

# Massage Therapy



**Association of Manitoba Inc.**

## **BY-LAWS**

*Adopted November 2002  
Revised March 2004  
Revised March 2005  
Revised April 2006*

## TABLE OF CONTENTS

Section 1.	Interpretation.....	3
Section 2.	Business of the Association .....	4
Section 3.	Borrowing.....	5
Section 4.	Directors .....	6
Section 5.	Officers .....	9
Section 6.	Committees .....	10
Section 7.	Protection of Directors, Officers and Others .....	11
Section 8.	Members .....	13
Section 9.	Meetings of Members.....	15
Section 10.	Notices .....	17
Section 11.	Miscellaneous.....	18

## **By-laws of the Massage Therapy Association of Manitoba, Inc.**

**BE IT ENACTED AND IT IS HEREBY ENACTED** as by-law #1 of the Massage Therapy Association of Manitoba, Inc. (the “Association”).

### **SECTION ONE**

#### **Section 1. Interpretation**

- 1.01 **Name** – The name of this association shall be the Massage Therapy Association of Manitoba, Inc. (See Section 2 – Subsection 2:01)
- 1.02 **Mission** – The mission of the Association is to promote and enhance the art, science and philosophy of massage therapy in a professional and ethical manner to ensure the highest level of competency-based practice for massage therapy within the province of Manitoba.
- 1.03 **Purposes of the Association** – The purposes of the Association include:
- (a) protecting the public by ensuring safe, competent and ethical massage practice, accomplished by examination, registration and disciplinary processes;
  - (b) representing members before governmental and regulatory bodies concerned with massage therapy;
  - (c) fostering and encouraging professional growth among members;
  - (d) encouraging high standards of education for students of massage therapy; and
  - (e) promoting the art, philosophy and science of massage therapy.
- 1.04 **Definitions** – In this by-law and all other by-laws and special resolutions of the Association unless the context otherwise requires:
- (a) “Act” means The Corporations Act of Manitoba and any Act that may be substituted therefor, as from time to time amended;
  - (b) “articles” means the articles of the Association as from time to time amended, supplemented or restated and as the term articles is more particularly defined in the Act;
  - (c) “Association” means the Massage Therapy Association of Manitoba Inc;
  - (d) “board” means the board of directors of the Association as defined in these bylaws
  - (e) “By-laws” means this by-law and all other by-laws of the Association from time to time in force and effect;
  - (f) “Massage Therapy” means the art, philosophy and science of treatment by systematic manipulation of the soft tissues of the body and includes the following practises:
    - i) various techniques of assessment, massage and manipulation of the soft tissues of the body, but without the intended or attempted use of high

- velocity thrust of the bony structure of the body;
  - ii) hydrotherapy or the application of water in all forms;
  - iii) thermal-therapy or the application of heat and cold;
  - iv) remedial exercises;
  - v) use of vibrating and/or oscillating machines; and
  - vi) use of electromodalities, provided the member has met the training and qualification standards, as adopted and approved by the Association;
- (g) “member” means any person who qualifies and is accepted for membership in the Association;
- (h) “recorded address” means, in the case of a member, the member’s address as recorded in the register of members and, in the case of a director, officer, auditor or member of a committee of the board, the member’s address as recorded in the records of the Association;
- (i) “signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Association pursuant to the provisions of this By-law or by a resolution passed pursuant thereto
- (j) “ordinary resolution” means (1) a resolution adopted by the members of the association by a majority vote during a General Meeting; or (2) a resolution adopted by the members of the association by a majority vote in a mail ballot;
- (k) “Special Resolution” means (1) a resolution adopted by the members of the association during a General Meeting by a two-thirds (2/3) vote, and of which not less than twenty-one (21) days’ notice specifying the intention to propose it as a Special Resolution has been given; or (2) a resolution adopted by the Members of the association by a two-thirds (2/3) vote in a mail ballot;
- (l) “Two-thirds vote” means at least two-thirds (2/3) of the total number of votes, cast on a motion.

Words and expressions defined in the Act have the same meanings when used herein.

- 1.05 In all by-laws of the Association, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word “person” shall include an individual, partnership, corporation and association, and the masculine shall include the feminine.

