

CMTNB Operating By-Laws, as ratified  
on December 1, 2022.

COLLEGE OF MASSAGE THERAPISTS  
OF NEW BRUNSWICK

BY-LAWS

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## ARTICLE 1: DEFINITIONS

### 1.1 In these by-laws:

- “ACT” means the New Brunswick *Massage Therapy Act*, SNB 2013, c.49;
- “ALL MEMBERS” means Active Members, Inactive Members, Provisional Members, and Honourary Members, as provided for in Article 5 of these by-laws;
- “AUDITORS” means the Chartered Professional Accountant or Accountants retained to perform the annual review of the College’s books in accordance with Article 17 of these by-laws;
- “BOARD” means the Board of Directors of the College constituted under Section 10 of the Act;
- “COLLEGE” means the College of Massage Therapists of New Brunswick, as defined in the Act;
- “DIRECTOR” means a person who is a member of the Board of Directors;
- “NOTICE” means the delivery of paper or electronic communication to the last known address, email account, or facsimile number of All Members appearing on the books of the College, or if no address, email account, or facsimile number so appears then to such address, email account, or facsimile number as the College may consider to be the most likely place to promptly reach All Members;
- “OFFICER” means the College’s President, Past-President, Vice-President, Secretary and Treasurer, elected in accordance with Subsection 10(1)(a) of the Act or appointed in accordance with Subsection 11(2) of the Act;
- “POLICY” means a written policy or procedure of the College adopted by a resolution of the Board of Directors at a duly constituted meeting of the Board.
- “REGISTRAR” means the Registrar of the College hired by the Board of Directors in accordance with the terms of these by-laws;

### 1.2 All other words or expressions have the same meaning as in the Act.

## ARTICLE 2: HEAD OFFICE

2.1 The head office of the College shall be located within the Province of New Brunswick.

## ARTICLE 3: CORPORATE SEAL

3.1 The seal of the College shall bear the name of the College of Massage Therapists of New Brunswick and the year of proclamation of the Act and shall be in the form adopted by the Board from time to time.

## ARTICLE 4: OFFICIAL LANGUAGES

4.1 The College shall maintain the ability to conduct all business, proceedings, and deliberations in both official languages, English and French;

4.2 The College shall issue all of its written communications to All Members in both English and French.

## ARTICLE 5: MEMBERSHIP

5.1 *Classifications of Membership:* There shall be the following classifications of membership in the College:

- a) Active Members;
- b) Inactive Members;
- c) Provisional Members; and
- d) Honourary Members.

### Active Members

5.2 *Rights of Active Members:* Active Members of the College are permitted to practice massage therapy within the scope of practice of massage therapy defined in the Act.

Active Members may attend all meetings of the College, vote at meetings, and may hold office on the Board or on Committees of the College or both.

5.3 *Application for Active Membership:* The College shall grant Registration and a license to practice massage therapy as an Active Member to a person who:

- a) submits proof of graduation with a diploma or degree in massage therapy from an approved school, college, or university, as defined in Article 5.4 of these by-laws, within three (3) years from the date of graduation;
- b) successfully completes both the Objectively Structured Clinical Evaluation (OSCE) and the Multiple-Choice Questions (MCQ) components of the College competency examinations within three (3) years from the date of graduation;

- c) pays all membership dues for Active Members, pro-rated to the month of commencement of Active Membership;
- d) provides proof of professional liability insurance written on an occurrence form in an amount suitable to the College as determined by the Board from time to time;
- e) submits an original signed criminal record and vulnerable sector check obtained from the Royal Canadian Mounted Police (RCMP) or local police force, completed within six (6) months from the date of application;
- f) attests to having a reasonable fluency in English or French;
- g) provides two (2) original letters of reference signed and dated within the past two (2) years, attesting to the good character and professional reputation and practice of the applicant.
- h) produces other satisfactory evidence of good character or professional reputation and practice or both as may be required by the College;
- i) provides proof of Canadian citizenship or that the applicant is lawfully admitted and entitled to work in Canada, in the form of two (2) pieces of government issued identification, at least one including photo identification.
- j) produces current First Aid and CPR certificates to the minimum qualifications as may be determined by the Board from time to time.

5.4 Approved Schools: For the purpose of these by-laws, the term “approved school, college, or university” means:

- a) a school, college, or university which has current accreditation from the Canadian Massage Therapy Council for Accreditation;
- b) a school, college, or university approved by the College;
- c) a school, college, or university approved by a legislated regulatory body of massage therapy in another Canadian province or territory;
- d) a school, college, or university in a Canadian province or territory in which the practice of massage therapy is not regulated by legislation that meets minimum standards as determined by the College; or
- e) a school, college, or university outside of Canada that meets minimum standards as determined by the College.

5.5 Application for Transfer to Active Membership from a Regulated Jurisdiction: The College shall grant Registration and a license to practice massage therapy as an Active Member to a person who is transferring to New Brunswick from a Canadian province or territory in which the practice of massage therapy is regulated by legislation, when the person:

- a) submits a Letter of Active Status and Good Standing from the legislated regulatory body for massage therapists in the regulated province or territory, dated not more than sixty (60) days prior to the date of application;
- b) submits a declaration of all current and former complaints and disciplinary proceedings taken against him or her in any jurisdiction;
- c) complies with the requirements for Active Membership set out at Articles 5.3 (c) – (j) of these by-laws; and
- d) Satisfies jurisprudence knowledge requirements as may be established by Board from time to time.

