

**Registered Massage Therapists' Association of Ontario
Consolidated By-laws
January 27, 2019**

ARTICLE 1 – NAME

The name of the association, as given in Supplementary Letters Patent issued by the Minister of Government Services is the Registered Massage Therapists' Association of Ontario.

ARTICLE 2 – DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this By-law and all other By-Laws of the Association, unless the context otherwise specifies or requires:

- a) "Act" means The Corporations Act, Revised Statutes of Ontario, 1990, as from time to time amended, and every statute that may be substituted therefore, and in the case of such amendment or substitution, any references in the By-Laws of the Association shall be read as referring to the amended or substituted provisions therefore;
- b) "Association" shall mean Registered Massage Therapists' Association of Ontario
- c) "Member" shall mean any person who qualifies and is accepted for membership in the Association under Article 4 of the By-laws of the Association;
- d) "Board" shall mean the persons elected to serve on the Board of Directors defined in Article 7 of the By-laws.

2.2 Interpretation

- a) All terms contained in the By-laws which are defined in the Act shall have the meaning given to such terms in the Act.
- b) The singular shall include the plural and the plural the singular. The word person shall include firms and corporations. Words importing the masculine gender shall include the feminine and vice versa.
- c) Headings used herein are inserted for reference purposes and are not to be considered or taken into account in construing the terms or provisions thereof or deemed in any way to clarify, modify, or explain the effect of any such term or provision.

ARTICLE 3 – HEAD OFFICE

The Board of Directors shall by resolution fix the location of the Head Office of the Association within the place in Ontario designated by the Association's Letters Patent.

ARTICLE 4 – MEMBERSHIP

The classes of members of the Association shall consist of Active, Student, Life, Honorary, Associate, and Retired.

4.1 Active Member

Any individual who currently holds a General or Academic Certificate of Registration with the College of Massage Therapists of Ontario and who is not currently suspended and has not had their registration revoked by the College of Massage Therapists of Ontario is eligible to become an Active member entitled to all the privileges of membership.

4.2 **Student Member**

A student in any massage therapy program approved by the Ontario Ministry of Training, Colleges and Universities, or its successor, is eligible for student membership.

4.3 **Life Member**

Members who have maintained membership in the Association for a period of twenty years and have reached the age of 60 may be admitted by the Board of Directors as a Life Member with all the rights and privileges of an Active Member.

4.4 **Honorary Member**

The Board of Directors may from time-to-time appoint as Honorary Members individuals who have made distinctive contributions to the Objects of the Association or the practice of massage therapy in the Province of Ontario or who possess any other qualification which the Board of Directors in its sole discretion determines is sufficient for appointment as an Honorary Member.

4.5 **Associate Member**

Any individual interested in any way in the practice of massage therapy, including any Registered Massage Therapist who is not registered as active with the College of Massage Therapists of Ontario or who declares that they are no longer in practice providing massage therapy services to paying massage clients, may be accepted as an Associate Member, subject to the approval of the Secretary. The Board of Directors may in policy set conditions for the acceptance of an Associate Member.

4.6 **Retired Member**

Any individual who has previously been a member of the College of Massage Therapists of Ontario and who has also been a member of the Registered Massage Therapists' Association of Ontario for a minimum of ten years may be eligible for Retired Membership.

4.7 **Application**

- a) A candidate for membership in the Association shall apply on a form, prescribed by the Executive Director and Chief Executive Officer, on which evidence of the appropriate qualifications shall be presented.
- b) Each application for membership shall be accompanied by the fee prescribed.

4.8 **Term of Membership**

Membership in the Association is not transferable and lapses when the period of membership expires, or when such member ceases to be a member by resignation or otherwise ceases to be a member in accordance with the by-laws of the Association.

4.9 **Termination / Suspension**

- a) Membership in the Association shall automatically terminate upon:
 - i. the death of a member;
 - ii. the bankruptcy of the Association;
 - iii. the winding up or dissolution of the Association
- b) If a member's Certificate of Registration is revoked by the College of Massage Therapists' of Ontario, their termination from the Association is automatic once the

Association has received notice that the revocation is final and that no appeal is pending.

