

**COLLEGE OF MASSAGE THERAPISTS  
of Newfoundland & Labrador**

## **COLLEGE BY-LAWS**

**As approved at Annual General Meeting November 4, 2006**



# Table of Contents

<b><u>PART I: TITLE AND DEFINITIONS</u></b>	<b><u>1</u></b>
<b><u>PART II: COLLEGE ADMINISTRATION</u></b>	<b><u>2</u></b>
<b><u>PART III: COLLEGE BOARD AND STAFF</u></b>	<b><u>4</u></b>
<b><u>PART IV: ELECTION(S)</u></b>	<b><u>7</u></b>
<b><u>PART V: MEETINGS</u></b>	<b><u>10</u></b>
<b><u>PART VIII: GENERAL</u></b>	<b><u>15</u></b>

# PART I: TITLE AND DEFINITIONS

## By-laws relating to the activities of the College of Massage Therapists of Newfoundland and Labrador

References in this document to the *Act*, *Regulations* and *By-laws* refer to the *Massage Therapy Act, 2005*; the *Massage Therapy Board Regulations, 2005* and the *By-laws* incorporated herein, made pursuant to the *Massage Therapy Act, 2005*.

1. **Title**

These *By-laws* may be cited as the *College of Massage Therapists of Newfoundland and Labrador By-laws*.

2. **Definitions**

In these *Bylaws*,

“**Act**” means the *Massage Therapy Act, 2005*.

“**appointed director**” means a director of the board appointed under section 4 of the *Act*;

“**board**” means the board of the College of Massage Therapists of Newfoundland and Labrador as referred to in section 3 of the *Act*;

“**chairperson**” means the chairperson of the board elected under Section 3 of the *Act*;

“**college**” means the College of Massage Therapists of Newfoundland and Labrador as established by section 3 of the *Act*;

“**elected director**” means a director of the board elected under section 3 of the *Act*;

“**committee member**” means a member of a committee appointed by the board;

“**registrar**” means the registrar of the College of Massage Therapists of Newfoundland and Labrador;

“**member**” means a member in good standing of the college who is a massage therapist licensed under section 10 of the *Act*;

“**regulation**” means a regulation passed pursuant to the *Act*.

## PART II: COLLEGE ADMINISTRATION

3. **Seal**

A seal for the college shall be prescribed by the board and shall contain the words “College of Massage Therapists of Newfoundland and Labrador.”

4. **Execution of Documents**

Documents to be executed on behalf of the college shall be executed by the chairperson or the registrar, as directed by the board.

5. **Forms**

Any forms required pursuant to the *Act*, *Regulations* or *By-laws* shall be determined by the board.

6. **Notices**

All notices, documents or other correspondence issued pursuant to these *By-laws* shall be deemed to have been sent on the date such notices or materials are sent by whatever method the sender chooses, which methods include but are not limited to, mail, fax, courier, electronic communications and personal delivery.

7. **Banking and Financial**

(1) The registrar or his/her designate is authorized to approve financial commitments on behalf of the college.

(2) All cheques, drafts or money orders drawn on the board’s bank account for an amount of \$500 or greater shall be signed by the chairperson and registrar. For an amount less than \$500, either one of the chair or registrar may sign a cheque, draft or money order drawn on the board’s bank account.

8. **Fiscal Year**

The fiscal year of the college commences on April 1<sup>st</sup> of any given year and ends on March 31<sup>st</sup> of the following year.

9. **Audit**

(1) The college shall appoint a chartered accountant or a certified general accountant to perform an annual financial audit of the college.

(2) The registrar shall submit the college’s financial information to the auditor within 60 days of the end of each fiscal year.

- (3) A copy of the auditor's report shall be included in the annual report of the college.

**10. Legal Counsel**

The board may retain legal counsel for the purpose of assisting the college and its board, registrar, committees, adjudication tribunal or employees in carrying out their powers or duties under the *Act, Regulations* or *By-laws*.

**11. Remuneration**

- (1) Directors of the board and committee members shall serve without payment for their services, but their travel and other expenses associated with their duties as directors or committee members shall be paid by the board in accordance with guidelines established by the Lieutenant-Governor in Council.