5.6 Application for Transfer to Active Membership from an Unregulated Jurisdiction: Upon receiving an application for transfer to Active Membership from a Canadian province or territory in which the practice of massage therapy is not regulated by legislation, or from a jurisdiction outside of Canada (an “unregulated jurisdiction”) the Admissions Committee will review the applicant’s credentials and education to determine whether the applicant meets the minimum standards for eligibility to write the College Entry-to-Practice Certification Examinations. The Admissions Committee may require the applicant to take further education before being eligible to write the Entry-to-Practice Certification Examinations.

The College shall grant Registration and a license to practice massage therapy as an Active Member to a person who is transferring to New Brunswick from an unregulated jurisdiction, when the person:

- a) submits a Certificate or Letter of Active Status and Good Standing from his or her former association or regulating body in his or her jurisdiction of practice, dated not more than sixty (60) days from the date of application;
- b) submits proof of graduation with a diploma or degree in massage therapy from an approved school, college, or university, as defined in subsection 5.4 of these by-laws;
- c) submits a declaration of all current and former complaints and disciplinary proceedings taken against him or her in any jurisdiction;
- d) completes any additional education as may be required by the Admissions Committee upon review of the applicant’s credentials and education;



- e) successfully completes both the Objectively Structured Clinical Evaluation (OSCE) and the Multiple-Choice Questions (MCQ) components of the College competency examinations; and
- f) complies with the requirements for Active Membership set out at Articles 5.3 (c) – (j) of these by-laws.

5.7 Renewal of Active Membership: Active Members shall submit an application for renewal of Active Membership status by January 31<sup>st</sup> of each year. The College shall renew the Active Membership status, in accordance with subsection 17(4) of the Act, of every member who:

- a) Is in good standing with the College;
- b) Submits an application for renewal of membership within the required time period set out above;
- c) Pays the required membership dues as required by the Act and these by-laws;
- d) Provides proof of professional liability insurance written on an occurrence form in an amount suitable to the College as determined by the Board from time to time;
- e) Maintains current First Aid and CPR certificates to the minimum qualifications as may be determined by the Board from time to time;
- f) Has submitted an original signed criminal record and vulnerable sector check obtained from the Royal Canadian Mounted Police (RCMP) or local police force within the past five (5) years; and
- g) Complies with the requirements of Article 5.8.

5.8 Proof of Completion of CEUs and Continuing Practice: Every third (3<sup>rd</sup>) year, Active Members shall submit the following along with their application for renewal of Active Membership:

- a) A mandatory declaration of one of the following:
  - i) That the member has performed at least five hundred (500) hours of direct client care within the past three-year cycle using modalities recognized by the College as being within the scope of massage therapy, as defined by the College from time to time;
  - ii) That the member has completed additional educational requirements as the College may require; or,
  - iii) That the member has completed an approved massage therapy

program from an approved school, college, or university within the past three (3) years; and

- b) Proof of completion of the required number of Continuing Education Units (CEUs) within the previous three-year cycle, as set out in Article 21 of these by-laws.

An Active Member's three-year cycle shall begin on the next November 1<sup>st</sup> following admission into the College as an Active Member, and shall continue every three (3) years thereafter.

Members who wish to renew their Active Membership under Article 5.8(a)(ii) above must inform the Registrar in writing no later than one (1) year prior to the renewal date of their 3-year cycle.

### Inactive Members

- 5.9 *Transfer of Active Membership to Inactive Membership:* Inactive members are members of the College who were Active Members, but have temporarily or permanently discontinued practicing massage therapy and are paying inactive membership dues. Any Active Member may request in writing to the Registrar that their membership status be changed from Active to Inactive at any time after they have been an Active Member in good standing for one (1) year, and have remained in good standing. A member may remain Inactive for up to three (3) years, after which they must renew to Active or Provisional status or shall be removed from the Register.
- 5.10 *Rights of Inactive Members:* Inactive Members may not-practice massage therapy in New Brunswick until renewing their Active Membership status. Inactive Members may attend all meetings of the College, and may serve as non-chair members of committees, but do not have voting privileges and may not hold office on the Board.
- 5.11 *Renewal of Inactive Membership:* Inactive Members shall submit an application for renewal of Inactive Membership status by January 31<sup>st</sup> of each year. The College shall renew the Inactive Membership status, in accordance with subsection 17(4) of the Act, of every member who:
  - a) Is in good standing with the College as an Inactive Member;
  - b) Submits an application for renewal of Inactive Membership within the required time period set out above;
  - c) Pays the required Inactive Membership dues as required by the Act and these by-laws;

- 5.12 *Renewal to Active or Provisional Membership*: An Inactive Member may submit an application in writing to the Registrar to renew their Active or Provisional Membership status at any time within three (3) years of commencement of Inactive status. An Inactive Member shall be renewed to Active or Provisional Member status upon paying all required membership dues as determined by the College and in accordance with these by-laws.

