



Ontario Council of Private Massage Therapy Colleges

# Bylaws

**May 2017**

Final Version

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### **ARTICLE I – Name and Location**

- 1 The name of this Council shall be the Ontario Council of Private Massage Therapy Colleges
  - 1.1 The Council shall maintain a head office location in Toronto, Ontario.

- 1.2 The mailing address for all correspondence will be: OCPMTC c/o ICT Kikkawa College, The Crossways, Unit G04 2340 Dundas Street West, Toronto ON M6P 4A9. This may be changed as required by the Board of Directors, with full notice to all members and related strategic partners.
- 1.3 The website will be [www.ocpmtc.ca](http://www.ocpmtc.ca)

## **ARTICLE II – Definitions**

- 2 In these bylaws, the following definitions apply, unless the context otherwise requires:
  - 2.1 “Council” means the Ontario Council of Private Massage Therapy Colleges
  - 2.2 “Board” means the Board of Directors elected pursuant to these Bylaws;
  - 2.3 “Director” means a Director on the Board.
  - 2.4 “Executive” means the person holds the position of President, Vice-President or Treasurer.
  - 2.5 “Bylaws” means the provisions of this document;
  - 2.6 “Executive Director” means a person hired by the Council to conduct business on its behalf;
  - 2.7 “Health Professional” means a person who provides a service related to the preservation or improvement of the health of individuals, or the assessment, treatment or care of individuals.
  - 2.8 “Member” means a member of the Ontario Council of Private Massage Therapy Colleges
  - 2.9 “Policies” means the policies made under the authority of these Bylaws; and
  - 2.10 “Proxy” means a power given by one person to another person to vote in his/her capacity at a Special or Annual General Meeting.

## **ARTICLE III - Objects of the Council**

- 3 The Council exists in the interests of member organizations and as such, its objects, in concert with member organizations, are to:
  - 3.1 Provide a forum for structured liaison between members and other strategic pillars in the massage community and to share information for the mutual benefit of members.
  - 3.2 Encourage the exchange of information on matters relevant to the practice of massage therapy as an integral part of the primary health care system, including but not limited to professional standards, ethics, education and research.
  - 3.3 Institute mechanisms or programs to develop and promote provincial standards of excellence for massage therapy and its profession, in the training of future practitioners
  - 3.4 Support initiatives concerned with the regulation and the practice of massage therapy, accreditation and other relevant matters concerning governmental and other regulatory bodies.
  - 3.5 Collect and exchange non-identifiable data and statistics of mutual concern between two or more members.
  - 3.6 Promote professionalism of massage therapy as a recognized health profession.
  - 3.7 Cultivate relationships with other health care professionals.
  - 3.8 Promote the maintenance, improvement and professionalism of faculty in their training and standards of massage therapy education;
  - 3.9 Share information for the mutual benefit of the members;
  - 3.10 Serve as a resource regarding governmental legislative amendments, industry initiatives and changes to both the education and/or practice of massage therapy, or broad public issues affecting

massage therapy education;

#### **ARTICLE IV - Powers of the Council**

- 4 In addition to any other powers conferred by these Bylaws, the Council may do such things as it considers appropriate to advance the objects of the Council and, in particular, but not so as to limit the foregoing, the Council may:
  - 4.1 Engage consultants and/or advisors and employees, as may be appropriate, from time to time;
  - 4.2 Expend the moneys of the Council in the advancement of its objects and the interest of the Council, in such manner as may seem expedient;
  - 4.3 Establish and maintain such offices and agencies as may be deemed efficient;
  - 4.4 Provide for the eligibility, nomination, election, number and term of office and duties of members of the Board and committees;
  - 4.5 Invest and deal with any moneys and funds of the Council which are not immediately required, in such manner as may seem expedient, so long as the funds are not at risk of capital loss and are instruments issued by a Canadian Bank; (2 signing officers must approve any investment).
  - 4.6 Improve, manage, develop, exchange, dispose of, turn to account, or otherwise deal with the real or personal property of the Council;
  - 4.7 Establish categories of membership (as identified to be necessary) in the Council, and prescribe the privileges, obligations and conditions of membership;
  - 4.8 Fix and collect membership fees;
  - 4.9 Prescribe the qualifications required by any organization before being registered as a Member in the Council;
  - 4.10 Develop and approve Bylaw;
  - 4.11 Do such things as are incidental or necessary to the exercise of these powers.
  - 4.12 The Council is empowered to suspend membership of a school for not meeting and maintaining the spirit and intent or policies as set out within the bylaws.

