

# **PRINCE EDWARD ISLAND MASSAGE THERAPY ASSOCIATION INC.**

## **BY-LAWS**

### **ARTICLE I - NAME**

The name of the Association is Prince Edward Island Massage Therapy Association Inc.

### **ARTICLE II - INTERPRETATION**

In these By-Laws:

- (1) "Board" means the Board of Directors of this Association;
- (2) "By-Laws" means the By-Laws of this Association as amended from time to time;
- (3) "Association" means the Prince Edward Island Massage Therapy Association Inc.;
- (4) "Member" includes Active, Non-Practicing, Student and Honorary members;
- (5) "Executive" and "Executive Committee" means the President, Vice-President, Secretary, Treasurer, Registrar and the National Alliance Representative.

### **ARTICLE III - MISSION STATEMENT**

The Prince Edward Island Massage Therapy Association is established to:

- (1) Protect and serve the public by ensuring the competency and qualifications of its Members; and
- (2) To encourage the development and growth of Massage Therapy; and
- (3) To advocate on behalf of the professional needs and interests of its Members by, among other things, acting as the primary means of communication to and on behalf of its Members.

### **ARTICLE IV - DEFINITION OF MASSAGE THERAPY AND SCOPE OF PRACTICE**

Massage Therapy is a therapeutic healing relationship in which the therapist assists in restoring, maintaining and enhancing the well being of the client.

The practice of Massage Therapy is the assessment of the soft tissue and joints of the body and the treatment and prevention of physical dysfunction and pain of the soft tissue and joints by therapeutic manipulation to develop, maintain, rehabilitate or augment physical function, or relieve pain.

The Scope of Practice may include the following:

- (A) Various techniques of massage and manipulation of the soft tissues of the body without intended or attempted use of high velocity thrust of the bony structure thereof.
- (B) Hydrotherapy, or the therapeutic use of water in all its forms.
- (C) Thermotherapy, or the application of heat and cold.
- (D) Remedial exercises, including active and passive movements.

## **ARTICLE V - PURPOSES, GOALS AND OBJECTIVES**

The purposes, goals and objectives of the Association are as follows:

- (1) To promote the science, art and philosophy of Massage Therapy.
- (2) To foster and encourage professional growth and high standards of practice among its Members.
- (3) To set, monitor, ensure and make final determinations upon, compliance with the qualification criteria of its Members.
- (4) To ensure quality of education, maintenance of competency and accountability to the public.
- (5) To represent its Membership before governmental and regulatory bodies concerned with massage therapy.
- (6) To enter into any arrangements with any authorities, municipal, federal, provincial, local or otherwise that are conducive to the operation and objects of the Association and to obtain from any such authority any rights, privileges, and concessions and carry out, exercise, or comply with any such arrangements, rights, privileges and concessions.
- (7) To co-operate with other charitable and professional organizations, whether incorporated or not, which have objects similar to the objects of the Association.
- (8) To hire or otherwise employ persons to assist the Association in the fulfillment of its purposes, goals and objectives.
- (9) To do all such other things as are incidental or conducive to the attainment of the above objects.

## **ARTICLE VI - MEMBERSHIP**

- (1) The Membership of the Association shall consist of Active, Non-Practicing, Student and Honorary Members.
- (2) At least a two-thirds majority of the directors of the Association shall be Active Members of the Association.
- (3) The directors of the Association may admit other persons or corporations to Membership in the Association, as Active, Non-Practicing, Student or Honorary Members, in accordance with the By-Laws. These persons or corporations shall become Members on such date as may be specified by the Board of Directors.
- (4) The interest of a Member in the Association is not transferable and lapses and ceases to exist upon his death or when the period of his membership expires or when he ceases to be a Member by resignation or otherwise in accordance with the By-Laws of the Association. Any Member may resign from membership upon notice in writing to the Association.
- (5) The directors shall have the authority to remove the name of any Member from the Association registry for reasons that a majority of the directors of the Association deems to be in contravention to the Responsibilities of Membership (Article IX).