Notwithstanding the foregoing, a Member of the College may renew their status from Inactive status to Active or Provisional Membership status under this Article once in every 10-year period. If a member applies to renew their status from Inactive to Active or Provisional Membership more than once in a 10-year period, the application(s) shall be reviewed at that time by the Admissions Committee, who may impose additional requirements for renewal.

Members of the College on medical leave or parental leave do not need to go through the Admissions Committee as long as they provide the Registrar with the proper leave documentation.

#### Provisional Members

- 5.13 *Admission as Provisional Member*: a person may apply to become a Provisional Member of the College when they have met all requirements for admission to Active Membership and intend to practice massage therapy in a non-legislated province or territory in Canada and not in New Brunswick.
- 5.14 *Rights of Provisional Members*: Provisional Members may attend all meetings of the College, but do not have voting privileges and may not hold office on the Board or on Committees. Provisional Members may not practice massage therapy in New Brunswick until transitioning to Active Membership status.
- 5.15 *Dues for Provisional Membership*: the membership dues payable for Provisional Members shall be the same as the membership dues payable for Inactive Members.
- 5.16 *Renewal of Provisional Membership*: Provisional Members shall submit an application for renewal of Provisional Membership status by January 31<sup>st</sup> of each year. The College shall renew the Provisional Membership status, in accordance with subsection 17(4) of the Act, of every member who:
- a) Is in good standing with the College as a Provisional Member;
  - b) Submits an application for renewal of Provisional Membership within the required time period set out above;
  - c) Pays the required Provisional Membership dues as required by the Act and these by-laws; and
  - d) Provides proof of completion of the required number of Continuing

Education Units (CEUs) within the previous three-year cycle, as set out in Articles 5.8 and 21 of these by-laws. CEUs must be approved by the College.

5.17 Transfer to Active Membership: A Provisional Member may apply to transfer their membership status to Active Membership, when:

a) they provide proof of compliance with the requirements for renewal of Active Membership provided for in Articles 5.7 (d) (e) and 5.8 (a) and (b) of these by-laws;

b) they pay the required membership dues for Active Membership as determined by the College and in accordance with these by-laws;

c) submits an original signed criminal record and vulnerable sector check obtained from the Royal Canadian Mounted Police (RCMP) or local police force, completed within six (6) months from the date of application;

d) submits a certificate or letter of good standing from his or her former association or regulating body in his or her jurisdiction of practice, dated not more than sixty (60) days from the date of application; and

e) submits a declaration of all current and former complaints and disciplinary proceedings taken against him or her in any jurisdiction.

#### Honourary Membership

5.18 Admission as Honourary Member: a person may become an honourary member of the College:

a) At their election, upon having been an Active Member in good standing of the College for not less than ten (10) years, and upon the termination of their Active Membership; or

5.19 Upon the appointment of the Board, for meritorious service to the profession of massage therapy in New Brunswick.

5.20 Rights of Honourary Members: Honourary Members may attend all meetings of the College, but may not vote on business of the College and may not hold office on the Board. Honourary Members may hold office on committees, but may not hold a position of committee chair. Honourary Members may not practice massage therapy in New Brunswick.

Dues for Honourary Membership: There shall be no dues payable for Honourary Membership.

- 5.21 Transfer to Active Membership: An Honourary Member may not transfer to Active Membership.
- 5.22 Records of Honourary Members: Honourary Members who hold office on College committees may be required to maintain in their College file an up-to-date clear Criminal Record Check.

#### Termination of Membership

- 5.23 Membership in the College may be terminated by:
- a) death of a member;
  - b) resignation of a member, sent in writing to the Registrar;
  - c) non-payment of dues by the date specified in these by-laws; or
  - d) disciplinary action.
- 5.24 The Board may accept the resignation of a member provided that:
- a) the member is not in default of any amount owing to the College; and
  - b) the member is not subject to any disciplinary proceedings under the Act or under investigation for any matter that could result in disciplinary proceedings.
- 5.25 On termination of membership, all members shall lose all rights and privileges in the College.

#### Reinstatement of Membership

- 5.26 Any person whose Active Membership in the College has lapsed, been terminated or suspended, except for those whose membership was terminated or suspended by reason of disciplinary action, may apply to the Registrar in writing for reinstatement of Active Membership within three (3) years from the date of termination or suspension of membership.
- 5.27 The College shall grant reinstatement of any person who applies within the required time provided that the applicant:
- a) pays all outstanding membership dues and the required membership dues for the year of application;
  - b) provides proof of professional liability insurance written on an occurrence form in an amount suitable to the College as determined by the Board from time to time;

c) takes any additional educational requirements or other steps as may be required by the Admissions Committee; and

d) provides proof of compliance with the requirements for renewal of Active Membership provided for in Articles 5.7(e) and (f).

#### ARTICLE 6: MEMBERSHIP REGISTER:

6.1 The Registrar shall keep and maintain a Members Register in accordance with Subsection 21(1) of the Act, in which shall be recorded the names, addresses, and membership categories of all members of the College.

6.2 The Members Register shall be open to inspection, or to provision of information from it, by or to any person who proves to the Registrar that there is a bona fide reason for requesting access to or information from such register.

