

## **ARTICLE 1: Preamble**

1.1 The name of this society is the Alberta Support Council for Massage Therapy, which may also be known as the ASCMT.

1.2 The following articles set forth Bylaws of the Society.

## **ARTICLE 2: Definition and Interpretation**

### *2.1 Definitions*

In these Bylaws, the following words have these meanings:

- Annual General Meeting means the annual general meeting described in Article 5.1 of these bylaws.
- Board means the Board of Directors of this Society.
- Bylaws means the Bylaws of this Society.
- Director means any person elected or appointed to the Board. This includes the President, immediate Past President, Secretary, and Treasurer.
- Majority in reference to the Board means a number equal to, or greater than, half of the Directors plus one.
- Member means a Member of this Society.
- Objects means the objects as set forth in the application to form a society.
- Officer means Officer of this society as listed in Article 6.2 of these Bylaws.
- Register means the register maintained by the Board, which contains the names of the Members of this Society.
- Registered Office means the registered office for this Society.
- Society means the Alberta Support Council for Massage Therapy.
- Special Meeting means the special meeting described in Article 5.2 of these Bylaws.
- Special Resolution means:
  - a) a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the Voting Members who vote in person;
  - b) a resolution proposed and passed as a Special resolution at a General Meeting with less than twenty-one days' notice. All Voting Members eligible to attend and vote at the General Meeting must agree; or
  - c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- Voting Member means a Member entitled to vote at the meetings of the Society.

### *2.2 Interpretation*

The following rules of interpretation must be applied in interpreting these Bylaws.

- a) Words importing a masculine gender include the feminine gender.
- b) Singular and plural: words indicating the singular number also include the plural, and vice-versa.
- c) A reference in these Bylaws to a board, an officer, a person, or a committee includes any delegate of the board, officer, person, or committee.
- d) Headings are for convenience only and do not affect the interpretation of these Bylaws.
- e) Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

### **ARTICLE 3: Objects of the Society**

The objects of the society are detailed in the application for form a society.

### **ARTICLE 4: Membership**

#### *4.1 Classification of Members*

There are four (4) categories of Members:

#### a) Practising Members

To become a Practising Member an individual must:

- i. maintain a business address for providing massage therapy services in Alberta; and
- ii. provide proof of completion of a massage therapy program; and
- iii. support the objects of this society; and
- iv. pay the annual fees set for Practicing Members.

#### b) Public Members

To become a Public Member an individual must:

- i. not provide massage therapy services in Alberta; and
- ii. support of the objects of this society; and
- iii. pay the annual fees set for Public Members.

#### c) Associate Members

To become an Associate Member an organization must:

- i. support of the objects of this society; and
- ii. pay the annual fees set for Associate Members.

#### d) Student Member

To become a Student Member, an individual must:

- i. be enrolled in a massage therapy training program within Alberta; and
- ii. support the objects of this society; and
- iii. pay the annual fees set for Student Members.

#### *4.2 Admission of Members*

Provided that classification and application requirements have been satisfied, any individual or organization may become a Member of the Society. The individual or organization will be entered as a Member under the appropriate category in the Register upon meeting these criteria.

#### *4.3 Membership Fees*

a) Membership Year

The membership year is January 1 to December 31.

b) Fees

The Board sets the annual membership fees for each category of Members.

c) Payment of Fees

Fees are paid by members to the Society upon initial application and annual renewal of membership.

#### *4.4 Rights and Privileges of Members in Good Standing*

a) Any Member is entitled to:

- i. Receive notice of meetings of the Society;
- ii. Attend any meeting of the Society;
- iii. Exercise other rights and privileges given to Members in these bylaws.

b) Voting Members

The Members who can vote at meetings of the Society are:

- i. Practising Members in good standing; and
- ii. Student Members in good standing; and
- iii. Public Members in good standing.

c) Number of votes

A Voting Member is entitled to one (1) vote at a meeting of the Society.

d) Members in Good Standing

A Member is in good standing when:

- i. The Member has paid any required fees to the Society; and
- ii. The Member is not suspended as a Member as provided for under Article 4.5.

#### *4.5 Suspension of Membership*

a) Decision to Suspend

The Board may suspend a Member's membership for one or more of the following reasons:

- i. If the Member has failed to abide by the Bylaws

b) Notice to the Member

- i. The affected member will receive written notice of the Board's intention review suspension of that Member.