- c) If a member's Certificate of Registration is suspended by the College of Massage Therapists' of Ontario, their suspension from the Association is automatic once the Association has received notice that the suspension is final and that no appeal is pending.
- d) If a member of any class fails to adhere to these By-laws, is found guilty of any criminal or other offence relevant to their suitability to practise massage therapy, or otherwise conducts him or herself in a manner unbecoming a member of the Association then his or her membership may be terminated by resolution of the Board of Directors. The member shall have the right to make written submissions to the Board of Directors before a decision to terminate their membership is made.
- e) Termination of membership for any reason shall not relieve a member from payment of any annual fees then due, accruing due, or owing.

ARTICLE 5 – RIGHTS AND PRIVILEGES OF MEMBERS

5.1 Rights and Privileges

All classes of members are entitled to:

- a) Attend all General Meetings of the Association;
- b) Receive copies of all notices issued by the Association
- c) Receive a copy of these By-laws upon written request;
- d) Serve on the various standing and *ad hoc* committees performing the Association business upon selection by the Board of Directors or its delegate.

5.2 Rights and Privileges of Active and Life Members

In addition to the rights and privileges of all members listed in section 5.1, Active and Life Members shall also be entitled to:

- a) Serve on the Board of Directors if nominated and elected in accordance with the By-laws;
- b) Move or second motions for consideration at Annual General or Special Meetings of members;
- c) Nominate Active or Life Members for election to the Board of Directors; and
- d) Vote on any and all matters presented for consideration at Annual General or Special Meetings of Members.

5.3 Access to Programming

The Executive Director and Chief Executive Officer may, from time to time, specify programming and services to be made available to members of the Association. The Board of Directors may set limitations, in written policy, on the authority of the Executive Director and Chief Executive Officer in this regard.

ARTICLE 6 – MEMBERSHIP FEES

6.1 Membership and Fiscal Year

- a) The membership year and fiscal year of the Association shall both be from October 1st to September 30th unless otherwise stipulated by resolution of the Board of Directors.
- b) Any member, who fails to pay his or her annual fees by October 31, or within thirty (30) days of any alternate date stipulated by the Board of Directors, shall have all

rights and privileges, including voting privileges in the Association terminated. Such termination shall not relieve such member from payment of any annual fees then due, accruing due, or owing

6.2 Membership fees

The Executive Director and Chief Executive Officer shall set the annual fees payable by all classes of Members of the Association, subject to any limitations set in written policy by the Board of Directors in this regard.

6.3 No Refunds of Fees

A Member who resigns, is suspended or is expelled from the Association is not entitled to a refund of any part of the fees paid.

ARTICLE 7 – BOARD OF DIRECTORS

7.1 Composition

The affairs of the Association shall be managed by a Board of Directors consisting of;

- a) A minimum of three (3) and a maximum of fifteen (15) directors elected by the Members of the Association, the precise number of directors to be set by resolution of the Board of Directors of the Association;
- b) Up to three individuals, appointed annually by the Board of Directors, who are not members of the College who shall serve as non-voting directors of the Association; and
- c) The Executive Director and Chief Executive Officer, who shall serve ex officio, non-voting.

7.2 Powers

The Board shall administer the business and affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its Letters Patent or otherwise authorized to exercise or do.

The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time-to-time be prescribed by the Board of Directors.

7.3 Election and Term of Office

All directors shall hold office for a term of three years after their election. In order to maintain continuity on the Board of Directors, one third, or as close to one third as possible, of the offices shall be filled in alternate years.

Directors may serve a total of three consecutive terms for a total of nine (9) years.

Each director shall retire, but, if qualified, shall be eligible for re-election. If an election of directors is not held, the directors and officers then in office shall continue in office until their successors are elected.

7.4 Qualification for Election

Every director elected by the Members shall at the time of election and throughout the term of office be an active member of the Association.

Members who have completed the maximum of three consecutive terms as directors are not eligible to serve again as directors unless two years have elapsed between the completion of their third term and their re-election. The Board may in exceptional circumstances waive some or all of the two year period.

The election or appointment of a person as a Director shall not be effective unless they consented in writing before their election or appointment or within ten (10) days thereafter to act as a director.

7.5 Filling Vacancies

In the event that a director does not complete the term of office, or there is otherwise a vacancy on the Board, the Board of Directors may appoint an individual to fill such vacancy and hold such office for the remaining term.