#### **Article V – Applicability of Decisions**

- 5 The Council shall have the ability to make recommendations, decisions or develop positions with respect to massage therapy education and health care, in accordance with its objects. Such recommendations, decisions or positions shall be confirmed or approved by majority vote of the members of the Council, unless otherwise specified herein.
  - 5.1 An Active Member, as described in article 6.1 below, may dissent from the majority position without affecting its membership in the Council.
    - i. No recommendation, decision or position shall impact the internal operations of an Active Member, unless the recommendation, decision or position is adopted by that Active Member

#### **ARTICLE VI - Membership**

- 6 There shall be one class of membership in the Council.
  - 6.1 Active Member. An Active Member is a School entitled to all the privileges and responsibilities of Membership in this Council, and:
    - i. is incorporated in an Ontario jurisdiction;

- ii. conducts educational programming which is aligned to the national competencies established for the massage therapy industry and as administered by the College of Massage Therapists of Ontario (CMTO) and meets a minimum competency equivalence education accepted by the CMTO, as determined from time to time.
- iii. is a Private Career College under the supervision of the Ministry of Advanced Education and Skills Development

**6.2 Responsibility of Membership.** All Active Members shall:

- i. Be familiar with and comply with the Council's Bylaws;
- ii. Support and promote the purposes of the Council;
- iii. Pay membership dues to the Council in a timely fashion according to the requirements of these Bylaws;
- iv. Ensure that all financial obligations to the Council are satisfied within sixty (60) days of the date of the issuance of the invoice unless authorized otherwise by the Board of Directors;
- v. Designate a representative to the Council;
- vi. Notify the Council in writing of any change of name, address, email address, telephone number and designated representative within 30 days of such change;
- vii. Make their best efforts to ensure advertising (print, social media, internet and person to person ) is factual and accurate with regard to statistical information and promotions, and is in line with the criteria as established by the Ministry of Advanced Education and Skills Development for Private Career Colleges;
- viii. Display the OCPMTC Certificate of Membership in a prominent position at campus locations;
- ix. If the member ceases to be an active member, the certificate will be removed;
- x. On the member's website display the Council's logo and provide a link to the OCPMTC website;
- xi. Display the OCPMTC Educator's Promise in a prominent location(s) at schools;
- xii. Recommend displaying the OCPMTC Massage Therapist's Pledge and refer to it at graduations.

**6.3 Rights and Privileges of Members.** All Active Members in good standing are entitled to:

- i. Receive an annual Certificate of Membership;
- ii. Receive a copy of the Bylaws, Regulations and Policies;
- iii. Attend all meetings of the Council;
- iv. Be eligible to vote at all meetings of the Council;
- v. Be selected to serve on the various standing and ad hoc committees performing Council business;
- vi. Make reference in advertising and promotion of being a member of the Council;
- vii. May be elected to serve on the Board of Directors and hold an Executive Position

**6.4 Membership Dues.**

Membership dues shall be as determined annually by a majority vote of the Board.

- i. Membership dues are based on the calendar year membership of January through December.
- ii. Membership dues will be based on a flat fee per member, regardless of student enrolment levels;
- iii. A member with more than one (1) campus location in Ontario will pay only one (1) membership fee;
- iv. Dues payments are non-refundable unless determined on a case by case basis by a majority vote of the Board.
- v. A new member joining after June 1<sup>st</sup> of the calendar year will pay a reduced membership fee as published by the Council.

**6.5 Deactivation of Membership.**

A Member may be deactivated for such period as determined by the Board of Directors for:

- i. Non-payment of financial obligations to the Council in excess of ninety (90) days from the original date of billing by the Council; or
- ii. Conduct in breach of the Governing Documents of the Council.
- iii. Loss of the authority/approval by the Ministry of Advanced Education and Skills Development to teach massage therapy education

**6.6 Reactivation.** A deactivated Member may be reinstated upon payment of a reinstatement fee:

- i. At the discretion of the Board of Directors;

**6.7 Voluntary Termination of Membership.**

A Member may voluntarily terminate membership in the Council upon giving written notice indicating the effective date of such withdrawal. Membership fees are non-refundable.

**ARTICLE VII - Board of Directors**

**7 Board of Directors.** The Board of Directors of the Council shall be comprised of a minimum of four to a maximum of seven (7) Directors. The Directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Council, on a voluntary basis without compensation.