- (2) Members of adjudication tribunals shall be remunerated by honoraria at the rate of \$20 per hour for their time in conducting hearings and issuing decisions.

**12. Meeting Procedures**

Except as these *By-laws* otherwise provide, the current edition of *Robert's Rules of Order Newly Revised* governs the procedures of all board meetings, annual general meetings, special general meetings, committee meetings and any other type of meeting.

## **PART III: COLLEGE BOARD AND STAFF**

**13. Composition of Board**

The board of the college is established according to the provisions of section 3 of the *Massage Therapy Act, 2005*.

### **TERMS OF OFFICE**

**14. Elected Directors**

- (1) The term of office for an elected director is three years. An elected director is eligible to be re-elected, but shall not serve on the board for more than nine consecutive years.
- (2) The term of office for an elected director commences the 1<sup>st</sup> day of January of the calendar year following his or her election.
- (3) Where the term of office of an appointed director expires, he or she continues to be a director until re-appointed or replaced.
- (4) An elected director whose has served nine consecutive years shall not stand for re-election until the expiration of twelve months from the end of the year in which he or she was last a director.
- (5) An elected director shall resign from the board by written notice to the board. The resignation of an elected director shall take effect immediately upon receipt of such notice by the registrar.

**15. Appointed Directors**

- (1) An appointed director's term of office is three years. An appointed director is eligible to be re-appointed, but shall not serve on the board for more than nine consecutive years.
- (2) An appointed director who has served nine consecutive years may not be re-appointed until the expiration of twelve months from the end of the year in which he or she was last a director of the board.
- (3) Where the term of office of an appointed director expires, he or she continues to be a director until re-appointed or replaced.
- (4) An appointed director shall resign from the board by written notice to the minister of Health and Community Services with copy to the registrar.

**16. Vacancies**

- (1) The office of a director, whether that member is elected or appointed, shall become vacant if that director:
  - a) dies;
  - b) resigns by notice in writing to the registrar, in the case of elected directors, or to the minister, in the case of appointed directors;
  - c) in the case of elected directors, ceases to be a registered massage therapist;
  - d) in the case of elected directors, moves his or her place of work or employment outside the province of Newfoundland and Labrador;
  - e) is, in the opinion of any affirmative vote of two-thirds of the remaining directors, absent without reasonable excuse for more than three consecutive meetings of the board, subject, in the case of appointed directors, to the approval of the minister; or
- (2) Where a vacancy occurs in the elected directorship, the remaining directors shall appoint a replacement for the remainder of that elected director's term.
- (3) The exercise of the powers of the board shall not be impaired by reason of a vacancy in its directorship.

**17. Chairperson**

- (1) Directors shall elect a chairperson by a majority vote from the directors of the board.
- (2) The term of office of the chairperson is three years. The chairperson is eligible to be re-elected as chairperson, but is not eligible to serve as chairperson for more than nine consecutive years.
- (3) In the absence of the chairperson, the directors in attendance at a meeting shall appoint another director to chair that meeting.
- (4) The duties of the chairperson include but are not limited to:
  - (a) presiding at all meetings of the board and the annual general meeting;
  - (b) acting as a signing officer for the college and signing documents on behalf of the college as required;
  - (c) signing the minutes of each board meeting following approval of the minutes by the board; and

- (d) acting in accordance with the requirements of his or her office in carrying out the duties and responsibilities of the board.

**18. Registrar**

- (1) The board may elect a director as registrar or may appoint a person from outside the board to be registrar.
- (2) The board shall appoint the registrar for such term of office and on such conditions as the board deems advisable.
- (3) In addition to the registrar's duties as stipulated in the *Act, Regulations*, and *By-laws* the registrar shall do the following:
  - (a) manage the funds of the college and establish and maintain the college's accounts with a chartered bank, trust company, credit union or other financial institution as the board determines;
  - (b) submit a copy of the most recent financial statements of the college at each meeting of the board;
  - (c) submit a report to the annual general meeting of the college;
  - (d) keep the records and seal of the college;
  - (f) conduct the affairs of the college in accordance with direction of the board; and
  - (g) be the official spokesperson for the college.
- (4) After the financial statements for the college have been audited by the auditor and approved by the college, the registrar shall submit a copy thereof to the minister of Health and Community Services prior to July 1st of each calendar year.
- (5) The registrar is an ex-officio, non-voting member of every committee of the board unless otherwise restricted by the *Act* or *Regulations*.
- (6) If the office of the registrar is vacant, the board may make a temporary appointment until a successor is appointed by the board.

