherwise enjoy all privileges of membership. At all meetings of members, only MTA members shall cast votes, a majority of which shall govern matters put to a vote except where the Corporations Act or these by-law provide otherwise.

3.5 Quorum. Ten (10) voting members shall constitute a quorum at all meetings of the members.

3.6 Voting Procedure. For the purposes of elections, a member, entitled to vote as provided by Article 3.4 shall proceed as follows:

- a. the member shall mark "X" opposite the name of each candidate on the voting-paper for whom the member desires to vote;

- b. the member shall not vote for more candidates than are eligible for election;
  - c. the member casts his/her ballot by mail in a sealed and signed envelope addressed to the Chairperson of the Nominations Committee. A deadline for the casting of ballots shall be four weeks before the Annual General Meeting. Ballots postmarked by midnight of the deadline shall be counted by the scrutineers and the Nominations Chairperson. The scrutineers shall record the votes counted, and shall communicate the result to the President who shall announce the result of the election at the Annual General Meeting. Of the candidates nominated, those receiving the greatest number of votes shall be declared elected. Where the election of one or more candidates is undecided by reason of an equality of votes, the scrutineers shall forthwith put into a ballot box one paper for each candidate whose election is undecided and having the name of the candidate written thereon, and the Nominations Chairperson shall draw by chance from the ballot box in the presence of the other scrutineers, one or more such paper as sufficient to make up the required number of those members to be elected, and the Nominations Chairperson shall declare the candidates whose names are upon the ballot papers so drawn to be elected. The ballot paper shall then be destroyed.
- 3.7 Voting on resolutions and motions. Voting shall be by a show of hands unless voting members demands a poll. Any voting member may demand a poll at any time before a vote is taken on a motion or resolution, and in the event of such a demand, the voting shall be by secret ballot. In any voting by a show of hands, the chair of the meeting shall decide the results and with the scrutineers, if necessary, make such count of the votes so given by a show of hands as may be considered necessary and the decision of the chair shall be final. If a poll is demanded and the voting is by ballot, the votes shall be taken forthwith by secret ballot by the scrutineers who shall report the result in writing to the chairman who shall announce the result to the meeting immediately thereafter. All resolutions and motions shall be decided by a majority vote unless it is otherwise specified in the Corporations Act or in these by-laws.
- 3.8 Additional rules and regulations for voting. The Board of Directors may make any rules and regulations for the holding of elections and voting and for making all the necessary arrangements therefore as it may consider advisable provided that such rules and regulations do not conflict with the foregoing. The Secretary shall keep a copy of any such rules and regulations for inspection by the members at any time.

#### **ARTICLE 4: Board of Directors**

- 4.1 Powers of the Board. The affairs of the Association shall be managed by a Board of Directors. Subject to these by-laws and all laws affecting the Association, the Board may exercise all the powers, and so all the acts and things that the Association may exercise and do. The Board may from time to time appoint such others officers, employees and agents as it shall deem necessary who shall have such authority and perform such functions and duties as may from time to time be prescribed by resolution of the Board. The Board may from time to time add to or limit the duties and powers of any employee agent.
- 4.2 Composition of the Board. The Board shall consist of up to nine (9) Directors elected at the Annual General meeting of members from among the MTA members of the Association, to serve a term of two (2) years. In any case of vacancy occurring in the Board, the President shall have power to appoint any other voting member who meets the qualifications specified in Article 4.3 as a Director.
- 4.3 Qualification. All directors of the Board must:
- a. be a member in good standing for at least one year prior to the time of her/his election or appointment and throughout her/his term of office;
  - b. have MTA status.
- 4.4 Nomination. The nomination of candidates for election to the Board shall be made :
- a. to a Nominations Committee of three (3) appointed by the Board from amongst its members, chaired by the Past President;

- b. in writing and submitted to the Nominations Chairperson by any voting member of the Association in good standing at any time prior to the Nominations deadline as specified in the newsletter of the Association.
- 4.5 Election.
- a. The first directors of the Association shall be those named in the list of first directors filed with the Companies Branch, Ministry of Consumer and Commercial Relations. Each director shall hold office for a term expiring on December 31.
  - b. Directors shall be elected to fill the places of the directors whose term of office expire on December 31. A director whose term of office expires shall be eligible for reelection.
  - c. Within one month of the AGM preceding the end of a term, the current directors and the newly elected directors shall hold a meeting for purposes of orientation and transference of positions.
- 4.6 Vacation of Office. The office of any director shall be vacated upon the occurrence of any of the following events:
- a. on her/his death;
  - b. if the director ceases to be a member of the Association;
  - c. if the director resigns from office by notice in writing to the Secretary of the Association;
  - d. if the director is removed in accordance with section 4.7 thereof;
  - e. if the director is no longer in good standing.
- 4.7 Removal.
- a. The members may, by an affirmation vote of a majority of not less than two-thirds (2/3) of the votes of those members of the Association, who, being entitled to do so, vote in person or by proxy at a Special general Meeting, remove a director before the expiration of her or his term of office, and may elect a duly qualified successor to complete the term of office.
  - b. The Board may by a director's resolution remove any director, employee or agent of the Association before the expiration of her/his term of office, and may appoint a duly qualified successor to complete the term of office.
- 4.8 Remuneration. The remuneration of the employees and agents of the Association and the terms of their tenure of office or employment shall be as determined by the Board from time to time.