- 7.1 From among the Board of Directors, there will be a President, (2) Vice-Presidents, and (1) Treasurer who will be designated as the Executive Officers of the Council;
- 7.2 The Board of Directors shall administer the affairs of the Council, and without limiting the generality of the foregoing, may:
  - i) Provide for the management of the Council, including the provision of a location of the head office of the Council and the keeping of the registers to be kept under these Bylaws;
  - ii) Provide for the holding of meetings of the Council, the quorum, the method of voting and the conduct of such meetings;
  - iii) Fix the time and place for the Annual General Meeting (AGM) of the Council;
  - iv) Provide for the establishment of committees by the Council, prescribe their powers and duties, and method of operation, including procedures at meetings;
  - v) Provide for meetings of the Council and committees by teleconference or other communications equipment by means of which all persons participating in the meetings can hear each other;
  - vi) As applicable, to determine the powers, duties and salaries of the Executive Director, and of other officers, servants and employees and professional contractors of the Council; as may exist from time to time

- vii) Establish and maintain a list of Active Members in good standing;
  - viii) Prescribe annual membership and other fees payable by Members;
  
  - ix) Maintain a bank account in good standing with a Canadian chartered bank, which requires 2 signatories for all transactions. Such account to form part of the Treasurer's report at the AGM.
  - x) Provide for the execution of documents by the Council;
  - xi) Prescribe the procedure to be used for the holding of elections and for determining the persons elected as members of the Board;
  - xii) Provide for the appointment or designation of presiding officers for election; and
  - xiii) Provide for the annual renewal of memberships issued under this section and prescribing the terms and conditions on which renewals may be granted.
- 7.3 **Policies.** The Board of Directors may also, subject to these Bylaws, make Policies to:
- i) Provide for the qualification of Members and any terms, restrictions, conditions or limitations applicable thereto;
  - ii) Provide for the definition and control of conflict of interest of Members.
  - iii) Provide for the orderly conduct of business by the Council and to maintain a high level of ethics and conduct by its members.
  - iv) Meet the expected standards for a workplace environment, depicting respect, equality and fairness in its dealings, as deemed necessary or appropriate.
- 7.4 The Board of Directors shall ensure that:
- i) All Policies and Bylaws of the Council shall be available for inspection by any person at the head office of the Council at all reasonable times during business hours, free of charge;
  - ii) The Bylaws and amendments thereto are ratified by a fifty-one percent (51%) majority of the voting members at the next Annual Meeting providing that the Bylaw or amendment has been submitted electronically to the Members no less than ten (10) days prior to the meeting;
  - iii) In the event that the ratification referred to in this section is not forthcoming, no act done or right acquired under the Bylaws and any amendments thereto shall be prejudicially affected by the failure by the members to ratify.
- 7.5 **Board of Directors Eligibility.** Members of the Board, other than the Executive Director (if applicable) shall be Active Members in good standing and be residents of Ontario.
- i) The President, who will act as Chair of meetings, shall be an Active Member in good standing who has served at least one term on the Board of Directors within the last four (4) years. It is the intent that the President will have held a Vice-Presidential or Treasurer role prior to becoming President, except for the inaugural Board of Directors.
  - ii) No Member of the Board shall hold more than one elected office at any time.
  - iii) The Executive Director (if applicable) shall be an ex officio non-voting member of the Board.
  - iv) The President/Chair, (2) Vice-Presidents and Treasurer shall be the executive officers of the Council. The Executive Officers, the Past President and Directors will be eligible voting members of the Board.
  - v) At its discretion, the Board of Directors may add non-voting participants to the Board, in an advisory capacity. While not a voting member of the Board, such person(s) may actively engage in the meetings and express their opinions, comments and guidance to the Board of

Directors. Such persons are not required to be associated with a member school or working within the educational sector. Their participation is at the pleasure of the Board.

**7.6 Terms of Office.**

- i) The Board of Directors shall be elected as follows:
  - a) The President / Chair and 2<sup>nd</sup> Vice President shall be elected in even numbered years; and
  - b) Treasurer and 1<sup>st</sup> Vice President shall be elected in odd numbered years.
- ii) Upon election, Directors of the Board shall serve for a two (2) year term.
- iii) Directors of the Board are eligible to serve for a maximum of three (3) consecutive terms when holding the same position, providing he/she is reaffirmed at the Annual General Meeting.
- iv) The Past President's term will be for one year but may stay on at the pleasure of the Board of Directors, until such time as there is a new President elected and thus the new Past President will assume the duties and role.
- v) Previous Directors who have not been on the Board for a period of 1 year, may run for election to the Board at the next Annual General Meeting

**7.7 Duties of the Executive Officers:**

Preamble:

It is the expectation the President will devote a minimum of 2 hours per week/8 hours per month on average to the affairs of the Council and a minimum of 1 hour per week/4hours per month by all other members of the Executive.

It is the expectation that all Board members will hold their positions with the mindset that the Board's overall responsibilities are to best represent the interests of all member schools.

**i) The President/Chair shall:**

- a) Chair all meetings of the Council and the Board of Directors;
- b) Be an ex officio member of all committees;
- c) Appoint a Director to chair each standing committee;
- d) Have general supervision of all activities of the Council;
- e) Be the official spokesperson of the Council;
- f) Be one of the two signatories for the Bank Account in tandem with the Treasurer;
- g) As President prepare and Annual Report for presentation and approval at the AGM and submit it to the 1<sup>st</sup> Vice President 20 days prior to the AGM;
- h) Oversee the Council's website.

