

Massage Therapists' and Wholistic Practitioners' Association of the Maritimes

By-Laws

Date: May 27, 2012

1. In these by-laws:
 - (a) "Society" means Massage Therapists' and Wholistic Practitioners' Association of the Maritimes
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote in person or as represented by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership Rights & Responsibilities

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the society, and their names shall be entered in the registry of members accordingly.
3. The Society is ultimately accountable to the members of the Society.
4. For the purposes of registration, the number of members of the Society is unlimited.
5. Every member of the Society shall be entitled to attend any Member Meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
6. Membership in the Society shall not be transferable.
7. Membership in the Society shall consist of:
 - (a) The minimum of the 7 subscribers to the Memorandum of Association,
 - (b) Those who support the objectives of the Society,
 - (c) Those whose names and addresses are written in the Register of Members by the Administrator,
 - (d) Those who pay an annual fee to be determined by the society, and/or those massage therapists who reside in Nova Scotia and/or work in Nova Scotia and those Wholistic Practitioners who resides in the Maritime Provinces and/or work in the Maritime Provinces and meet the appropriate education and training set out in the standards and set up by the Society.
8. Membership in the society shall cease:
 - (a) Upon death, or
 - (b) If the member resigns by written notice to the society, or
 - (c) If the member ceases to qualify for membership of the society, or
 - (d) If by a vote of the majority of the Members of the Society or a majority vote of the Board of Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Members' membership in the Society has been terminated.
9. The members may repeal, amend, or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves it.
10. No funds of the society shall be paid to or be available for the personal benefit of any member.

Member's Meetings

11. A General or Special Meeting of the Members of the Society may be held at any time and shall be called:
 - (a) If requested by the President, or
 - (b) If requested by a majority of the Board of Directors, or
 - (c) If requested in writing, by at least 25 % of the Members of the Society.

12. Notice to members is required for a General, Special or Emergency meeting. The notice must:
 - (a) Specify the date, place and time of meeting
 - (b) Be given to the members at least thirty (30) days prior to the meeting for a general or special meeting.
 - (c) Be given to the members no less than ten (10) days prior to the meeting for an emergency or extraordinary meeting.
 - (d) Be given to the members in any of the following ways: Newsletter, News Paper, Television, Radio, Email, Telephone, Fax and/or other electronic means. If sent by regular post/mail notice shall be in a prepaid letter addressed to each member at their last known address on file. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office.

 - (e) Specify the nature of business, and the intention to propose a special resolution

 - (f) The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

13. An Annual General Meeting shall be held within 6 months after every fiscal year ends and notice is required which must comply with the standards of Paragraph 12.

14. At each ordinary or Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - (a) Minutes of the previous annual general meeting,
 - (b) Annual Report of the Directors of the Society
 - (c) Approval of the annual financial statements of the Society
 - (d) Appointment of auditors for the ensuring year
 - (e) Determination of annual membership dues
 - (f) Changes or amendments to Policy & Procedures
 - (g) Election of the Board of DirectorsAll other business transactions at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at a Special general meeting of the Society.

15. Every member subject to by-law seven (7) shall have one vote and no more and there shall be no proxy voting.

16. Quorum shall consist of five members. No business shall be transacted at any meeting of the Society unless a quorum of member is present at the commencement of such business.

17. If a meeting is convened as per by-law 11 (a) or (b) and quorum is not present within 30 minutes from the time appointed for the meeting, it shall be adjourned to such time and place a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the society.

18. If a meeting is convened at the request of the members as per by-law 11(c) and quorum is not present within 30 minutes from the time appointed for the meeting, it shall be dissolved.
19. The President of the Society shall preside as Chairperson at every general meeting of the Society.
 - (a) If there is no President or if at any meeting he/she is not present at the time of holding the same, the Vice-President shall preside as Chairperson.
 - (b) If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
20. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.
21. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to members.
22. At any meeting unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
23. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairman may prescribe and the results of such poll shall be deemed to be the resolution of the Society in general meeting.
24. The Society has power to repeal or amend any by-laws by a special resolution passed in the manner prescribed by law.
25. The Society shall file with the Registrar with its Annual Statement a list of its directors with the addresses, occupations and the dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
26. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
27. Preparation of minutes and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary. A copy is to be held at the association office to allow for inspection by the membership.
28. All motions passed at the AGM shall be recorded in the meeting minutes.
29. Any changes to the Policy & Procedure manual shall be made at the Annual General Meeting and shall require a majority vote of three-quarters (75%) of those members attending the meeting. No special resolution is required for changing, amending, removing or altering any of the policy or procedures of the Society.
30. The seal of the Society shall be in the custody of the Administrator and may be affixed to any document upon resolution of the Board of Directors and is to be present at all Annual General Meetings or Special Resolution Meetings.

BOARD OF DIRECTORS

31. The number of directors shall not be less than *five and no more than seven*. Subscribers to the Memorandum of Association of the Society shall be the first directors of the Society
32. Any member of the Society shall be eligible to be elected a director of the Society and a Director of the Society shall be a member.
33. All Directors shall retire from office at the end of each annual general meeting and at which time their successors are elected. Retiring directors shall be eligible for re-election.