- ii. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
  - iii. The notice will state the reasons why suspension is being considered and the date of the meeting of the Board to review the matter.
- c) Decision of the Board
- i. The Member will have an opportunity to appear before the Board to address the matter.
  - ii. The Board may limit the time given to the Member to address the Board.
  - iii. The Board may exclude the Member from its discussion of the matter, including the deciding vote.
  - iv. The decision of the Board is final.

#### 4.6 *Expulsion*

- a) The Board may expel any Member for any cause which is deemed sufficient in the interests of the Society if the Member has been:
  - i. previously suspended under Article 4.5; or
  - ii. convicted of an offense under the Criminal Code of Canada.
- b) Notice to the Member of the intention to expel will be carried out consistent with Article 4.5.b.
- c) This decision is final.
- d) The Member is considered to have ceased being a Member on the date their name is removed from the Register.

#### 4.7 *Termination of Membership*

- a) Resignation
  - i. Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
  - ii. Once the notice is received, the Member's name is removed from the Register. The Member is considered to have ceased being a Member on the date their name is removed from the Register.

#### b) Death

The membership of a Member is ended upon their death.

#### c) Deemed Withdrawal

- i. If a member has not paid required fees within three (3) months following the date the fees are due, the Member is considered to have resigned.
- ii. In this case, the name of the Member is removed from the Register. The Member is considered to have ceased being a Member on the date their name is removed from the Register.

#### 4.8 *Transmission of Membership*

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

#### 4.9 *Continued Liability for Debts Due*

Although a Member ceases to be a Member, by death, resignation or otherwise, they are liable for any debts owing to the Society at the date of termination of membership.

#### *4.10 Limitations on the Liability of Members*

No Member is, in their individual capacity, liable for any debt or liability of the Society.

### **ARTICLE 5: Meetings of the Society**

There shall be at least one meeting of the membership of the Society in each calendar year.

#### *5.1 Annual Meeting of the Society*

- a) The Society shall hold at least one meeting of the membership of the Society in each calendar year.
- b) The Board sets the place, date, and time of the meeting.
- c) The Secretary sends notice by ordinary mail or e-mail to each Member in good standing listed on the register at least thirty (30) days before the Annual General Meeting. This notice states the place, date, and time of the Annual General Meeting, and any business requiring a Special Resolution.
- d) No action taken at a General Meeting is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice; or an error that does not affect the meaning of the meeting notice.
- e) General Meetings of the Society are open to the public; a majority of the Members present may ask any persons who are not Members to leave.
- f) The President of the Society may preside over the Annual Meeting of the Society or may designate another individual to facilitate the meeting.
- g) The Annual General Meeting deals with the following matters:
  - i. adopting the minutes of the last Annual General Meeting; and
  - ii. receiving the Annual Report of the Society; and
  - iii. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities, and the auditor's report; and
  - iv. appointing the auditors; and
  - v. electing the Directors of the Board; and
  - vi. other matters, specified in the meeting notice.
- h) A Voting Member may not vote by proxy.
- i) Voting shall occur by way of a voting card issued to all Voting Members upon entry to the meeting.
- j) A motion will pass by a simple majority, with the exception of a Special Resolution; a tie vote means the motion is defeated.
- k) The quorum for all meetings of the Society shall be set at 20 of the Members who are eligible to vote on the date of the meeting and are present at the meeting.
- l) In the event quorum is not met within 30 minutes of the set meeting time, the President may adjourn the meeting and reschedule for two (2) weeks later at the same time and place. If a quorum is not present within thirty (30) minutes of the second meeting, the meeting will proceed with the Members in attendance.
- m) The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting. No further notice is necessary if the General Meeting is adjourned for less

- than thirty (30) days. The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.
- n) All meetings of the Society shall be conducted and votes taken in accordance with Robert's Rules of Order.
  - o) Any resolution, motion or matter carried at an annual meeting of the Society shall be considered at the next meeting of the Society but shall not bind the Society if contrary to the objects, well-being or good governance of the Society.

## 5.2 *Special Meeting of the Society*

- a) A Special Meeting may be called at any time:
  - i. By a resolution of the Board of Directors to that effect; or
  - ii. On the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.
- b) The Secretary mails or e-mails a notice to each member at least thirty (30) days before the Special Meeting. This notice states the place, date, time, and purpose of the Special Meeting.
- c) Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- d) Any Special Meeting has the same voting and quorum requirements as in Article 5.1.