## **ARTICLE VII - TYPES OF MEMBERSHIP**

The Membership classifications of the Association shall consist of Active, Non-Practicing, Student and Honorary.

- (1) Active Member - Any practicing, registered Massage Therapist in Prince Edward Island may become an Active Member, entitled to all the privileges of Membership.
- (2) Non-Practicing Member - Non-Practicing Members may become members at a lesser membership fee rate than that paid by Active Members, but with no obligation or entitlement to liability insurance.
- (3) Student Member - Student Members may become members at a lesser membership fee rate than that paid by Active Members. They are not entitled to practice except under the direct supervision of an Active Member of the Association, and have no obligation or entitlement to liability insurance. Any person may become a Student Member who is registered in and attending a program of Massage Therapy approved by the Association.
- (4) Honorary Member - Honorary Membership may be bestowed on those persons who through their interest and special skills have supported the Association by meritorious service. This membership carries no membership fees, no privileges of Active Membership and no entry requirement.

#### **ARTICLE VIII - STANDARDS OF ENTRY**

- (1) All Active and Non-Practicing Members must meet all of the following criteria:
  - a) Have paid the prescribed dues in accordance with their membership type.
  - b) Hold a first aid/C.P.R. certificate valid at time of application for membership, to be renewed every three years.
  - c) Submit a resume.
  - d) Meet the following Standards of Entry:
    - (i) Successful completion of 2200 hours of Massage Therapy education at a School of Massage Therapy or equivalent competency, and one of the two following:
      - (ii) Successful completion of the College/Board exams in a province where Massage Therapy is legislated or;
      - (iii) Active Membership in a member association of the Canadian National Alliance for the previous three years, and up to date CEUs according to Association standards.
- (2) All applications must be reviewed by the Registrar and two other Members of the Association.
- (3) In circumstances where an applicant fails to meet the Standards of Entry as stated above, the application shall be referred by the Registrar to the Executive to determine the applicant's qualifications. The Executive shall determine what additional, if any, requirements the applicant must satisfy prior to acceptance for membership.
- (4) An applicant who disagrees with the decision of the Executive, shall inform the Executive in writing of their disagreement within 30 days of notification of the Executive's decision. A Membership Committee consisting of three otherwise uninvolved Members will be formed within 30 days of receipt to further review the application. The Membership committee's decision, which will be final, shall be delivered in writing within 60 days of receipt of the applicant's letter of appeal.
- (5) Any applicant who otherwise complies with all entrance criteria but has or continues

to engage in behavior that would be considered professional misconduct of a Member, or would reflect negatively on the reputation of the profession of Massage Therapy, may have their application rejected by the Executive.

## **ARTICLE IX - RESPONSIBILITIES OF MEMBERS**

(1) It shall be the responsibility of each Member to:

- (a) Support and promote the purposes of the Association.
- (b) Uphold the practice, procedures, and Code of Ethics as defined by the Association.
- (c) Pay membership dues to the Association.
- (d) Follow Continuing Education standards, according to PEIMTA guidelines.
- (d) Notify the Registrar of the Association, in writing, of any change in contact information within 30 days of such a change.
- (e) Active Members are required to:
  - (i) Display, in a prominent place in their place of business, the Certificate of Registration with the appropriate seal.
  - (ii) Maintain professional liability insurance from an approved insurance company, with minimum amount of 1 million dollar liability coverage.

(2) The Board of the Association has the responsibility to respond to a written concern or complaint against a Member and may investigate and take disciplinary action as required. The Board may reprimand, suspend or expel a member from the Association for any of the following reasons:

- a) The Member's professional misconduct is not keeping with the Standards of Practice of the Association or the profession of Massage Therapy.
- b) There is a violation by the Member of the Association's Bylaws or Code of Ethics.