#### ARTICLE 7: PROFESSIONAL CORPORATIONS

7.1 All persons who practice massage therapy for a Professional Corporation, as defined in Section 24 of the Act, must be Active Members in good standing with the College.

#### ARTICLE 8: MEMBERSHIP DUES

8.1 The College shall set the annual membership dues and other assessments of fees to be paid by the members from time to time. Annual Membership Dues and other fees shall be determined by the Board at a duly constituted meeting of the Directors.

8.2 Annual Membership Dues shall increase by no more than 10 percent in any one-year period and no more than 30 percent in any five-year period, without the majority approval of the members at a duly constituted annual or special meeting of the College.

8.3 Annual Membership Dues for new members shall be pro-rated to the month of commencement of membership in the College.

8.4 The Registrar shall send Notice to All Members of the Annual Membership Dues for the upcoming fiscal year no less than one hundred and twenty (120) days before the beginning of the new fiscal year.

8.5 Payment of the Annual Membership Dues shall be made to the College no later than January 31 of each year, in accordance with Subsection 22(1) of the Act. Should payment be made after January 31, payment shall be accompanied by a late payment fee of \$75 commencing on February 1 of that year.

## ARTICLE 9: ANNUAL AND SPECIAL MEETINGS OF THE COLLEGE

### Annual General Meetings

- 9.1 There shall be an Annual General Meeting (“AGM”) of the College, held each year no more than one hundred and twenty (120) days and no less than thirty (30) days after the end of the previous fiscal year. The AGM shall be held at such time and place as the Board may determine.
- 9.2 The Registrar shall notify All Members of the date, time, and location of the AGM no less than one hundred and twenty (120) days before the meeting. This notice to All Members shall include a list of elected Officer positions which are open for election at the AGM.
- 9.3 The Registrar shall send Notice Calling the Annual General Meeting to All Members no less than thirty (30) days prior to the meeting. Included in the Notice Calling the Meeting shall be a list of the nominees for elected Officer positions, and any proposed additions, amendments or repeals of these by-laws which are duly submitted in accordance with Subsection 8(3) of the Act.
- 9.4 The President may determine the Order of Business for the AGM, however a suggested order is:
  1. Call meeting to order
  2. Introduction of the Officers of the Board
  3. Reading and adoption of minutes of previous meeting
  4. Business arising out of minutes
  5. President’s report
  6. Financial report
  7. Report and appointment of auditors
  8. Report of Committees
  9. Unfinished business
  10. Report of the Nominations Committee
  11. Election of Officers
  12. New business
  13. Adjournment

### Special Meetings

- 9.5 Special Meetings of All Members of the College may be called at any time and place as may be determined by resolution of the Board.
- 9.6 A Special Meeting of All Members shall be called by the President within sixty (60) days of receiving a written request from not less than twenty percent (20%) of Active Members. Such written request shall state the proposed agenda for the meeting.

- 9.7 The Registrar shall give no less than fourteen (14) days notice to All Members of a Special Meeting. Such notice shall include the date, time and place of the meeting and the general nature of the business to be addressed at the meeting.

#### Rules of Annual General Meetings and Special Meetings

- 9.8 *Business at Meetings:* The President shall determine the business of any meeting of the College.

Any member wishing to place an item on the agenda for an AGM must notify the President in writing no less than twenty (20) days prior to such meeting and such notice must be signed by two other members of the College in good standing. Addition of a late resolution item to the agenda by a member from the floor at an AGM requires a seconder and a majority vote of the Active Members present.

- 9.9 *Meeting Quorum:* Quorum at all AGMs and Special Meetings of the College shall be 10% of the Active Members on the Members Register, including proxies.

A duly-constituted AGM or Special Meeting which commences with quorum and loses quorum part-way through the meeting continues to be duly-constituted as if quorum existed throughout the meeting.

- 9.10 *Procedure:* Procedure and questions of order at meetings shall be determined by the latest edition of Call to Order by Herb and Susan Perry.

- 9.11 *Chair:* At all AGMs and Special Meetings of the College, the President shall be Chair of the meeting, or in the President's absence, the Vice-President shall be Chair. In the absence of both President and Vice-President, the Secretary shall act as Chair.

- 9.12 *Voting:* All motions and resolutions put forward at a meeting of the College, unless otherwise specified by the Act or these by-laws, shall be decided by simple majority. Voting shall be by show of hands unless a ballot vote is requested.

If a ballot vote is requested, the Chair shall decide whether to conduct a ballot vote. If the Chair decides to conduct a ballot vote, the Chair shall appoint two (2) scrutineers, who shall count the ballots under the supervision of the Registrar. The Registrar shall bring the results of the vote to the Chair upon completion of the count.

Active Members not present at a meeting may be represented by written proxy, prepared and filed with the College in advance of the meeting in accordance with the College's proxy rules adopted by the Board from time to time.