#### **ARTICLE 5: Duties of the Board of Directors**

##### **a. President.**

The President represents the members of the Association and may also represent their interests to governmental bodies. The President shall preside at all meetings of members and of the board of Directors and shall coordinate all business of the Association. The President shall appoint, with approval of the board of Directors, the chairperson of all committees and other servants as deemed necessary, and hold ex-officio membership in all committees. The President maintains a thorough understanding of the Association's constitution and by-laws. The President contributes to the newsletter by submitting articles as appropriate and necessary, submits provincial updates to the CAMT on a regular basis and serves as the liaison with the CAMT Board. Upon completion of her/his term the President sits on the Board for two years as Past President.

##### **b. Vice President.**

The Vice President shall act on behalf of the President in all matters as necessary. In the absence of the President, the Vice President shall chair meetings of the Association. The Vice President assumes responsibility for the committee positions including Student Liaison, and both University of Windsor and WLU Student Representatives. The Vice President is responsible for liaison work with the Music Therapy Student Associations of Wilfrid Laurier University and the University of Windsor. Overseeing membership services for Music therapy students and interns, the Vice President coordinates internship networking at MTAO Conference, contacts graduates about MTAO, and coordinates student sponsorship to the CAMT Conference. The Vice President assists the President in maintaining a perspective of the long range vision of the Association, and implementing current and future goals.

c. Past President.

The Past President performs such duties as may be prescribed by the board of Directors. In the absence of the President and Vice President, the Past President shall preside at meetings of the members of the Association and of the board of Directors. The Past President shall act as Chairperson of the Nominations Committee.

d. President Elect.

The President Elect performs such duties as may be prescribed by the board of Directors. The President elect works to attain an understanding of the Association's constitution, by-laws, policy and procedures, and long range vision for the Association. The President elect shall serve a term of one year, being the year prior to her/his start in office as President.

e. Secretary.

The Secretary shall attend to all giving and serving of notices of the Association, shall maintain the minutes of all meetings and provides copies to the board and CAMT. The Secretary is responsible for preparing and emailing the annual reports of the Association to the members, and other correspondence as appropriate. The Secretary keeps accurate files of all correspondence that pertains to the Association, develops and updates board manuals, and shall perform such other duties as may be prescribed by the board.

f. Treasurer.

The Treasurer is responsible for the management of all financial and related business for the Association, and shall keep a book of accounts of the Association. The Treasurer shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association. The Treasurer provides a financial statement at each meeting, the annual financial report that is included in the Association's annual report, and the financial statements and reports for the AGM. The Treasurer files an annual report with the Receiver General of Canada. The Treasurer is responsible for the yearly membership and for providing the Public Relations Chairperson and board with an updated membership and mailing list. The Treasurer shall serve and function as the Association's Registrar. The Treasurer shall chair the fundraising committee, responsible for investigating, soliciting, and coordinating avenues of fundraising on behalf of the Association.

g. Public Relations.

The Public Relations Chairperson shall work on tasks pertaining to the development of public relations, music therapy promotional opportunities, and the development of information packages. The Public Relations Chairperson monitors the Association's phone line and e-mail regularly, documenting and responding to all calls.

h. Government Issues.

The Government Issues Chairperson shall work on tasks pertaining to the advocacy of music therapy within government legislation.

i. Education Chair

The Education Chair assumes the responsibility for the planning and implementing of the MTAO AGM and Conference, and when other Music therapy conferences are held in the province, provides support to its organizers. The Education Chair promotes continuing education activities relevant to Association members. The Education Chair oversees the committee position of Conference Liaison.

j. Member at Large

The Member at Large attends all meetings of the MTAO Board, reads the MTAO documentation thoroughly, and supports the Board by reporting to the President and offering assistance as needed.

**ARTICLE 6: Protection of Directors**

6.1 Exercise of Duties in Good Faith. Every director of the Association shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Association, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

*Music Therapy Association of Ontario, Constitution and By-Laws (February 4, 1996)*

- 6.2 Indemnity. Subject to the provisions of the Corporations Act, the Association may indemnify a director or former director of the Association, and their heirs and legal representatives against all costs, charges and expense reasonably incurred by the director or former director in respect of any civil, criminal and administrative action or proceeding to which the director or former director is made a party by reason of being a director of the association, if:
- a. the director or former director acted honestly and in good faith with a view to the best interests of the Association; and
  - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty the director or former director had reasonable grounds for believing such course of conduct was lawful.
- 6.3 Insurance. The Association may purchase and maintain insurance for the benefit of any director against personal liability incurred by her/him as a director of the Association.