## SECTION TWO

### Section 2. Business of the Association

- 2.01 **Registered Office** – Until changed in accordance with the Act, the registered office of the Association shall be at Winnipeg, Manitoba, or at such location therein as determined by the board.
- 2.02 **Execution of instruments** – Any contract, document or other instrument in writing requiring execution by the Association shall be executed by the President, or the First Vice-President, and one of either, the Second Vice-President, the Secretary, or the Treasurer, and all contracts, documents or other instruments in

- writing so executed shall be binding upon the Association without any further authorization or formality. The board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Association to execute, either manually or by facsimile signature, and deliver either contracts, documents or other instruments in writing generally or specific contracts, documents or other instruments in writing. The term “contracts, documents or other instruments in writing” as used in this by-law shall include, specifically but without limitation, deeds, mortgages, charges, security agreements, conveyances, releases, receipts and discharges for the payment of money or other obligations, transfers and assignments of property of all kinds, including, specifically but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.
- 2.03 **Banking Arrangements** – The banking business of the Association shall be transacted with such chartered banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.
- 2.04 **Fiscal Year End** – The fiscal year end of the association shall end on 31<sup>st</sup> day of December of each year or on such other date as the directors may from time to time by resolution determine.

## SECTION THREE

### Section 3. Borrowing

- 3.01 The board may:
- (a) borrow money upon the credit of the Association up to an aggregate limit of twenty-five thousand dollars (\$25,000) following which approval of the membership is required;
  - (b) issue, reissue, sell or pledge debt obligations of the Association, including bonds, debentures, notes or other evidences of indebtedness or guarantees, whether secured or unsecured;
  - (c) subject to Section 42 of the Act, give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
  - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association up to an aggregate limit of twenty-five thousand dollars (\$25,000) following which approval of the membership is required.

## SECTION FOUR

### Section 4. Directors

4.01 **Power and Duties** – The board shall manage or supervise the management and affairs of the Association and shall have the authority to exercise all such powers of the Association as are not by the Act or these By-laws required to be exercised by the Association at an annual meeting.

4.02 **Number of Directors, Residency and Quorum** – The articles of the Association provide that the Association shall have a board consisting of eight (8) directors. Subject to subsection 100(4) of the Act, a majority of the directors of the Association shall be residents of Canada. A quorum of the board shall be a majority of the board. No business shall be transacted at a meeting unless a quorum is present and, subject to subsection 100(4), a majority of the directors present are residents of Canada at the time of the transaction of such business. Notwithstanding a vacancy among the directors, a quorum of directors may exercise all the powers of the board.

4.03 **Qualification** – A director shall be a practicing member in good standing with the Association and otherwise qualified to be a director of the Association.

Members who are:

- (a) serving on the board of directors of or serving in any other executive capacity with another massage and/or other therapy association;

Shall not be eligible to assume a position on the Board of Directors.

*(This clause revised March 12, 2005)*

4.04 **Election and Term** – The election of directors shall take place at each annual meeting of members. Each director shall be elected for a two-year term. Approximately half of the directors shall be elected every year. All directors then in office and whose terms have then expired shall retire but, if qualified, shall be eligible for re-election. The election of directors shall be by ordinary resolution of the members. If an election of the directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. No election or appointment of a person as a director shall be effective unless:

- (a) the person consents in writing to act as a director before the election or appointment or within ten (10) days thereafter, or
- (b) the person was present at the meeting when elected or appointed and did not refuse at that meeting to act as a director.

4.05 **Removal of Director** – Subject to the provisions of the Act, the members of the Association may by special resolution at a special meeting to which not less than twenty one days (21) notice to the members has been given to remove any

director or directors from office and may elect any qualified person or persons as replacements for the remainder of the term.

- 4.06 **Vacation of Office** – The office of a director shall be vacated upon the occurrence of any one of the following events:
- (a) disqualification pursuant to the provisions of the Act;
  - (b) removal pursuant to the provisions of this by-law;
  - (c) by notice in writing to the Association of the director's resignation from office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
  - (d) where the director has missed two consecutive meetings of the board or has missed three meetings of the board during a one-year period and such absences were for reasons deemed not acceptable by the board; or
  - (e) the term of office has expired and an election of directors has been held.

All property of the Association in the possession of a director must be returned immediately to the Association upon the occurrence of one of the above-mentioned events.

- 4.07 **Vacancies** – Subject to the Act, the board may fill a vacancy in the board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the members to elect the minimum number of directors. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the minimum number of directors, the board shall forthwith call a special meeting of members to fill the vacancy.

- 4.08 **Place of Meetings** – Meetings of the board may be held at any place.