## ARTICLE 10: OFFICERS AND DIRECTORS

### Duties of Officers

- 10.1 *President*: The President, when present, shall preside at all meetings of the College, the Executive Committee and of the Board. He/she shall see that all orders and resolutions of the members are carried into effect; shall sign all by-laws, minutes of meetings of the Board, and other documents requiring the signatures of the Officers of the College, or as provided by these by-laws. The President shall, subject to the direction of the Board, be the official spokesperson for the College.
- 10.2 *Vice-President*: The Vice-President shall, in the absence of disability of the President, be vested with all of the powers and shall perform such other duties as shall from time to time be decided by the Board.
- 10.3 *Past-President*: The Past-President shall provide guidance and advice to the current President, and shall perform such other duties as shall from time to time be decided by the Board.
- 10.4 *Secretary*: The Secretary shall perform or cause to be performed the following duties: issuing notices of all meetings required by these by-laws; keeping minutes of all meetings of the Board and of the College; having charge of the minute book of the College; keeping the College's registry of all Directors; signing such instruments as require his or her signature; having custody of the corporate seal; overseeing all legal filings required of the College; and shall perform all duties incident to his or her office and have such powers and duties as may, from time to time, be assigned to him or her by the Board.
- 10.5 *Treasurer*: The Treasurer shall serve as Chair of the Audit and Finance Committee, shall co-operate with the Auditors of the College during any review of the accounts of the College, shall prepare or cause to be prepared annual financial statements of the College to be presented to the members at each year's Annual General Meeting, and shall perform such other duties as shall from time to time be decided by the Board.

### Eligibility

- 10.6 A person is eligible to hold an Officer or Director position with the College who meets the following criteria:
- a) Must be an Active Member in good standing with the College;
  - b) Must be at least 19 years of age;
  - c) Must be of sound mind, and have not been found of unsound mind by a court of law in Canada or elsewhere;
  - d) Must be an individual;
  - e) Must not be bankrupt or have been bankrupt in the past;

- f) Must not have been convicted of a criminal offence involving fraud, breach of trust, or the promotion, formation or management of a corporation;
- g) Must not have any unresolved complaints or discipline proceedings against them; and
- h) Must not be both an Officer of the College and a member of the Board of Directors of a professional massage therapy association simultaneously. For clarity, a member of the Board of Directors of a professional massage therapy association is eligible to run for office as an Officer of the College on the condition that they undertake to resign as Director of the association upon their election to office with the College.

### Nominations

- 10.7 A person eligible to hold office of an Officer position may be nominated for election. No person may be nominated for more than one Officer position for any AGM. Current Officers may be nominated for Officer positions.
- 10.8 Each nominee for an Officer position shall submit a nomination by submitting to the Registrar or the Nominations Committee a letter of nomination signed by two (2) other Active Members in good standing with the College, and a personal statement in writing or by video outlining their relevant experience for the role.
- 10.9 The Nominations Committee shall submit its report to the Board no less than forty-five (45) days before the Annual General Meeting. The Nominations Committee Report shall include all nominees who have submitted the letter of nomination and personal statement required under Article 10.8. The Nominations Committee Report shall be included in the Notice Calling the Annual General Meeting which shall be sent to the members no less than thirty (30) days before the meeting.
- 10.10 Nominations for Officer positions may be submitted on or before the seventh (7<sup>th</sup>) day before the Annual General Meeting.
- 10.11 No nominations shall be accepted from the floor of the Annual General Meeting unless there are no nominees for a given Officer position. If there are no nominees, an Active Member in good standing present at the meeting may be nominated from the floor by at least two (2) other Active Members in good standing who are present at the meeting, or by a letter presented at the meeting signed by two (2) other Active Members in good standing.

## Election of Officers

- 10.12 When there is only one (1) nominee for an Officer position, that nominee shall be deemed elected by acclamation.
- 10.13 When there is more than one (1) nominee for an Officer position, there shall be a vote at the Annual General Meeting for election of the Officer. The vote shall be by ballot, and the voting shall be performed by ranked ballot, with a single round of voting. The candidate with the highest number of votes after a single round of ranked voting shall be elected to the office.

## Term

- 10.14 The President, Vice-President, Secretary, and Treasurer of the College shall serve for a term of two (2) years.
- 10.15 The role of Past-President shall be filled by the immediate past President upon the conclusion of his or her term as President.
- 10.16 Laypersons appointed as Directors by the Minister of Health under Subsection 10(1)(b) of the Act serve an indefinite term at the pleasure of the Minister or until terminated in accordance with Article 10.18.
- 10.17 There shall be no limit to the number of terms that an Active Member may serve for any elected Officer position.

## Termination of Officers and Directors

- 10.18 An Officer or Director is no longer able to serve for the balance of his or her term, and therefore a vacancy on the Board shall exist when the Officer or Director:
- a) No longer complies with any of the eligibility requirements set out in Article 10.6 of these by-laws;
  - b) Resigns from the Board, by notice in writing to the President or the Registrar;
  - c) Has been absent from three (3) meetings of the Board in any twelve (12) month period, which absences are in the opinion of the Board without just cause;
  - d) Resigns as a member of the College, or such membership is terminated;
  - e) Becomes incapacitated or dies during his or her term; or

- f) Upon the members passing a resolution by a two-thirds (2/3) majority vote to terminate the Officer or Director, at a duly-constituted Special Meeting of the College held for the purpose of determining whether to remove the Officer or Director in question. Directors appointed by the Minister may not be terminated under this subsection.