34. Any Director can be elected as an officer. Any officer who is elected shall be a Director.
35. In the event that a Director resigns his/her office or ceases to be a member of the Society, whereupon his office as Director shall ipso facto be vacated; the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
36. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
37. The management of the Society is the responsibility of the Directors. In particular, the Directors may engage a General Manager, Administrator, Book Keeper, Employee or Consultant deemed necessary and determine his/her duties, responsibilities and remuneration.
38. The Directors may appoint an executive committee and other committees as they see necessary.
39. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the member upon nomination, and if serving as director, when the possibility of a conflict is realized. A conflict of interest does not prevent a member from serving as a Director provided he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
40. The Board of Directors of the Association shall administer the affairs of the Association in all regards and make or cause to be made for the Association, in its name, any contract lawfully entered into by the Association. Generally, the Board of Directors may exercise its powers to do all other actions deemed necessary by the Association by its Memorandum of Association.
41. The Board of Directors shall have the power to authorize expenditures on behalf of the Association for the purpose of furthering the objectives of the Association and any single expenditure over \$200 dollars Canadian must receive a passing vote of 2/3rd of the Board at their meetings.
42. The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.
43. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the society by the President, Vice President or otherwise as prescribed by resolution of the Board of Directors.

BOARD OF DIRECTORS' MEETINGS

44. Regular Meetings of the Board of Directors shall be held monthly on a pre-determined day, and shall be called by the Secretary or the President. The Board may, if needed, meet more or less than each month but not less than nine (9) times per year. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, may be given either orally or in writing to each director within seven (7) days before the meeting is to take place, but failure to receive such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
45. Quorum shall consist of three (3) of the Directors and no business shall be transacted at any meeting of the Board of Directors unless at least three (3) are present at the commencement of such business.
46. The President or, in his/her absence, the Vice-President, or in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Board of Directors.
47. The Chairperson shall be entitled to vote as a Director and, in the case of an equality of votes, shall have casting vote in addition to the vote to which he/she is entitled as a Director.
48. The Society may appoint a representative to inspect the minutes of the General Membership or Directors Meetings within Seven (7) days prior to the Annual General Meeting with one week's notice. Copies of the minutes shall be held in the registered office of the Society and/or with the recording Secretary.

EXECUTIVE OFFICERS OF THE BOARD

49. Within the members of the Directors, the Officers of the Society shall be a President, a Vice-President, a Treasurer and a Recording Secretary.
50. The Directors shall elect one of their fellow members to be the President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him/her by the Directors or Members of the society from time to time or as outlined in the Policy and Procedures manual.
51. The Directors shall elect one of their fellow members as a Vice-President of the Society. The Vice-President shall, at the request of the Board and subject to its direction, perform the duties of the President during the absence, illness or incapacity of the President, or during such period of the President may request him/her to do so and shall perform such duties as may be assigned to him/her by the Directors or membership of the Society from time to time or as outlined in the Policy and Procedures manual.
52. The Directors shall elect one of their fellow members or appoint from the membership a Recording Secretary of the Society who shall keep the minutes of the Board of Director's meetings and any General meeting of the society and shall perform such duties as may be assigned to him/her by the Directors or membership of the Society from time to time or as outlined in the Policy and Procedures manual. The Recording Secretary need not be a Director.
53. The Directors shall elect one of their fellow members or appoint from the membership a Treasurer of the Society who shall record and maintain the financial books and accounts of the Society and shall perform such duties as may be assigned to him/her by the Directors or membership of the Society from time to time or as outlined in the Policy and Procedures manual
54. If the Board of Directors or the Membership think it fit, the same person may hold both offices of Secretary and Treasurer.
55. The Directors may appoint a temporary substitute for the Recording Secretary or Treasurer who shall, for the purpose of these by-laws be deemed to be the Recording secretary or Treasurer to ensure the continued operation of the Society.
56. Duties of officers may be delegated. In case of the absence or inability of any officer of the Society (or for any other Reason the board of Directors may deem sufficient), the board of directors may delegate all or some of the powers of any such Officer to any other Officer or to any Director for the time being.
57. The Books and Records of the Society may be inspected by any member at any reasonable time within seven (7) days prior to the annual general meeting either at the registered office of the Society or with the Treasurer and /or the Recording Secretary.

INDEMNITIES TO DIRECTORS AND OTHER

58. Every director or officer of the society or other person who has undertaken or is about to undertake any liability of behalf of the Society or any society controlled by it or their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and 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 such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability.
 - (b) All other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such expenses as are occasioned by their own willful neglect or default.
59. The Society shall also indemnify any such person in such other circumstances as the law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the law.

FINANCE

60. Unless otherwise ordered by the Board, the fiscal year of the society shall be the period of from January 1st in any year ending on December 31st in the same year.
61. The Board of Directors shall annually present to the members of the Society a written report on the financial position of the Society and the report shall contain a balance sheet showing the assets, liabilities and equity and a statement of its income and expenditures for the preceding fiscal year.
62. A copy of the balance sheet showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be signed by the auditor or two directors and shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
63. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.
64. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
65. The borrowing powers of the society may be exercised by special resolution of the members.
66. All other books and records of the society may be inspected by any member at any reasonable time given within (7) days prior to the annual general meeting.
67. Directors and officers shall serve without remuneration and shall not receive any profit from their position. However director or officer may be paid reasonable expenses incurred in the performance of his/her duty.
68. The society shall not make loans, guarantee loans or advance funds to any director.
69. The Borrowing powers of the Society may be exercised by special resolution of the members.

BY-LAWS

70. The Bylaws of the Society may be repealed or amended by the Bylaws enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote at least three-quarters (3/4) of the members who cast a vote at an Annual General meeting or a Special meeting. The repeal or amendment of such Bylaws shall not be enforced or acted upon until the Approval of the Registrar of Joint Stock Companies has been obtained.

Reviewed and updated by the Board of Directors and voted approved by the members of the Society [May 27, 2012]

These By-Laws dated May 27, 2012 repeal the previous By-Laws dated December 21, 1994 and all subsequent amendments.