## **PART IV: ELECTION(S)**

**19. Schedule**

An election of directors shall be held during the fall of each year prior to the expiry of each elected director's term.

**20. Eligibility for Election**

A member of the college is eligible for election to the board if:

- (a) the member is in good standing with the college and is not in default of payment of any monies owed to the college pursuant to its *Act, Regulations, By-laws* or policies;
- (b) the member's certificate of registration is not subject to a term, condition or limitation imposed as the result of a disciplinary process;
- (c) the member is not a member of the board of directors of the Newfoundland and Labrador Massage Therapists' Association;
- (d) the member is not an employee of the college; and
- (e) the member agrees to adhere to the obligations and duties imposed on a director of the board pursuant to the *Act, regulations, by-laws* and policies of the college.

**21. Nomination Procedure for Elected Directors of the Board**

- (1) The registrar shall act as the returning officer for the board elections.
- (2) The Registrar shall supervise and administer all board elections and may establish procedures consistent with these by-laws for that purpose.
- (3) In the event of irregularity or dispute with respect to any nomination, ballot or election, the registrar, in consultation with the board, shall be the arbiter thereof, and his or her decision is final.
- (4) Nomination forms shall be mailed to members of the college at least 90 days prior to the expiry of the term of office of the elected director in respect of which the election is being held.
- (5) Any member may nominate for office another member in good standing with the nominee's written consent and in accordance with the college's nomination procedure.
- (6) The registrar shall disqualify any nominee whose nomination or election contravenes the *Act, Regulations, and/or By-laws*, or who does not meet the requirements of Section 20 of the *By-laws*.

- (7) The registrar shall notify the nominee of the reasons for disqualification in writing and report the disqualification with reasons to the board.
- (8) Nomination forms must be returned to the registrar at least 60 days prior to the expiry of the term of office of the elected director in respect of which the election is being held.
- (9) A candidate may withdraw his or her nomination for election to the board and shall so advise the registrar in writing not more than five days after the close of nominations.

**22. Election Procedure for Elected Directors of the Board**

- (1) The registrar shall mail an election ballot to members not less than 45 days prior to the expiry of the term of office of the elected director in respect of which the election is being held.
- (2) Each member is entitled to cast one vote for each position to be filled.
- (3) A ballot shall not be counted unless it is post marked or received at least 30 days prior to the expiry of the term of office of the director in respect of which the election is being held. The ballot shall be received in a sealed manner and marked *Ballot*.
- (4) The member(s) receiving the most votes is (are) elected.
- (5) Where the number of nominees is equal to the number of positions to be filled, the registrar shall declare the nominees to be elected by acclamation.
- (6) Where the number of nominees is less than the number of positions to be filled, the board, upon the recommendation of the registrar, shall appoint a member(s) as practicable.
- (7) In the case of a tie vote, the registrar shall determine the successful nominee by random draw.
- (8) A recount takes place only
  - (a) at the request of a nominee for the election in respect of which the recount is requested and where the difference between the votes received by the leading nominees or the position(s) to be filled is not more than 5% of the total votes cast; and
  - (b) when the request as set out in (8)(a) is received by the registrar within 15 days of publication of the results of the election.

- (9) Omission to deliver notice of election to a member or the failure to receive a notice of election by a member entitled to receive such notice shall not invalidate the election or any proceeding in relation thereto.

**23. Election Results**

- (1) The registrar shall as soon as reasonably practicable
- (a) notify each nominee of the election results; and
  - (b) notify all members of the election results by publishing the names and biographies of the members elected or acclaimed to the board on the college's website and in the next issue of the college's bulletin.
- (2) The registrar shall keep all ballots cast for a period of not less than 31 days following publication of the election results or recount.