#### Filling Vacancies for Board Positions

10.19 In the event of a vacancy occurring on the Board, the vacancy may be filled for the balance of the unexpired term as follows:

- a) President, Vice-President, Secretary, or Treasurer: The Board may appoint a replacement for the remainder of the unexpired term in accordance with Subsection 11(2)(a) of the Act;
- b) Lay Members: The Minister may appoint a replacement from a panel of not less than four persons nominated by the Board, in accordance with Subsection 11(2)(b) of the Act;
- c) Past-President: The Board may appoint a replacement from among any past presidents of the College who are Active Members in good standing with the College

#### Voluntary Service

10.20 No Officer or Director shall be paid for his or her services as an Officer or Director, and no Officer or Director shall profit directly or indirectly from his or her position, provided that they may be reimbursed as outlined in Board policy for expenses that may be incurred in the performance of his or her duties as Officer or Director.

10.21 Notwithstanding Article 10.20, nothing in these by-laws prevents the College from hiring paid services of employees or agents from time to time as required to carry out the objects of the College.

#### ARTICLE 11: MEETINGS OF THE BOARD OF DIRECTORS

11.1 Calling Meetings: A meeting of the Board may be called by the President or any three (3) Directors provided that the Board shall meet at least once per quarter during the calendar year.

11.2 Quorum: A majority of members of the Board of Directors shall constitute a quorum for the transaction of business, in accordance with Subsection 10(4) of the Act. A meeting for which quorum is not present or which loses quorum may be adjourned to another date and time decided by vote of the Directors present.

- 11.3 Notice of Meetings: Notice of all meetings of the Board must be provided to the Directors by the Registrar seven (7) days prior thereto. Board members may, in any manner, waive the notice requirements for a meeting. Any meeting of the Board which takes place without seven (7) days' notice requires the attendance of at least one (1) Director who is not an Officer.
- 11.4 Conduct of Meetings: Board members may participate in and hold Board Meetings by way of teleconference or video call or similar electronic communication equipment by which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting.

Unless otherwise stated in these by-laws, every question arising at a meeting of the Board shall be decided by a majority of votes cast by the Directors present at the meeting. Where there is a tie, the Chair, who normally does not have a vote, shall be allowed to cast the tie-breaking vote. Where not otherwise provided for in these by-laws, the order of procedure at the meetings of the Board shall be according to the latest edition of Call to Order by Herb and Susan Perry.

- 11.5 Minutes: A full set of draft minutes of all meetings of the Board shall be sent to the Directors by the Secretary within fourteen (14) days of the meeting. Once the minutes have been approved by the Board at its next meeting, they shall be made available to the members of the College.
- 11.6 Public Observation: Subject to the provisions in this section, meetings of the Board of Directors may be observed by the public by a reasonable means as determined by the Board. Without limiting the generality of the foregoing, a reasonable means may be, in appropriate circumstances, by teleconference or virtual platform or other means to ensure reasonable transparency.

The public will not be permitted to observe those aspects of a meeting of the Board of Directors which the Board determines are confidential.

Whenever an observer is present for a meeting of the Board of Directors, the first agenda item shall be the review of the remaining agenda items, and determining whether any ought to be confidential. This determination shall be made *in camera*.

The Registrar shall give public notice of the meeting of the Board of Directors no less than 5 business days before the meeting.

A member of the public who wishes to observe the meeting of the Board of Directors must give notice in writing to the Registrar no less than 24 hours prior to the commencement of the meeting.

An observer of a meeting of the Board of Directors shall not be entitled to participate in any part of the meeting, and shall refrain from communicating with any Director or Officer for the duration of the meeting.

## ARTICLE 12: COMMITTEES

12.1 In addition to the Committees which are established under the Act (the Admissions Committee, Complaints Committee, and Discipline and Fitness to Practice Committee), the following Committees shall be established:

- a) An Executive Committee;
- b) An Audit and Finance Committee;
- c) A Nominations Committee; and
- d) A Quality Assurance Committee.

Each of the above committees will function in accordance with these by-laws and any policies or procedures established by the Board.

12.2 The Board may establish other Committees as it determines to be necessary, and may determine the number of members to serve on the Committee, and the policies and procedures by which it shall operate.

12.3 The President shall be an ex-officio voting member of all Committees, except for the Complaints Committee, the Discipline and Fitness to Practice Committee, and the Nominations Committee.

### Executive Committee

12.4 An Executive Committee shall be established, which shall consist of the President, Vice-President, and Registrar of the College. Since the Board may meet with seven (7) days notice, or may choose to waive notice, and may choose to meet through electronic means, the Executive Committee is only authorized to meet in situations where it is not possible to convene a Board meeting. The Executive Committee is limited to deciding emergency matters that could have a significant effect on the College, except that it shall not decide on matters regarding staff, member status, or matters that could affect member livelihood, and shall not financially encumber the College in an amount greater than one thousand dollars (\$1,000.00). Decisions of the Executive Committee are to be presented at the next duly called meeting of the Board. The Board will review decisions of the Executive Committee and may choose to ratify, to change or to rescind such decisions.

### Finance Committee

12.5 A Finance Committee shall be established which shall consist of no less than three (3) and no more than seven (7) members appointed by the Board. The Treasurer shall be Chair of the Committee. All other members shall be appointed each year after the Annual General Meeting and shall serve for a period of one (1) year or until their successors are appointed.