## **ARTICLE 6: Governance of the Society**

### *6.1 The Board of Directors*

- a) The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
- b) The Board has the powers of the Society, except as stated in the *Societies Act*, which include:
  - i. Promoting the objects of the Society;
  - ii. Promoting membership growth of the Society;
  - iii. Maintaining and protecting the Society's assets and property;
  - iv. Approving an annual budget for the Society;
  - v. Paying all expenses for operating and managing the Society;
  - vi. Paying persons for services and protecting persons from debts of the Society;
  - vii. Investing any extra monies;
  - viii. Financing the operations of the Society, and borrowing or raising monies;
  - ix. Setting policies for managing the Society;
  - x. Approving all contracts for the Society;
  - xi. Maintaining all accounts and financial records of the Society;
  - xii. Appointing legal counsel as necessary;
  - xiii. Setting policies, rules and regulations for operating the Society and using its facilities and assets;
  - xiv. Selling, disposing of, or mortgaging any or all of the property of the Society; and
  - xv. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

- c) The inaugural Board consists of the Incorporators of the Society, half of whom will serve a term that closes at the end of the first Annual General Meeting; and the other half a term that closes at the end of the second Annual General Meeting.
- d) The Board may consist of a maximum of twelve (12) Directors, with membership representation as follows:
  - i. Eight (8) Directors from among the Practising Members; and
  - ii. Two (2) Directors from among the Student Members; and
  - iii. Two (2) Directors from among the Public Members residing in Alberta.
- e) The Board may consist of a minimum of six (6) Directors, with membership representation as follows:
  - i. Four (4) Directors from among the Practicing Members; and
  - ii. One (1) Director from among the Student Members; and
  - iii. One (1) Director from among the Public Members residing in Alberta.
- f) At each Annual General Meeting of the Society, the Voting Members elect the Directors of the Board of the Society to satisfy the minimum and maximum numbers and composition as set forth in these bylaws.
- g) The term of each Director is two (2) years, that closes at the end of the second Annual General Meeting following that Annual General Meeting.
- h) Voting Members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.
- i) A Director, including the President, may be resigned from office under the following conditions:
  - i. By giving one (1) month's notice in writing submitted to the President or the Secretary; the resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
  - ii. Voting Members may remove any Director, including the President, before the end of the term. There must be a majority vote at a Special Meeting called for this purpose.
- j) If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.
- k) Meetings of the Board
  - i. The Board holds a minimum of six (6) meetings over the course of twelve (12) months.
  - ii. The President calls regular meetings; the President may also call a meeting if any two (2) Directors make a request to the President in writing and state the business of the meeting.
  - iii. Notice of a meeting is provided to each Director in advance to the meeting by at least seven (7) days.
  - iv. Half of the Directors present at any Board meeting satisfies quorum.
  - v. If there is no quorum, the President adjourns the meeting and a new notice of meeting will be provided.

- vi. Each Director, including the President, has one (1) vote.
- vii. The President does not have a second or casting vote in the case of a tie vote; a tie vote means the motion is defeated.
- viii. Meetings of the Board are not open to Members of the Society, but minutes will be made available to a Member for review at a mutually convenient time upon receipt of written request made to the Secretary by a Member.
- ix. All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- x. A meeting of the Board may be held by telecommunication or electronic means. Directors who participate in this call are considered present for the meeting.
- xi. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- xii. A Director may waive formal notice of a meeting.

## *6.2 Officers*

- a) The Officers of the Society are the President, Vice-President, Secretary, and Treasurer.
- b) At its first meeting after formation of the Board, the Board elects, from among the Directors, all Officers for the following year, until the next Annual General Meeting.
- c) The Officers hold office until re-elected or until a successor is elected.

## *6.3 Duties of the Officers of the Society*

- a) The President:
  - acts as the spokesperson for the Society; and
  - supervises the affairs of the Board; and
  - is an ex-officio member of all Committees; and
  - when present, presides over all meetings of the Society, the Board, and the Executive Committee; and
  - is a signatory for any instruments of the Society; and
  - carries out other duties as assigned by the Board.
- b) The Vice President
  - when present in the absence of the President, carries out duties of the President; and
  - is a member of the Executive Committee; and
  - is a signatory for any instruments of the Society; and
  - carries out other duties as assigned by the Board.
- c) The Secretary
  - attends all meetings of the Society, the Board, and the Executive Committee; and
  - keeps accurate minutes of these meetings; and
  - has charge of the Board's correspondence; and
  - causes a register of names and addresses of all Members of the Society to be maintained; and
  - causes all notices of various meetings to be appropriately distributed; and
  - causes all fees to be collected; and
  - causes the annual return, changes in the Directors of the Society, amendments in the bylaws and other incorporating documents to be filed with the Corporate Registry; and