If there is an investigation or disciplinary action carried out by the Board, any such disciplinary investigation and/or action will be carried out by the Board in accordance with the Conflict Resolution Guidelines – Appendix A, a policy of the PEIMTA.

When dealing with conflicts, the Association will make all reasonable effort to ensure that all parties are treated in a respectful and fair manner that is consistent with resolving the conflict in a timely fashion.

In the event of a dispute, the Board commits to following the Conflict Resolution Procedures as detailed in the policies of the organizations, Conflict Resolution Guidelines – Appendix A.

## **ARTICLE X - RIGHTS AND PRIVILEGES OF MEMBERS**

(1) All Members are entitled to:

- (a) Attend all general meetings of the Association.
- (b) Attend all Association functions such as seminars, workshops and conventions at the preferential rate set by the Executive.

- (c) Receive copies of all notices and publications issued by the Association.
  - (d) Receive a copy of the By-Laws upon payment of dues.
  - (e) Be selected by the Executive or the Membership to serve on the various standing and ad hoc committees for performing Association business.
- (2) In addition to the rights and privileges listed in Section 1 of this Article, Active Members only are entitled to:
- (a) Be nominated for and, if elected, serve on the Executive.
  - (b) Move or second motions for the consideration of the Membership, or nominate persons for membership to the Executive.
  - (c) Vote on any and all matters.
  - (d) Receive a Certificate of Active Membership and the appropriate seal.
  - (e) Be included in a register of Active Members in good standing that is available to the public and to interested organizations.
- (3) Honorary Members are entitled to receive a Certificate of Honorary Membership.

#### **ARTICLE XI - MEMBERSHIP DUES**

- (1) The dues of Active, Non-Practicing and Student Members shall be determined by majority vote of the Executive; such decision to stand unless and until changed by a majority vote of the Active Members at the next general meeting.
- (2) The dues of Non-Practicing Members shall be determined by the Executive, and shall be no more than fifty (50) percent of that portion of the dues of an Active Member that does not include the professional liability insurance.
- (3) Honorary Members shall be exempt from payment of all dues.
- (4) A Member who resigns, is suspended, changes their membership status or is expelled from the Association is not entitled to a refund of any part of dues paid.
- (5) Dues must be paid by November 15<sup>th</sup>, or a late fee of \$25 will be applied.
- (6) Should the Member fail to pay annual dues or make approved arrangements for payment by December 31st, all rights and privileges of membership shall be revoked.

#### **ARTICLE XII - MEMBERSHIP YEAR**

- (1) The membership year shall be from November 1st to October 31st.

#### **ARTICLE XIII - OPERATIONS**

- (1) The affairs of the Association shall be managed by a Board of a minimum of Three
- (2) and a maximum of Ten (10) directors.
- (3) The Membership at its Annual General Meeting shall elect a President from among the Members. The outgoing President shall be eligible for re-election as a director and for re-election as President.
- (4) All directors of the Association shall serve a two-year term and are eligible for re-election as prescribed in the By-Laws.
- (5) Fifty-One percent (51%) of the Board Members shall constitute a quorum.
- (6) Any Member of the Board of Directors may be suspended from the Board by a vote of Seventy-Five percent (75%) of the Board present at a meeting, which suspension shall

be presented for ratification at a special general meeting of the Association called for that purpose within thirty (30) days of the date of the suspension.

(7) Subject to the By-Laws or directions given them by a majority vote at any meeting of the Members properly called and duly constituted, the Board shall have control and management of the business and affairs of the Association, and meetings of the Board shall be held as often as the business of the Association shall require, and shall be called by the President at least forty-eight (48) hours before being held; a special meeting shall be called on the instructions of one-third of the Board Members provided a notice of such instruction is presented to the President in writing to call such meeting for the time and place specified in the notice.

(8) The Board of Directors may appoint special committees of Board or non-Board Members, which shall report to the Board when directed by the Board. At least one (1) Member of the Board shall sit on any such committees.