- 12.6 It shall be the duty of the Finance Committee to oversee the annual review of the College's accounts and regularly review the financial position of the College and report thereon to the Board including any recommendations concerning:
- a) Changes needed in the financial operation of the College;
  - b) Changes in the amount of membership dues paid by members;
  - c) Management of all assets and investments belonging to the College;
  - d) Preparation of an annual budget, which annual budget shall be approved by the Board prior to the commencement of the new fiscal year;
  - e) The integrity of the College accounting and management reporting systems; and
  - f) Such other matters of a financial nature that affects the financial position of the College.

#### Nominations Committee

- 12.7 A Nominations Committee shall be established, which shall consist of no less than three (3) and no more than seven (7) members appointed by the Board, one of whom shall be appointed Chair. Members shall be appointed each year after the Annual General Meeting and shall serve for a period of one (1) year or until their successors are appointed. The Board shall, to the extent possible, endeavour to appoint committee members who reside in different regions of the Province and represent speakers of both official languages.
- 12.8 The Nominations Committee may not include an Active Member who wishes to have their name stand for office.
- 12.9 The Nominations Committee shall prepare a written report to be forwarded to the Registrar not less than forty-five (45) days before the Annual General Meeting recommending one nominee for each of the offices of President, Vice-President, Secretary, and Treasurer which are open for nominations for that year's AGM.

#### Quality Assurance Committee

- 12.10 A Quality Assurance Committee shall be established which shall consist of no less than three (3) members appointed by the Board, one of whom shall be appointed Chair. Members shall be appointed each year after the Annual General Meeting and shall serve for a period of one (1) year or until their successors are appointed.
- 12.11 The Quality Assurance Committee shall be responsible for the College's Quality Assurance and Continuing Education programs, including ensuring that sufficient Continuing Education is available to enable all Active Members to complete the necessary Continuing Education Units (CEUs) requirements, and approval of Continuing Education Courses. The Quality Assurance Committee shall report to the Board as required regarding all matters related to the Quality Assurance and Continuing Education programs.

## Procedure of Committees

- 12.12 The duties of the Committees as set out herein shall serve as guidelines only and the Board may further set out and clarify the terms of reference for any Committee and/or direct any matter, to any Committee, for consideration and review. Where not otherwise provided for in these by-laws, the order of procedure at Committee meetings shall be according to the latest edition of Call to Order by Herb Perry.
- 12.13 Quorum at all Committee meetings shall be a majority of Committee members, except for the Quality Assurance Committee, which shall have a quorum of not less than three (3) members.

## ARTICLE 13: REGISTRAR

- 13.1 A Registrar shall be appointed by the Board, who shall serve as a full-time employee of the College at the pleasure of the Board. The Registrar shall be paid a salary and any other benefits as determined by the Board from time to time.
- 13.2 The Registrar shall fulfill all duties and have all powers of the Registrar as set out in the Act and these by-laws, and shall fulfill such other duties as required by the Board from time to time.
- 13.3 The Registrar shall attend meetings of the Board as a non-voting member, and shall attend meetings of Committees as a non-voting member as required by the Board. For clarity, the Registrar shall attend all meetings of the Complaints Committee, and the Discipline and Fitness to Practice Committee, as a non-voting member.

## ARTICLE 14: CONFLICT OF INTEREST

- 14.1 No elected or appointed Director of the College shall directly or indirectly receive profit from his or her position, or act on any matter in which they have a conflicting interest. Directors shall recuse themselves from voting on any matters of the Board for which they have a conflicting interest. For greater clarity, the requirements of Directors of the College for avoiding conflicts of interest are the same as those for Directors of corporations under the New Brunswick Business Corporations Act. By operation of law, the Directors owe a fiduciary duty to the College notwithstanding whatever relationship exists with his or her other corporate or business involvements.

## ARTICLE 15: INDEMNIFICATION AND INSURANCE

- 15.1 Every Director, Officer, or any other person who has undertaken or is about to undertake any liability on behalf of the College and his or her heirs, executors and administrators respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the College, from and against:
- a) All costs, charges, and expenses whatsoever which such Director, Officer or other person sustains or incurs against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or



about the execution of the duties of his or her office; and

b) All other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

15.2 The College shall maintain Directors and Officers Liability Insurance in an amount as the Directors may, by resolution, require, and any costs involved shall be borne by the College. The insurance policy is to include coverage for the Officers, the Directors, the Registrar and the College staff.

#### ARTICLE 16: FISCAL YEAR

16.1 The fiscal year of the College shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

#### ARTICLE 17: AUDITORS

17.1 The members shall at each Annual General Meeting appoint an Auditor who shall hold office until the next Annual General Meeting.

17.2 The Auditor appointed by the College shall be a Chartered Professional Accountant licensed to provide corporate accounting and auditing services in the Province of New Brunswick.

17.3 The Board shall fix the remuneration of the auditor.

17.4 The accounts of the College shall be reviewed annually by the Auditor.

#### ARTICLE 18: SIGNING AUTHORITY

18.1 All contracts, documents or instruments required to be in writing shall be signed by any two (2) of the following: President, Secretary, Treasurer, or Registrar, or such other person as the Board by resolution may designate from time to time, and such persons may affix the seal of the College when required.