- is a member of the Executive Committee; and
  - is a signatory for any instruments of the Society; and
  - carries out other duties assigned by the Board.
- d) The Treasurer
- causes all annual fees collected to be deposited in a chartered bank, credit union, treasury branch, or trust company as chosen by the Board; and
  - shall properly account for funds by providing a detailed account of revenues and expenditures; and
  - present interim financial statements to the Board as requested; and
  - causes a Review Engagement, detailing the financial position of the Society to be prepared in advance of and presented at the Annual General Meeting; and
  - prepares annual budget for the Society; and
  - is a member of the Executive Committee; and
  - is a signatory for any instruments of the Society; and
  - carries out other duties assigned by the Board.

#### *6.4 Board Committees*

- a) The Board may establish Ad-Hoc committees to advise the Board.
- b) General Procedures for Committees:
- i. A Board member chairs each committee established by the Board.
  - ii. The Committee Chair calls committee meetings and provides reports to each Board meeting at the Board's request.

#### *6.5 Standing Committees*

- a) The Executive Committee
- i. Consists of the President, Vice President, Secretary, and Treasurer
  - ii. Is responsible for:
    - Planning agendas for Board meetings; and
    - Ensuring the care of day to day, emergency and unusual business between Board meetings; and
    - Reporting to the Board on actions taken between Board meetings; and
    - Carrying out other duties as assigned by the Board.
  - iii. Meetings are called as necessary by the President or upon receipt of written request which states the business of the meeting made by any two (2) other Officers.
  - iv. A meeting of the Executive Committee may be held by conference call; Officers who participate in this call are considered present for the meeting.
  - v. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

### **ARTICLE 7: Finance and Other Management Matters**

#### *7.1 Registered Office of the Society*

The registered office of the Society is located in the province of Alberta.

#### *7.2 Finance and Auditing*

- a) The fiscal year of the Society ends on September 30.

- b) An audit of the books, accounts, and records of the Society completed each fiscal year, completed by an accountant or by two members elected for that purpose. For each Annual Meeting of the Society, a complete statement of the books for the previous year must be presented.

### *7.3 Seal of the Society*

There is no Seal of the Society.

### *7.4 Cheques and Contracts of the Society*

- a) The designated Officers of the Board sign all cheques drawn on the monies of the Society.
- b) Two (2) signatures are required on all cheques.
- c) All contracts of the Society must be signed by Two (2) Officers of the Board.

### *7.5 The Keeping and Inspection of the Books and Records of the Society*

- a) The Secretary records the minutes of all meetings of the Members and the Society, Board, and Executive Committee that are kept at the Registered Office of the Society.
- b) The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.
- c) A Member wishing to inspect the books or records of the Society must give two (2) weeks' notice to the President or Secretary of the Society of his intention to do so.
- d) Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- e) All financial records of the Society are open for such inspection by the Members, during normal business hours and with two (2) weeks' notice.
- f) Other records of the Society are also open for inspection, during normal business hours and with two (2) weeks' notice, except those records that the Board designates as confidential.

### *7.6 Borrowing Power*

- a) The Society may borrow or raise funds to meet its objects and operation. The Board decides the amounts and ways to raise money, including giving or granting security.
- b) The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

### *7.7 Payments*

- a) Members who are Officers and Directors of the Society will be remunerated by way of monthly honorariums as authorized by the Board of the Society.
- b) Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

### *7.8 Protection and Indemnity of Directors and Officers*

- a) Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- b) No Director or Officer is liable for the acts of any other Director, Officer, or Member of the Society. No Director or Officer is responsible for any loss due to an oversight or error in judgment, or by an act in his role for the Society unless the act is fraud, dishonesty, or bad faith.

- c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's accountant. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**ARTICLE 8: Amending the Bylaws**

- a) These Bylaws may be altered by a Special Resolution at any Annual Meeting or Special Meeting of the Society.
- b) The thirty (30) days' notice of the Annual or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- c) The amended Bylaws take effect after approval of the Special Resolution at the Annual Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

**ARTICLE 9: Distributing Assets and Dissolving the Society**

- a) The Society does not pay any dividends or distribute its property among its Members.
- b) In no event do any Members receive any assets of the Society.
- c) Consistent with its Objects, the Society will wind up only when a functional regulatory college for Massage Therapy becomes provincially regulated under the Act or its successor.
- d) If the Society is dissolved, all assets and monies will be surrendered to the regulatory college for Massage Therapy as incorporated in accordance with the Act.