(9) The Board of Directors shall have power to hire or discharge such permanent or part-time employees as may be necessary to carry on the business of the Association and shall further have the right to review terms of employment.

(10) All Directors of the Association, when representing the Association, shall present the position of the Association or the Board established in accordance with the By-Laws.

(11) In the event a vacancy occurs on the Board, the remaining board Members shall have power to appoint a Member to fill the vacancy, which appointment will be confirmed by the Membership at the next Annual General Meeting.

(12) Any Director may vote at any meeting of the Directors and a vote on any issue may also be taken by signed documents from all Board Members.

(13) In special circumstances, where due notice of a meeting of the Board cannot be given, the President may act upon instruments received from a majority of the Board taken by telephone call or telephone conference call. The President shall call a Board meeting to be held forthwith and in any event not later than seven (7) days after the date of receipt of such telephone instructions at which the Board shall consider the matter or matters upon which the President obtained such telephone instructions.

(14) The Board of Directors shall prescribe continuing education in order to maintain membership.

#### **ARTICLE XIV - EXECUTIVE**

(1) No person shall be elected as an officer of the Executive who is not an Active Member in good standing with the Association.

(2) The **President** shall be the Chief Executive Officer of the Association, and his or her duties shall include:

(a) Presiding over all meetings of the Association and the Board.

(b) Casting the deciding vote in case of tie.

(c) Deciding all questions of order, such decisions to stand unless overruled by a vote of not less than two-thirds of the Active Members present.

(d) Enforcing the By-Laws of the Association.

(e) Countersigning any cheques exceeding an amount to be set by the Executive of

the Board.

(f) Representing the Association.

(g) Calling Special Meetings when warranted.

(h) Coordinating the work of such committees as the Board may appoint.

(i) Serving as an ex-officio member of any and all committees, other than the Executive, as the Board may establish.

(3) The duties of the **Vice-President** shall include:

(a) Assisting the President.

(b) Performing the duties of the President at such times as the President is unable to act.

(c) Acting as a signing officer in the President's absence.

(4) The duties of the **Secretary** shall include:

(a) Keeping accurate minutes of all Board, Committee and General meetings.

(b) Notifying the Membership of the date, agenda, time and location of the Annual General Meeting at least 30 days in advance, and of the date, time agenda and location of other General Meetings at least 14 days before such meetings.

(c) Assuming responsibility for all routine correspondence of the Association.

(d) Recording the attendance of the Board and reporting it to all General Meetings.

(e) Receiving notices of proposed amendments to the By-Laws, and forwarding them to the Board.

(f) Maintaining an up-to-date record of all amendments to the By-Laws.

(g) In the absence of the President and the Treasurer, the Vice-President, and the Secretary shall countersign all cheques requiring two signatures.

(h) Safeguarding the Corporate Seal.

(i) Discharging all applicable requirements of the Companies Act, R.S.P.E.I. 1988, Cap. C-14.

(j) Reviewing incoming correspondence, presenting such correspondence to the Board and preparing outgoing correspondence under the authority of the Board.

(5) The duties of the **Treasurer** shall include:

(a) Sending, with the co-operation of the Secretary, notices to Members of upcoming dues; such notices shall be sent on or before Thirty (30) days prior to the beginning of the next membership year.

(b) Receiving said dues and issuing receipts.

(c) Assuming custody of all monies, funds and securities belonging to the Association.

(d) Maintaining a bank account in a chartered bank of Canada or a registered financial institute in which all such funds, monies and securities shall be deposited.

(e) Keeping an accurate and up-to-date record of all monies received and disbursed, in accordance with good accounting practices.

(f) Issuing all cheques of the Association. Obtaining the approval of a majority of the Board for all cheques exceeding an amount to be set by the Executive.

(g) Having available for inspection at all times, for the Board, all books, records

and papers pertaining to the finances of the Association.

(h) Co-operating with any auditor appointed by the Board to inspect and audit the financial books, records, and papers of the Association.