18.2 The signing Officers for entry to a safety deposit box maintained by the College are the same signing officers as those required for signing of a cheque for the College.

#### ARTICLE 19: FINANCIAL BORROWING AND INVESTMENT AUTHORITY

19.1 The Board shall approve the annual budget of the College for each fiscal year prior to the beginning of such fiscal year. Expenditures beyond the annual budget shall be authorized by majority vote of the Directors at a duly convened meeting of the Board.

19.2 The borrowing power of the College shall be limited to such an amount and on such terms as shall be authorized by the Directors at a duly convened meeting of the Board.

19.3 The Board shall:

- a) Deposit or cause to be deposited funds of the College in any Canadian chartered bank or trust company or investment firm;
- b) invest or cause to be invested short term surplus cash in:
  - i) Canadian or Provincial Government Securities or Trust Funds;
  - ii) Guaranteed Investment Certificates issued by Banks or Trust Companies which are fully protected by the Canadian Deposit Insurance Corporation;
  - iii) Mutual Funds which invest solely in the above securities; or
  - iv) other investments as may be approved by the Board from time to time.
- c) All monies invested on behalf of the College shall be subject to the approval of the Board of Directors through Board resolution or investment policy approved by the Board.

ARTICLE 20: BOOKS & RECORDS

- 20.1 The Board shall see that all necessary books and records of the College are kept in accordance with law or policies of the College.

ARTICLE 21: QUALITY ASSURANCE

- 21.1 Each Active Member and Provisional Member of the College must accumulate thirty (30) Continuing Education Units (CEUs) within every three-year cycle. Each CEU shall equal two (2) hours of participation in an educational activity related to the practice of massage therapy. An Active or Provisional Member's three-year cycle shall begin on the next November 1 following admission into the College as an Active or Provisional Member, and shall continue every three (3) years thereafter, regardless of any change to Inactive status.
- 21.2 Members shall report CEU's on their due date proportional to the duration of Active or Provisional status during their three-year cycle. Members are not required to accumulate CEUs while registered as Inactive.
- 21.3 The Quality Assurance Committee shall be responsible for approval of all proposed educational activities and courses. All proposed educational activities and courses shall be considered for approval in a method determined by the Quality Assurance Committee and approved by the Board from time to time.
- 21.4 All educational activities and courses which are approved by the Quality Assurance Committee shall provide members with proof of completion including the number of CEUs obtained by the participating members.

## ARTICLE 22: PROXIES

- 22.1 Votes at any meeting of the College may be given either personally or by proxy on a form approved by the Board of Directors from time to time.
- 22.2 An Active Member attending any duly called meeting of the College is entitled to carry up to two (2) proxy votes provided they are witnessed and fully completed by the appointer before being signed by the Active Member carrying the proxy. The proxy must be received at the College office forty-eight (48) hours prior to the date scheduled for the meeting of the College.
- 22.3 Those Active Members who are carrying proxies cannot assign those proxies to anyone else. Only the Active Member who has been given the authority to represent the absentee Active Member can vote on their behalf.

## ARTICLE 23: COMPLAINTS AND DISCIPLINE

- 23.1 All considerations and investigations of the conduct, competence and capacity of members of the College shall be dealt with in accordance with the Act and the Procedural Manual for Disciplinary Matters as approved by the Board from time to time.
- 23.2 A Notice of Hearing before the Discipline Committee issued under Subsection 38(3) of the Act shall be in the form determined by the Board from time to time.
- 23.3 A Summons to Witness issued under Subsection 47(1) of the Act shall be in the form determined by the Board from time to time.

## ARTICLE 24: AMENDMENTS OF BY-LAWS

- 24.1 The provisions of these by-laws may be added to, amended or repealed by vote of at least two-thirds (2/3) of the Active Members, including proxies, present at an Annual General Meeting or Special Meeting of the College called for that purpose. Any proposed new by-law, amendment or repeal of a by-law shall be in writing and signed by at least two (2) Active Members in good standing of the College and shall be sent to the Secretary not less than sixty (60) days prior to the date of the meeting to be included in the Notice Calling the Meeting, in accordance with Subsections 8(2) and 8(3) of the Act.
- 24.2 Notwithstanding the foregoing, the Board of Directors may provisionally amend or repeal any provision of these by-laws by two-thirds (2/3) majority vote of the Board of Directors. Such provisional changes shall be effective until the next Annual General Meeting or Special Meeting of the College, at which time they will be put to a vote of the members.

24.3 No new by-law, amendment or repeal of a by-law which provides for the qualifications and eligibility of a person to be registered as a Massage Therapist, or which provides for continuing education, standards of practice, or relates to conflicts of interest, shall come into effect until approved by the Minister of Health, in accordance with Subsection 8(4) of the Act.

Submitted by the CMTNB Board of Directors this 24<sup>th</sup> day of February 2023:

A handwritten signature in black ink, appearing to read "Josanne Landry". The signature is fluid and cursive, with the first name being more prominent.

Name: Josanne Landry

A handwritten signature in black ink, appearing to read "Jessica Sears". The signature is fluid and cursive, with the first name being more prominent.

Name: Jessica Sears