- 4.09 **Calling of Meetings** – Meetings of the board shall be held at least once every two months and may be called upon 48 hours notice in writing or by telephone by either the President or any two officers or directors of the Association. Any meeting of directors may be held at any place and time without such notice if all the directors are present or if a quorum is present and those directors who are absent have signified their consent to the holding of the meeting by an instrument in writing or subsequently thereto signify their consent in writing. Any resolution passed or proceeding or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

- 4.10 **Meetings by Telephone** – If all the directors consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be

- given with respect to all meetings of the board and of committees of the board held while a director holds office.
- 4.11 **Meeting of Board Without Notice** – For the first meeting of the board to be held immediately following the election of directors at an annual meeting of members or for a meeting of the board at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of directors is present.
- 4.12 **Voting at Meetings** – Questions arising in any meeting of directors shall be decided by a majority vote of such directors. Voting at all meetings of the board shall be by show of hands, except with respect to matters pertaining to the discipline of members in which case, the voting shall be by secret ballot.
- 4.13 **Chairperson** – The President, failing whom the First Vice-President, failing whom the Second Vice-President, shall be the chairperson of any meetings of the board. If no such officer is present at any meeting of the board, the directors present shall choose one of their numbers to act as chairperson of such meeting.
- 4.14 **Conflict of Interest** – A director shall not be disqualified by reason of that office from contracting with the Association. Subject to the provisions of the Act, a director shall not by reason only of that office be accountable to the Association or its members for any profit or gain realized from a contract or transaction in which the director has an interest. Such contract or transaction shall not be voidable by reason only of such interest or by reason only of the presence of a director so interested at a meeting, or by reason only of the director's presence being counted in determining a quorum at a meeting of the directors at which such a contract or transaction is approved, provided that a declaration and disclosure of such interest shall have been made at the time and in the manner prescribed by section 115 of the Act, and the director so interested shall have refrained from voting as a director on the resolution approving the contract or transaction (except as permitted by the Act) and such contract shall have been reasonable and fair to the Association and shall have been approved by the directors or members of the Association as required by section 115 of the Act.
- 4.15 **Remuneration and Expenses** – The directors shall receive no remuneration as such, but shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof including the payment of 'Honorarium' established by the Board of Directors from time to time in lieu of 'lost income.' Nothing herein contained shall preclude any director from serving the Association in any other capacity and receiving remuneration therefor.
- 4.16 **Resolution in Lieu of Meeting** – A resolution in writing, signed by all of the directors entitled to vote thereon at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or

committee of directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.

## SECTION FIVE

### Section 5. Officers

- 5.01 **Election** – At an organizational meeting to be held within 30 days of the election of directors, the board shall elect a President, and may elect such other officers, including a First Vice-President, Second Vice-President, Secretary, Treasurer and such other officers as the board may determine. An officer may, but need not be, a director and two or more offices may be held by the same person. But no officer shall hold more than one vote at a meeting of directors.
- 5.02 **President** – The President shall be the chief elected officer of the Association and, subject to the authority of the board shall have general supervision of the business of the Association. The President shall be chairperson of all meetings of the board and meetings of the members.
- 5.03 **First Vice-President** – The First Vice-President shall assist the President and shall have all of the powers and authority, and shall perform all of the duties, of the President in the absence of, disability or refusal to act of the President.
- 5.04 **Second Vice-President** – The Second Vice-President shall assist the president and shall have all of the powers and authority, and shall perform all of the duties, of the President in the absence of, disability or refusal to act of the President and First Vice-President.
- 5.05 **Secretary** – The Secretary shall attend and be secretary of all meetings of the board and members, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers and auditors. This officer shall be custodian of the seal and all books, papers, records, documents and instruments belonging to the Association, except when some other officer or person has been appointed for that purpose.
- 5.06 **Treasurer** – The Treasurer, if any, shall have the care and custody of all of the funds and securities of the Association and shall deposit same in the name of the Association in such bank or banks or with such depository or depositories as the board may direct. This officer shall keep or cause to be kept the books of account and the accounting records required by the Act and at all reasonable times exhibit the books and accounts to any director of the Association upon application at the office of the Association during business hours.