(i) Providing a written summary of the finances of the Association to the Membership at all general meetings and at any other time when requested to do so by the Board.

**(6)** The duties of the **Registrar** shall include:

(a) Maintaining an accurate and up-to-date record of Members, their status, addresses and telephone numbers.

(b) Reviewing applications for Membership.

(c) Informing applicant of any missing documents.

(d) Having two other Members of the Association review the application.

(e) Collecting membership fees (full or prorated) from new Member.

(f) Sending the application and membership fees to the treasurer.

(g) Sending new member information to liability insurance company.

(h) Informing Blue Cross of new member information, to acquire registration number.

(i) Sending registration number, Certificate of Registration and a copy of the New Member Letter and By-Laws to new Member after confirmation of insurance.

(j) Sending all new member information to the other members of the Executive.

**(7)** It shall be the duty of the Immediate Past President to advise the President and to share with the Executive and the Board, the benefit of his or her experience.

**(8)** The National Alliance Representative shall be elected as an officer to the executive at the Annual General Meeting. This individual is responsible to the Association's Board of Directors and is entrusted with a proxy vote for National Alliance meetings. This individual shall meet the Qualifications of Directors as described in the National Alliance by-laws.

#### **ARTICLE XV - REMOVAL OF EXECUTIVE**

(1) Where a member of the Executive has missed two consecutive meetings of the Executive, or has missed three in the course of a year, and does not have reasons acceptable to that Committee, his or her position may be declared vacant.

(2) At any General meeting, any Active Member may move a vote of non-confidence in any or all of the Executive. If such a vote is passed by not less than two-thirds of the Active Members present, the office(s) shall be considered vacant and elections shall be held forthwith.

#### **ARTICLE XVI - VACANCIES IN THE EXECUTIVE**

(1) Any assumption of office, resulting from mid-term vacancies in the Executive shall be understood to last only until the next Annual General Meeting, at which time the office shall be filled through elections.

(2) A vacancy in the office of the President shall be filled by the Vice-President.

(3) A vacancy in the office of Vice-President, Secretary or Treasurer shall be filled by



one of the Membership who shall be appointed by the Executive.

(4) No person shall hold more than one office at any one time except the Secretary and Treasurer positions.

(5) A person may serve a maximum of two consecutive terms as an officer of the Executive.

(6) A term shall be 2 years.

#### **ARTICLE XVII - NOMINATIONS FOR EXECUTIVE**

(1) Concurrent with notification as to the date of any Annual General Meeting, Members shall be informed as to which positions on the Executive will be open to Nominations.

(2) Nominations may be registered either by mail (in which case the nomination shall be received by the Secretary at least 30 days prior to the date of the Annual General Meeting), or from the floor provided that:

(a) The nominator is an Active Member in good standing with the Association and

(b) The nominee, also an Active Member, indicates that he or she agrees to stand.

#### **ARTICLE XVIII - REMUNERATION TO THE EXECUTIVE**

(1) All positions on the Executive shall be unpaid, with Executive Members being allowed to claim only justified expenses in the carrying out of their respective duties.

(2) Notwithstanding the foregoing, an honorarium may be presented to each Executive Member and the Newsletter Editor in attendance at each regular Executive meeting (maximum 12/year), the amount to be recommended by the treasurer for ratification at the Annual General Meeting.

#### **ARTICLE XIX - COMMITTEES OF THE BOARD**

(1) The Board shall create the following Standing Committees:

(a) The Executive shall comprise at least three Members in good standing.

(b) The Conflict Resolution Committee shall comprise a minimum of 5 Active Members in good standing, and shall be governed by the Conflict Resolution Guidelines of the PEIMTA, attached hereto as Appendix "A".

(2) In addition, the Board may create other Standing or ad hoc committees as the need arises.

#### **ARTICLE XX - MISCELLANEOUS**

(1) There shall be an Annual General Meeting held at least once per year at a time and place to be decided upon by the Board; further general meetings to be called as required.