**24. First Election and Terms of Office**

- (1) For the purpose of the first elections all elected positions shall be filled in accordance with Section 34 of the *Act*, the *Regulations*, and the *By-laws*. The terms of office shall be as follows:
- (a) three (3) directors shall each be elected for a term of three (3) years;
  - (b) two (2) directors shall each be elected for a term of two (2) years.
- (2) The board shall assign the terms for individual directors by lot or other method of random selection as may be determined by the board at the first meeting of the board after the first election.
- (3) This subsection is repealed following the first election in 2006.

**25. Vacancy of an Elected Board Position**

Any vacancy of an elected board position may be filled by a member selected by the board for the remainder of the term for that position.

## **PART V: MEETINGS**

### **26. Board Meetings**

- (1) The board shall meet at least four times in each fiscal year within the province of Newfoundland and Labrador at a time and location as determined by the board.
- (2) Meetings of the board shall be called by the chairperson or the registrar.
- (3) A meeting of the board may be held by use of teleconference, videoconference or other electronic means, and in such event, the members participating in such meetings shall be deemed for all purposes to be present at the meeting.
- (4) A quorum of the board is four directors, at least one of whom is a member appointed to represent the public interest.
- (5) Directors shall be given at least ten days written notice of board meetings.
- (6) Special board meetings may be called by the chairperson or upon the written request of four directors. Such a request shall state the purpose of the requested meeting. Directors shall be given three days written notice of special meetings.
- (7) Written notice as described in parts (5) and (6) of this section includes notice conveyed by electronic means.
- (8) At special meetings no decision will be taken on any matter other than the matters stated in the notice of the special meeting.

### **27. Annual General Meetings**

- (1) The annual general meeting of the college shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- (2) The annual general meeting of the college shall be held in Newfoundland and Labrador at a time and place determined by the board.
- (3) The annual general meeting of the college is open to members and the public.
- (4) The registrar shall provide notice of the annual general meeting to each

member 30 days prior to the meeting and that notice shall include:

- (a) the date, time and place of the annual general meeting;
  - (b) the agenda for the meeting;
  - (c) the minutes of any preceding annual general meeting; and
  - (d) any resolutions proposed by the board.
- (5) The annual general meeting may be held by teleconference, videoconference or other electronic means, and the members participating shall be deemed to be present at the meeting.
- (6) The following matters shall be considered at the annual general meeting:
- (a) financial statements of the college;
  - (b) the report of the board; and
  - (c) the report of the auditor.
- (7) The college shall provide a copy of the annual report to every member present at the annual general meeting and to any member upon request. The college shall also post the report on the college website.
- (8) From time to time as required, the board may instruct the registrar to poll the views of members by telephone, mail-in ballot, facsimile, email or other acceptable means.

**28. Special General Meeting**

- (1) The board shall convene a special general meeting within 90 days after receipt by the registrar of a request for a special general meeting, which request is signed by at least 25 percent of members. The request shall state the purpose of the requested special general meeting.
- (2) At least 15 days prior to a special general meeting of the college, notice shall be issued to each member indicating the time, place and purpose of the requested special general meeting.
- (3) Omission to deliver notice of a special general meeting or the failure to receive a notice of a special general meeting by a member does not invalidate the request for a special general meeting.

**29. Resolutions Proposed by Members**

- (1) Any five members of the college may deliver written notice to the registrar requesting the proposal of a resolution provided the request is made at least 90 days prior to the date of an annual or special general meeting.
- (2) On receipt of a notice specified in subsection (1) and at least 30 days prior to the date of the annual or special general meeting, the registrar shall

deliver a notice and a copy of the proposed resolution to each member.

- (3) A member may propose a resolution at the annual general meeting from the floor and any such resolution will be noted by the chairperson of the meeting and placed at the end of the agenda to be debated.