- 5.07 **Immediate Past President** – The person who concludes a full term as President shall be entitled to serve up to one (1) year as the immediate past president to assist in transition of duties and to provide continuity of governance and shall have the right to attend and participate at all meetings of the board and executive committee, and shall have the right to vote at such meetings.
- 5.08 **Variation of Duties** – From time to time, the board may vary, add to, or limit the powers and duties of any officer.
- 5.09 **Duties of officers may be delegated** – In case of the absence or inability to act of any officer of the Association or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the period of time of such absence or inability to act.
- 5.10 **Term of Office** – Each officer shall be elected by the board for a term of one year or appointed by the board to complete a term that has been vacated and shall otherwise hold office until a successor is elected or appointed.
- 5.11 **Agents and Attorneys** – The board shall have power from time to time to appoint agents or attorneys for the Association with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 5.12 **Executive Director** – The Board shall be entitled to appoint or contract with or remove the Executive Director, who shall be responsible for implementing the Board's policies, decisions of the association, and for the day to day administration of the association, including overseeing the maintenance of all records of the association. The Executive Director shall report regularly to the Board of Directors.

## SECTION SIX

### Section 6. Committees

- 6.01 **Constitution of Committees** – The board may, from time to time, constitute such committees, as it deems necessary to assist the directors in carrying on the affairs of the Association and shall establish written terms of reference for each committee.
- 6.02 **Membership of Committees** – The board shall appoint a director to be the committee chair and the members of the Association to be members of each of the committees. The President shall be ex-officio a member of each committee. Practising members and any other individuals deemed appropriate by the board shall be eligible for appointment to committees.
- 6.03 **Meetings** – Except as may be provided by the board, the committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as

they think fit provided that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes.

- 6.04 **Nominating Committee** – The Board, at least 90 days prior to an annual meeting, shall appoint a Nominating Committee made up of three members, one of whom shall be a Past President who shall serve as Chair. This committee shall submit a slate of directors to each annual meeting of members to which may be added names of nominees from the floor of the annual meeting.

## SECTION SEVEN

### Section 7. Protection of Directors, Officers and Others

- 7.01 **Indemnification of Directors and Officers** – The Association shall indemnify a director or officer of the Association, a former director or officer of the Association or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a member or creditor, and his heirs and legal representatives to the extent permitted by the Act.
- 7.02 **Indemnity of Others** – Except as otherwise required by sections 7.01 and 7.03, the Association may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that this person is or was an employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee, agent of or participant in another Association, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by this person in connection with such action, suit or proceeding if this person acted honestly and in good faith with a view to the best interests of the Association, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Association, or, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was unlawful.
- 7.03 **Successful defence** – To the extent that a person who is or was an employee or agent of the Association has achieved complete or substantial success as a defendant in any action, suit or proceeding referred to in these By-laws, this

- person shall be indemnified against all costs, charges and expenses actually and reasonably incurred in connection therewith.
- 7.04 **Right of indemnity not exclusive** – The provisions for indemnification contained in these By-laws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall enure to the benefit of the heirs, executors and administrators of such a person.
- 7.05 **No Liability of Directors or Officers for Certain Acts, etc.** – To the extent permitted by law, no director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the respective office or trust or in relation thereto unless the same shall happen by or through a failure to act honestly and in good faith with a view to the best interests of the Association and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the Association except such as shall have been submitted to and authorized or approved by the board of the Association. If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer or shall be a member of a firm or a member, shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of his being a director or officer of the Association shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.
- 7.06 **Insurance** – The Association shall, as permitted under the Act, purchase and maintain insurance for the benefit of any person referred to in Article VII.

## SECTION EIGHT

### Section 8. Members

8.01 **Classes of Membership** – There shall be six (6) classes of membership in the Association, namely practicing members, non-practicing members, student members, honorary life members, probationary members and associate members: *(This clause revised April, 2006)*

8.02 **Qualification of Members** – Persons, firms, organizations or corporations who meet the following qualifications may upon the approval of the board be admitted to the above membership classes:

(a) practising members are individuals who practice massage therapy in the Province of Manitoba and have: *(This clause revised March 12, 2005)*

- i) completed an application for membership in a form acceptable to and approved by the board;
- ii) obtained professional liability insurance in a form and with an insurer acceptable to and approved by the board;
- iii) completed course work and have obtained a diploma issued by a school of massage therapy acceptable to and approved by the Association;
- iv) successfully completed written, oral, and practical entrance examinations of the Association;
- v) executed an undertaking to be bound by the by-laws, standards of practice, code of ethics, conflict of interest code and such other codes, guidelines, policies, practices and procedures as the board may adopt from time to time;
- vi) fully paid all membership dues or other sum levied or which became payable by the applicant;
- vii) successfully completed and obtained a current CPR certificate issued by an organization acceptable to and approved by the board; and
- viii) obtained from an appropriate municipal or governmental authority any licence required to practise massage therapy.