(2) Notice of the date, time, location and agenda of the Annual General Meeting shall be sent to Members by mail, postmarked not less than 30 calendar days in advance, and of the date, time and location of other general meetings not less than 14 days in advance.

(3) General meetings may be called either by the Executive or by the petition of at least 20 percent of the Active Membership.

(4) (a) A quorum shall be 50% of the Active Membership.

(b) Notwithstanding paragraph (a) the next general meeting called following a

general meeting lacking sufficient attendance for a quorum shall be deemed to have a quorum present and may enact business accordingly.

(5) Voting at general meetings shall be by Active Members only and by a show of hands, unless another method is requested by at least three of the Members present, or by mail provided that written notice duly signed and witnessed, is received by the Secretary prior to the date of the General Meeting.

(6) Voting by proxy will be permitted where both parties involved are Active Members and where the absent Member's authorization in writing is presented to the Secretary prior to the meeting.

(7) If a petition to call a general meeting, signed by not less than 20% of the Active Membership is sent by registered mail to the Secretary:

(a) Within 10 calendar days of the receipt of such a petition, the President shall call a general meeting, giving the requisite 14 calendar days notice.

(b) Should the President not act within the stated time, the petitioners may act to call a general meeting and shall give the requisite 14 calendar days notice to all Members. Provided that these proceedings are carried out, any and all business transacted at such a meeting shall be considered legal and binding.

#### **ARTICLE XXI - AMENDING THE BY-LAWS**

(1) The By-Laws may be repealed or amended by a By-Law passed by a majority of not less than sixty-six percent (66%) of the regular Members entitled to vote as are present in person at a General Meeting of which one month's notice in writing specifying the intention to propose the repeal or amendment of the By-Law has been duly given.

(2) The By-Laws shall be amended according to the provisions of the Companies Act, R.S.P.E.I. 1988, Cap. C-14, as attached hereto as Appendix "B".

(3) Only Active Members in good standing with the Association shall be eligible to vote on amendments to the By-Laws.

#### **ARTICLE XXII - AUDIT**

(1) The fiscal year end of the Association shall be September 30 in each year.

(2) The Board may appoint an accountant each year to audit or review the financial accounts of the Association.

#### **ARTICLE XXIII - 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.

#### **ARTICLE XXIV - BORROWING POWERS**

For the purpose of carrying out its objects, the Association may borrow, raise or secure the payment of money in such manner as it deems fit, and in particular, but not limited to, the issue of promissory notes, debentures, mortgages, and the like, but this power shall be exercised only under the authority of the Association and in no case shall debentures be

issued without the sanction of an extraordinary resolution of the Association passed at a duly constituted meeting of the Active Members.

#### **ARTICLE XXV - APPEALS PROCEDURE**

All decisions and directives of the Board and the Executive may be appealed to the Membership as well as being subject to the due process of law.

#### **ARTICLE XXVI - INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS**

(1) Every director of the Association, and his or her heirs, executors and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Association from and against all costs, charges, and expenses which he or she shall or may sustain or incur in any action or proceeding which is brought or prosecuted against him or her for, or in respect of, any act, deed, matter or thing made, done or permitted by him or her in or about the execution of the duties of his or her office, and also from and against all other costs, charges and expenses which he or she may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his or her own willful neglect or default.

(2) No director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or act for the conformity or for any loss, damage or expense, happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or Association with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on his part or for the any other loss, damage or misfortune which may happen in the exercise of his respective duties or trust or relation thereto unless the same shall happen by his own or through his own willful act or default. Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

#### **ARTICLE XXVII - DISSOLUTION AND WINDING UP**

The net profit of the Association shall be expended in the operation of the Association and in the event of a winding-up or other dissolution of the Association, there shall not be any distribution of any kind among Members, but the funds of the Association shall be applied to some, one or more, charitable organizations within the community serviced by the Association, and recognized as such by Revenue Canada.

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