**30. Proceedings at Annual General Meetings and Special General Meetings**

- (1) In the absence of the chairperson, an acting chairperson for the annual general meeting shall be elected by a majority vote of the directors of the board who are present.
- (2) Each member is entitled to cast one vote on any given vote at the annual general meeting or special general meeting.
- (3) In the event of a tie vote on a resolution, the proposed resolution shall not pass.
- (4) The quorum at an annual general meeting or special general meeting shall be a majority of the members present.
- (5) Only massage therapists registered pursuant to Section 10 of the *Act* and whose registration is not cancelled or suspended are entitled to vote at annual general meetings or special general meetings of the college.
- (6) The chairperson of the meeting shall determine the manner of voting. A vote shall be taken by ballot or by show of hands.
- (7) The chairperson of the meeting may appoint three scrutineers, from among those members in good standing assembled, who shall count the vote for and against by show of hands, or in the event of a ballot vote shall distribute, collect and count the ballots and report the results in writing to the chairperson.
- (8) The board may make rules for elections and voting provided such rules are not in conflict with the *By-laws*.

## PART VI: BOARD COMMITTEES

### 31. Committees

- (1) The standing committees of the college include the Complaints Authorization Committee; the Education, Quality Assurance and Scope of Practice Committee; the Finance and Administration Committee; the Registration and Examination Committee; and the Communications Committee.
- (2) The board may from time to time establish *ad hoc* committees to address issues or to perform functions not specifically mandated to standing committees but which are within the purview of the *Act, Regulations* and *By-laws*.
- (3) The board shall approve the *terms of reference* for all standing and *ad hoc* committees. The *terms of reference* shall state the mandate of each committee, its composition and its quorum.
- (4) Each committee member serving on a standing or *ad hoc* committee shall be reimbursed by the college for travel and other expenses associated with his or her duties as a committee member in accordance with guidelines established by the Lieutenant Governor-in-Council.
- (5) Any committee may conduct meetings by mail, email, facsimile, telephone, video conference or other electronic means.
- (6) Each committee chairperson shall prepare and submit to the board an annual report of the committee's activities.
- (7) A committee member may be removed by a majority vote of the board.
- (8) The activities of all committees shall be conducted in accordance with the *Act, Regulations, By-laws*, and the committee's *terms of reference*.
- (9) All committees shall perform their duties under the direction of the board.
- (10) All committee appointments are for a term of three years. Appointees are eligible for re-appointment for no more than nine consecutive years.
- (11) Unless otherwise established in the *Act* or *Regulations*, the chairperson and members of standing committees shall be appointed by the board. A member shall be limited to the role of chairperson for one standing committee.

## **PART VII: FEES/LICENSING**

**32. Fees**

- (1) The fee(s) for registration and licensure in the college shall be determined by the board in accordance with the *Act* and *Regulations*.
- (2) All other fees including administrative fees will be determined by the board.

**33. Certificate of Licensure**

- (1) The registrar shall register as a massage therapist and issue a certificate of licensure to any person who is granted initial or annual renewal. If limits or conditions of licensure apply, the face of the certificate shall stipulate any such limits or conditions.
- (2) A certificate of licensure or any renewal of such certificate is valid from April 1<sup>st</sup> of any given calendar year to March 31<sup>st</sup> of the following calendar year.

## **PART VIII: GENERAL**

**34. Disclosure of Licensure Status**

- (1) Where information concerning the licensure status of a person is requested of the board or the registrar, the registrar shall disclose:
  - (a) whether or not the person is a member or a former member of the college;
  - (b) whether or not an adjudication tribunal has issued an order pursuant to section 21(3) of the *Act* relating to the person and if so, the details of the order.
- (2) The registrar shall not release the names of complainants, clients, patients or their families, or any information which could reasonably lead to the identification of such complainants, clients, patients or their families.

**35. Approval of Regulations**

The board may recommend approval of regulations to government. Notice of such recommendations will be provided to all members of the college through the college's bulletin.

**36. Accuracy of Personal Information**

A member shall make every reasonable effort to ensure that his or her personal information filed with the college is accurate, current and complete. A member will inform the board in writing within 30 days of any change of name, home or business address.

**37. Code of Ethics and Standards of Practice**

All members shall conduct their practices safely, competently, ethically and in accordance with the *Code of Ethics* and *Standards of Practice* for the profession.

**38. Amendment**

A *by-law* may be made, amended or repealed at a meeting of the college provided that 30 days notice, in writing, of the making, proposed amendment or repeal of the *by-law* and of the meeting are given to members of the college.