(b) non-practicing members are individuals who:

- i) are practicing members who have submitted a written request to the Board of Directors to change their membership status from practising member to non-practising member;
- ii) have chosen to not practice massage therapy with any other massage and/or other therapy organization in the Province of Manitoba; and
- iii) have paid all non-practicing dues and fees as required.

(c) students members are individuals who have

- i) commenced course work with the view to obtaining a diploma issued by a school of massage therapy acceptable to and approved by the Association; and
  - ii) fully paid all membership dues or other sum levied or which became payable by the member
- (d) honorary life members shall be those members who have been appointed to this class of membership by resolution of the Board of Directors in recognition of their contributions to the profession and the association

*Note: This class of membership shall not require the payment of membership dues.*

- (e) probationary members are those members who have been placed within this class by resolution of the Board of Directors for matters of discipline as determined by the Board on a case by case basis.
- (f) associate members are individuals, corporations and other organizations who
- i) support the mission and purposes of the Association; and
  - ii) who have fully paid all membership dues or other sum levied or which became payable by the member

**8.03 Admission of Members** – Persons, firms, organizations or corporations eligible as members shall be admitted to their respective membership classes by resolution of the board.

#### **8.04 Responsibilities of Members**

- (a) All members shall support and promote the mission and purposes of the Association.
- (b) All members shall comply with the by-laws, standards of practice, code of ethics, conflict of interest code and such other codes, guidelines, policies, practices and procedures as the Association may adopt from time to time.
- (c) All members shall pay assessments, dues or other sums levied by the Association.
- (d) All members shall notify the Association in writing of any change of address and/or telephone number within thirty (30) days of such change.
- (e) Practising members shall display in a prominent location at the member's business premises, evidence of membership in the Association.

**8.05 Resignation of Members** – Members may resign in writing which shall be effective upon receipt by the board. In case of resignation a member shall remain liable for payment of any assessment, dues or other sum levied or which became payable by the member to the Association prior to receipt of the written resignation by the board.

**8.06 Dues** – Annual dues shall be payable by members in amounts as shall from time to time be fixed by the board. A member who does not pay annual dues on or

before the 31<sup>st</sup> day of December in any given year shall thereupon automatically cease to be a member of the Association, but any such member may on payment of all unpaid dues and administrative penalties as established by the Board of Directors from time to time; may be reinstated by resolution of the board. All members who resign change their status as members, or whose memberships are revoked, shall not be entitled to partial reimbursements of membership dues for the year in which the resignations, changes of status of membership or revocations of membership occurred.

- 8.07 **Voting Privileges** – Practicing and Honourary Life members are entitled to one vote per member at meetings of members. Non-practicing members, student members, probationary members and associate members are non-voting members and shall not vote at member meetings but will be entitled to speak.
- 8.08 **Member Discipline** – A Member may be disciplined for failing to comply with the by-laws, standards of practice, code of ethics, conflict of interest code and such other codes, guidelines, policies, practices and procedures in place from time to time. Any discipline of a member shall be in accordance with the Discipline Process, which shall set out the procedure for investigating complaints, hearing allegations, and making appeals to the Board of Directors. The Discipline Process shall also set out the occasions when the disciplinary measures of a warning, a reprimand, a suspension, probation, terms, conditions, and limitations or an expulsion can be imposed. The Discipline Process shall be established and may be amended from time to time by the Board of Directors by resolution.

## SECTION NINE

### Section 9. Meetings of Members

- 9.01 **Annual Meeting** – Subject to the provisions of the Act, the annual meeting of the members shall be held in, Manitoba, and on such date in each year as the board may determine.
- 9.02 **Special Meetings** – Subject to the provisions of the Act, special meetings of the members may be convened at any time and any place in Manitoba by order of the board on their own motion or on the requisition of members as provided for in the Act.
- 9.03 **Notice** – Notice of the time and place of each meeting of members shall be given in the manner provided in Section 10.01 not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and to each member who is entitled to vote or entitled to the right to be notified of the meeting. No public notice or advertisement of the annual or any other meeting of the members shall be required.