7.6 Removal of Directors

The office of a Director of the Association shall be vacated:

- a) If the director becomes bankrupt or a receiving order is made against them or the director makes an assignment under the Bankruptcy and Insolvency Act (Canada) or its successor legislation;
- b) If an order is made declaring the director to be a mentally incompetent person or incapable of managing their own affairs;
- c) If the director is convicted of any criminal offence;
- d) If by notice in writing to the Secretary of the Association the director resigns and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- e) If the director ceases to be a member;
- f) If the members of the Association, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of the director's term of office.
- g) Between general meetings of the members, the Board of Directors may remove any director before the expiration of his or her term of office, by resolution passed by at least two-thirds (2/3) of the directors, excluding the director subject to the resolution to remove, at a meeting of the Board of Directors, of which notice specifying the intention to pass such resolution has been given.

7.7 Honorarium

A director shall be paid an honorarium for duties performed at meetings of the Board of Directors at a rate set by resolution of the Board. Directors shall also be reimbursed by the Association for reasonable expenses incurred while performing such duties.

7.8 Remuneration

Nothing in these By-laws prohibits directors from receiving compensation for operational (non-Board related) duties performed at the discretion of the Executive Director and Chief Executive Officer.

7.9 Committees

The Board may create Standing or Ad Hoc committees as the need arises.

7.10 **Leave of Absence**

Directors may take a leave of absence from the Board of up to sixty (60) days in length. The leave must be approved by the Board and no honorarium would be paid to a director during the leave.

ARTICLE 8 – MEETINGS OF THE MEMBERS

8.1 **Annual General Meeting**

An Annual General meeting shall be held at least once per year at a time and place determined by the Board, or failing it, by the Chair, or failing the Chair, by the Secretary.

8.2 **Special General Meetings**

Special general meetings may be held at any time upon the call of the Board of Directors at such times and places as it may designate. The Board of Directors shall call a special general meeting upon the written request of at least ten (10) percent of the voting members within 21 days after the filing of such a request. Should the Board fail to call such a meeting, the petitioners may call and hold the special meeting within 60 days of the deposit of the request. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at such meetings.

8.3 **Notice of Annual or Special General Meeting**

Notice of the time and place of each meeting of Members shall be sent, by written or electronic means, not less than thirty (30) days before the date of the meeting to each member entitled to attend the meeting. Notice of a meeting of Members shall:

- a) State that the purpose of the meeting is
 - i. for the hearing and receiving of the reports and statements required by the Act to be read or laid before the Members at an annual meeting;
 - ii. for the appointing auditors, if any, and for the fixing or authorizing the Board to fix the auditors remuneration;
 - iii. for the receiving of the report of the election of Directors; and
 - iv. for the transaction of such of other business as may be properly brought before the meeting.
- b) Or, if a meeting of members is called for any purpose other than as outlined in (a), the Notice shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon;
- c) And state the text of any special resolution to be submitted to the meeting.

8.4 **Quorum**

A quorum shall be one (1) per cent of voting members present in person or by proxy. Provided a quorum is present at the beginning of a meeting, the meeting may continue even though members leaving reduce the number to less than a quorum. Members who have declared a conflict of interest shall be counted in determining the quorum.

8.5 **Proxies**

An Active or Life member entitled to vote at a meeting of Members may be represented at annual or special general meetings for the Association by another person, provided such proxy:

- a) Shall be in writing on the form prescribed by the Secretary or facsimile or other electronic version thereof;

- b) Shall be signed by the voting member and shall be valid only for the meeting for which it was specifically given, or any adjournment thereof; and
- c) Proxies or notices of proxies have been filed with the Secretary or a designate seven (7) days before the beginning of an Annual General or Special General Meeting.

8.6 Voting

All Members of the Association shall be entitled to address the Annual or Special General Meetings of the Association, but only Active or Life Members shall be entitled to propose and to vote on motions. Each voting member present at the Annual or Special General Meetings shall be entitled to exercise one vote in his or her own right. An Active or Life Member holding a proxy shall, in addition, be entitled to exercise votes to the extent of the number of proxies held. Votes shall be taken only on matters specified on the agenda.

8.7 Rules of Order

Robert's Rules of Order shall govern all questions of order at all meetings of the Association, except where these rules come in conflict with the By-laws or when overruled by not less than two-thirds of the Active members present.