#### **ARTICLE 7: Meetings of the Board**

- 7.1 Place of Meetings. Regular meetings of the Board may be held at such place and time as the Board may determine.
- 7.2 Call of Meetings. The Secretary of the Association shall call a meeting of the Board upon request of the President of the Association or any three (3) directors.
- 7.3 Notice. Notice specifying the place, date, and time of every Board meeting shall be served upon each of the directors at least seven (7) days prior to the date fixed for such meeting, unless otherwise agreed upon by all directors.
- 7.4 Participation by Phone. A director may participate in a meeting of the Board by means of conference telephone or other communication facilities by which all directors participating in such meeting can hear each other provided that all directors participating agree to such participation. A director's participation in a Board meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed and shall, unless disqualified for any other reason be counted in the quorum therefore and be entitled to speak and vote thereat.
- 7.5 Quorum. Three (3) directors shall constitute a quorum for meetings of the Board.
- 7.6 Chair. The President of the Association, or in the absence of the President, the Vice President or Past President, shall be chair of any meeting of the Board. In the absence of such directors, the directors present shall choose one of their number to be chair.
- 7.7 Voting. At all meetings of the Board every director present shall be entitled to one vote and, subject to the provisions of these by-laws, every resolution or question shall be decided by a majority of the votes cast on the resolution or question. In the case of an equality of votes, the chair of the meeting shall be entitled to cast a deciding vote. The chair of a meeting may move or propose a resolution.
- 7.8 Resolutions in writing. A resolution in writing signed by all directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

#### **ARTICLE 8: Committees**

- 8.1 Committees. The Board may appoint or suspend such committees as they deem advisable. All committees shall be responsible to, and their actions shall be subject to the sanction of the Board. No expenditures shall be made and no debt or other obligation incurred by any committee without the approval of the Board. The President may appoint or suspend a chair for each committee as s/he deems advisable.

*Music Therapy Association of Ontario, Constitution and By-Laws (February 4, 1996)*



- 8.2 Committee Meetings. The provision of article 7 governing meetings of the Board shall apply equally to meetings of any committee of the Association, with such changes that the Board may determine periodically.

#### **ARTICLE 9: Responsibilities as a Chapter of CAMT**

- 9.1 The Chapter shall have the authority to deal with matters of local interest, in keeping with the general policies laid down by the Board of the Chapter.
- 9.2 The Chapter may adopt rules and regulations for its own government which are not contrary to law.
- 9.3 The Chapter, its directors and members, or any of them, shall not incur any debt or liability in the name of the CAMT.
- 9.4 The Treasurer of a Chapter shall maintain proper books of account and a copy of the annual financial statement shall be transmitted to the Treasurer of CAMT.
- 9.5 a. The Chapter shall adopt the Code of Ethics and Standards of Practice of CAMT within their by-laws provided any necessary changes are made to comply with the Corporations Act of Ontario. Additional clauses may be added, altered or rescinded in accordance with provincial plans, regulations and conditions that may be applicable to a provincial Chapter.
- b. The Ethics Chair of the Chapter shall serve and function as CAMT Ethics Liaison.
- 9.6 The President of the Chapter shall serve and function as CAMT Liaison.
- 9.7 All MTA members of a Chapter must also be members in good standing of CAMT.
- 9.8 The Chapter shall submit an annual report of its proceedings to the CAMT President. Such proceedings include but are not limited to financial statements, Board member reports, and minutes from all meetings.

#### **ARTICLE 10: Contracts, Cheques, Drafts and Borrowing**

- 10.1 Any and all deeds, documents, investments, and writings, cheques, bill of exchange, or other orders for the payment of money signed by and on behalf and in the name of the Association by any two of such persons as the Board may authorize, shall be binding upon the Association. Save as in this by-law provided, no director, officer, or servant shall have the power or authority to bind the Association by any contract or engagement as to pledge its credit.
- 10.2 Borrowing. The Association does not have powers to borrow money.

#### **ARTICLE 11: Corporate Seal and Custody**

The Board may from time to time adopt a common seal for the Association. Any common seal adopted by the Board shall be under the control of the Board and the responsibility for its custody and use from time to time shall be as determined by the Board.

#### **ARTICLE 12: Amendments to Constitution and By-Laws**

- 12.1 Procedure. The Constitution of the Association may be amended or altered by special resolution. The by-laws of the Association may be amended, repealed or altered by special resolution.
- 12.2 Effective Date. A special resolution to amend or alter the Constitution and/or to amend, repeal or alter the by-laws of the Association shall be effective on the date of its acceptance by the members.

#### **ARTICLE 13: Code of Ethics**

- 13.1 The Code of Ethics, as adopted from CAMT, and as amended and approved by CAMT membership from time to time, shall be part of these by-laws as Schedule "A".

- 13.2 Every member shall uphold the Code of Ethics of the Association, pursuant to section 2.4. A copy of the Code of Ethics shall be supplied to each member upon request.

**ARTICLE 14: Standards of Practice**

- 14.1 The Standards of Practice, as adopted from CAMT, and as amended and approved by CAMT membership from time to time, shall be part of these by-laws as Schedule "B".
- 14.2 Every member shall uphold the Standards of Practice of the Association. A copy shall be supplied to each member upon request.