- 9.04 **Meetings Without Notice** – Notwithstanding the provisions of the Act relating to notice, a meeting of members may be held without notice at any time and at any place permitted by the Act or the articles provided a waiver of notice is obtained in accordance with section 130 of the Act.
- 9.05 **Quorum** – The quorum for the transaction of business at meetings of the members shall consist of not less than ten percent (10%) of practising members present or represented by proxy.
- 9.06 **Votes to Govern** – At any meeting of members, every question shall, unless otherwise required by the articles or by law, be determined by the majority of the votes cast on the question.
- 9.07 **Right to Vote** – At any meeting of members, every person shall be entitled to vote who, at the time of voting is entered in the membership register as the member of classes of membership carrying the right to vote at such meeting, subject to the provisions of the Act.
- 9.08 **Proxies** – Every member entitled to vote at meetings of members may, by means of a proxy, appoint a proxy holder who is a practising member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be executed by the members in writing. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof. A member may revoke a proxy in accordance with the provisions of the Act. No practising member may carry more than 10 proxies at each meeting of the members.
- 9.09 **Deposit of Proxies** – The directors may specify in a notice calling a meeting of members a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Association or its agent.
- 9.10 **Form of Proxy** – An instrument appointing a proxy shall be substantially in the following form:

The undersigned member of the Massage Therapy Association of Manitoba Inc. hereby appoints \_\_\_\_\_, of \_\_\_\_\_, \_\_\_\_\_, as the proxy of the undersigned to vote and act for the undersigned on behalf of the undersigned at the meeting of members of the Association to be held on \_\_\_\_\_, 20\_\_\_\_, and any adjournment thereof.

DATED on \_\_\_\_\_, 20\_\_\_\_\_

---

(Signature of the member) (Name of the member - please print)

---

(Member Number as issued by the Massage Therapy Association of Manitoba Inc.)

- 9.11 **Show of Hands** – Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is ordered by the chair of the meeting or requested by the assembly by majority vote or unanimous consent.
- 9.12 **Ballots** – On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, a majority of the members or proxy-holders entitled to vote at the meeting may by resolution require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the membership which the person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the members upon the said question.
- 9.13 **Appointment of Auditor** – An auditor shall be appointed at each annual meeting of the Association and it shall be the auditor’s duty to audit the books and accounts of the Association and to make a report to the members upon the financial accounts, assets and liabilities of the Association at the next following annual general meeting. The remuneration of the auditor shall be fixed by the board of directors.
- 9.14 **Adjournment** – The chairperson may, with the consent of any meeting, adjourn such meeting from time to time and if a meeting is adjourned for less than 30 days, no notice of such adjournment need be given to the members. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## SECTION TEN

### Section 10. Notices

- 10.01 **Method of Giving Notices** – Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the regulations thereunder, articles, by-laws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or

- if delivered to the recorded address or if mailed to the person at the recorded address by prepaid air or ordinary mail, or if sent to at the person's recorded address by any means of prepaid, transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; any notice so mailed shall be deemed to have been given when deposited in any post office or public letter-box; any notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by the Secretary to be reliable.
- 10.02 **Signature to Notices** – The signature or signatures to any notice to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 10.03 **Computation of Time** – In computing a date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 10.04 **Omissions and Errors** – The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 10.05 **Waiver of Notice** – Any member (or the member's duly appointed proxy holder), director, officer, auditor or member of a committee of the board may waive any notice required to be given under the provisions of the Act, the articles, the by-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.
- 10.06 **Undelivered Notices** – If any notice given to a member pursuant to Section 9.01 is returned on three consecutive occasions because the member cannot be found, the Association shall not be required to give any further notices to such member until the member informs the Association in writing of the new address.

## SECTION ELEVEN

### Section 11. Miscellaneous

- 11.01 **Invalidity of any Provision of These By-laws** – The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

- 11.02 **Dissolution** – The existence of the Association shall be perpetual unless sooner dissolved by vote of seventy-five percent (75%) of the practising members. Upon dissolution, the assets of the Association shall be transferred to an organization that espouses similar purposes.
- 11.03 **Amendment** – These By-laws shall be amended at an annual meeting of members or at a special meeting of members convened for that purpose, provided that all notice requirements contemplated by these By-laws have been met and such amendments receive an affirmative vote of two-thirds (2/3) of the members or proxy votes present at the meeting.
- 11.04 **Rules of Order** – The latest edition of Robert’s Rules of Order shall govern all questions of order at all meetings of the Association, except where these rules come into conflict with these By-laws, or when overruled by not less than two-thirds vote of practising members present at a meeting.

CONFIRMED by the members in accordance with the Act on, November 4, 2001

AMENDED by the members in accordance with the ACT on March 14, 2004

AMENDED by the members in accordance with the ACT on March 12, 2005

AMENDED by the members in accordance with the ACT on April 7, 2006

*(Original Signed by)*

*(Original signed by)*

---

President  
Garry Melnyk BA, RMT  
March 31, 2005

---

Secretary  
Wendy Gambrel, RMT  
March 31, 2005