8.8 Removal of Officers

An Officer position shall be vacated:

- a) If the individual is no longer a Director of the Corporation or has been removed as a Director pursuant to Section 7.6 of the By-laws;
- b) If the Directors of the Corporation, by resolution passed by at least two-thirds (2/3) of the votes cast at a duly called and constituted meeting of the Board of Directors of which notice specifying the intention to pass such resolution has been given, remove any Officer before the expiration of the Officer's term. Any Officer so removed from Office shall continue to serve as a Director for the remainder of their term or unless removed as a Director in accordance with Section 7.6 of the by-laws.

ARTICLE 9 – MEETINGS OF THE BOARD OF DIRECTORS

9.1 Call and Frequency

The Board of Directors shall meet at least one time annually, at such time and place as the Chair may designate.

9.2 Notice of Board Meetings

Notice of a meeting of the Board of Directors shall be given in writing or by electronic means at least 15 days before the meeting.

9.3 Quorum

Quorum shall be a majority, that is, 50 per cent plus one (1) of those eligible to be present and vote.

9.4 Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes. Only Directors in attendance at any meeting of the Board may vote, except for the Chair who may not vote, unless otherwise specifically provided. In the case of an equality of votes, the Chair may cast the deciding vote. Proxies are not accepted at meetings of the Board of Directors.

All votes at any meeting shall be taken by poll if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands. A declaration by the Chair that a resolution has been carried and entry to that effect in the minutes shall be admissible as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9.5 Meetings by Teleconference, Electronic or other means.

The Board of Directors may designate that a meeting be held by such conference telephone, electronic or other communications facilities as permit all persons participating to communicate adequately. A member participating by such means is deemed to be present at the meeting.

9.6 Balloting

Where attendance by members of the Board of Directors in person or by teleconference or other electronic means is not possible, the Chair may call a vote on a motion by means of a detailed voting ballot provided notice of the vote is given 15 days in advance of balloting. The vote on the ballot can be counted only if the motion on the ballot is the same as that on the floor at the meeting and provided all background materials are distributed at the time of the balloting. A mail ballot does not count for the purposes of establishing a quorum.

ARTICLE 10 – NOMINATION AND ELECTION

10.1 Call for Nominations

No fewer than 90 days prior to the Annual General Meeting, the Secretary shall invite the Members to submit nominations for the positions available on the Board of Directors and shall prescribe a nomination form, including the date by which the forms must be returned to the Head Office of the Association.

10.2 Requirements for Nominations

Any Active or Life Member seeking office as an elected member of the Board of Directors must be nominated by two Active or Life Members qualified to so nominate, and must indicate a willingness to serve if elected.

10.3 Balloting

In the event that more nominations are received than director positions available, the Secretary shall, no fewer than 45 days prior to the Annual Meeting, issue a ballot to all Active and Life members of the Association, clearly identifying by last name, in alphabetical order, the names of all candidates. Provisions for voting shall be made on the ballot form. The ballot shall also stipulate the date by which it must be returned to the Head Office of the Association to be considered valid.

10.4 Electronic Balloting

Voting may be held by electronic means, in accordance with policies and procedures developed and approved by the Board of Directors.

10.5 Voting

Each Active and Life Member who is eligible to vote shall have one vote for each director position available on the board of Directors. Positions shall be declared elected on the basis of a plurality of votes cast in ballot.

- 10.6 **Scrutineers**
Should the vote be held by electronic ballot with the ability to tabulate votes cast electronically in a confidential manner, then the requirement for scrutineers shall be waved and be deemed unnecessary.
- 10.7 **Counting of Ballots**
Should the vote be held through a secure electronic process, then the results of the vote tabulated electronically shall be deemed to be correct and official.
- 10.8 **Election Results**
The Secretary shall announce the results of the election, or acclamation, at the Annual Meeting.
- 10.9 **Inability to Adhere to Dates**
In the event that external causes prevent adherence to the specified dates, the dates for the closing of nominations, balloting and the annual meeting shall be delayed as directed by the Chair.
- 10.10 **Vacancies**
In the event that for any office no nomination is made, the position shall be filled by appointment by the Board of Directors pursuant to Article 7 of these By-laws.

ARTICLE 11 – OFFICERS

- 11.1 **Election of Officers**
At the first meeting of the Board of Directors following the Annual Meeting of Members, the Board of Directors shall elect from among the directors elected pursuant to section 7.1(a), the following officers who will serve a one year term:
- a) Chair;
 - b) Vice Chair;
 - c) Secretary.
- Each officer retires at the completion of their term, but, if qualified, shall be eligible for re-election. If an election of Officers is not held immediately following the annual meeting of members, the Officers then in office shall continue in office until their successors are elected.
- 11.2 **Duties**
The duties of Officers shall be such as their titles by general usage would indicate or as may be specified by the Board, or assigned to them from time-to-time, and such as may be required by the By-laws and policies of the Association or by law.
- 11.3 **Chair**
The Chair shall preside at all meetings of the members and the Board of Directors and shall be responsible for the general supervision, subject to the authority of the Board, of the business and affairs of the Corporation.
- 11.4 **Vice Chair**
During the absence or inability of the Chair to act, all duties shall be performed and all powers shall be exercised by the Vice Chair, if any, or if there is none, by the Secretary in

order of succession. The Vice Chair shall also perform such duties and exercise such powers as the Chair or the Board may from time-to-time delegate.

11.5 **Secretary**

Subject to the control of the Board of Directors, the Secretary shall:

- a) Attend to the giving and service of all notices of the Association;
- b) Attend and ensure that a record of all facts and minutes of all meetings of the directors, and members are taken;
- c) Keep or cause to be kept in safe custody the corporate seal of the Association; and
- d) Keep or cause to be kept a set of books wherein shall be recorded:
 - i. A copy of the Letters Patent incorporating the Association and any Supplementary Letters Patent issued to the Association and all laws of the Association;
 - ii. The names of all persons who are Members of the Association and the postal address and calling of every such person while a member, as far as can be ascertained;
 - iii. The date and other particulars of all resignations of members;
 - iv. The names and contact information of all persons who are or have been Directors or Officers of the Association; and
 - v. Minutes of all proceedings at meetings of the Board of Directors, and of the Members.

11.6 **Multiple Offices**

No person shall fulfill the role of more than one officer at any one time.

11.7 **Executive Director and Chief Executive Officer**

An Executive Director and Chief Executive Officer of the Association shall be appointed by the Board of Directors. If the office of Executive Director and Chief Executive Officer is vacant, or if the incumbent is absent or unable to perform the duties of office, an Officer or Director of the Association may be appointed by the Board of Directors to perform the functions of the Executive Director and Chief Executive Officer.

The Executive Director and Chief Executive Officer shall have full authority, subject to the authority of the Board of Directors, to manage and direct the affairs of the Corporation (except such matters as by law must be transacted or performed by the Board of Directors or the Members in General Meeting) and to employ and discharge agents and employees of the Association or to exercise any lesser power or authority as may have been so delegated. The Executive Director and Chief Executive Officer shall conform to all lawful orders given to him by the Board of Directors of the Association and shall at all reasonable times give to the directors or officers or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Executive Director and Chief Executive Officer shall be subject to discharge by the Board of Directors.

11.8 **Remuneration**

The remuneration of the agents and employees of the Association shall be fixed from time-to-time by the Executive Director and Chief Executive Officer in conformity with limitations set in written policy by the Board of Directors.

ARTICLE 12 - AMENDING THE BY-LAWS

12.1 Amendment

The By-laws shall be amended only at an Annual General or Special Meeting of the members.

12.2 Motion

A motion to amend the By-laws shall be declared passed when not less than two-thirds of those voting on the motion vote in favour.

ARTICLE 13 - AUDIT

13.1 Appointment of Auditor

The voting members, upon recommendation of the Board of Directors, shall appoint an auditor each year to audit the financial accounts of the Association. The auditors shall audit all accounts of the Association at least once per year and present an annual statement to the Board of Directors and the members.

ARTICLE 14 – INDEMNIFICATION

14.1 Directors and Officers held harmless

All directors and officers of the Association and their heirs, executors and administrators and their estates respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

- a) All costs, charges and expenses whatsoever which directors or officers sustain or incur 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 of their offices; and
- b) All other costs charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except as such costs, charges or expenses are occasioned by their own willful neglect or default.

ARTICLE 15 – DISSOLUTION

15.1 Means for Dissolution

The existence of this Association shall be perpetual unless sooner dissolved by the vote of no less than two-thirds of the Active or Life Members present at a meeting duly called for that purpose.

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