**ii) 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents shall:**

- a. Either be designated as the Recording Secretary or the Membership Chair;
- b. The Recording Secretary is responsible for the recording, distribution and storage of minutes of all meetings and other recording duties;
- c. The Recording Secretary will be responsible to submit appropriate material to the Website Manager to be added or remove from the Member's section of the Council's website. This includes agendas, minutes, AGM information, reports, etc;

- d. The Recording Secretary will list a personal email address on the OCPMTC website making themselves available for general inquiries;
- e. The Recording Secretary will assemble all required and pertinent reports and documents applicable to the AGM and provide them to the membership by email no later than 10 working days prior to the AGM, and provide handout folders with the AGM agenda, AGM minutes from the previous year, reports, documents and all pertinent material for each person attending the AGM, and provide name tags and other identification for all AGM participants;
- f. The Membership Committee Chair will work in tandem with the Treasurer at the time of the annual renewal of membership, and contact member schools that have not renewed by January 31 as advised by the Treasurer, to encourage renewal;
- g. The Chair of the Membership Committee will contact non-member schools on an annual basis at the beginning of the year to encourage them to join the OCPMTC.

**iii) The first Vice President shall:**

- a) Attend all Board meetings, general membership meetings and the AGM;
- b) Assist the President;
- c) In the absence of the President, chair meetings of the Council or Board of Directors;
- d) In the event of the resignation or incapacity of the President shall fulfill the responsibilities of the President until the next Annual Meeting;
- e) Shall perform other duties applicable to the office requested by the President or as prescribed by the parliamentary authority adopted by the Council;
- f) Either Chair the Membership Committee or act as Recording Secretary for the Council.
- g) Assume the duties of the 2<sup>nd</sup> Vice President should that person be temporarily absent or incapacitated. In the case of resignation assume the duties of the 2<sup>nd</sup> Vice President until a replacement is found by the Board;
- h) As 1<sup>st</sup> President, provide an Annual Report for presentation and approval at the AGM 20 days prior to the AGM;

**ii) 2nd Vice-President shall:**

- a) Attend all Board meetings, general membership meetings and the AGM;
- b) Be designated as the Chair of the Membership Committee or act as Recording Secretary for the Council.
- c) Perform other duties applicable to the office requested by the President or as adopted by the Council or its Board;
- d) Assume the duties of the 1<sup>st</sup> Vice President should that person be temporarily absent due to incapacitation or resignation until a replacement can be found by the Board;
- e) Chair the Nominations Committee and cause the elections to be prepared;
- f) As 2<sup>nd</sup> Vice President prepare an Annual Report for presentation and approval at the AGM, and submit it to the designated Recording Secretary 20 days prior to the AGM.

**iv) The Treasurer shall:**

- a) Cause all monies belonging to the Council to be deposited in the financial institution



designated by the Council;

- b) Be one of the two signatories for the OCPMTC bank account in tandem with the President.
- c) The Treasurer will retain the bank statements;
- d) On December 1<sup>st</sup> of each year send invoices for membership renewal to member schools.
- e) Send reminders for those who have not paid by mid-January;
- f) Contact the Membership Committee Chair after January 31<sup>st</sup> and advise which schools need to be contacted by him/her to encourage renewal;
- g) Pay and retain copies of all invoices presented to the OCPMTC for services rendered;
- h) Cause accurate accounting records and books of account to be maintained for the Council;
- i) Present an accurate financial report to the Board of Directors upon request;
- j) Cause the preparation of an Annual Budget for presentation and approval at the Annual Meeting of the Members and provide the report to the Recording Secretary 20 days prior to the Annual Meeting;
- k) Ensure that there are always 2 signatories on cheques and that any expense over \$1000.00 has the prior approval of the Board of Directors;
- l) Submit a written report to the Recording Secretary for the Annual General Meeting of the Members;
- m) Be a member of the Membership Committee in the capacity of Treasurer;
- n) Perform other duties applicable to the office requested by the President or as prescribed by the parliamentary authority adopted by the Council;
- o) Retain the directions and templates necessary to make changes to the names of the signatories for the Council's bank account.

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**v) The Immediate Past President shall:**

- a) Act as an advisor to the President/Chair and the Board
- b) Be a voting member of the Board
- c) Provide the Board with the benefit of his/her experience; and
- d) Perform other duties applicable to the office requested by the President/Chair or as prescribed by the parliamentary authority adopted by the Council.
- e) Continue to be a signing officer for the Council pertaining to Board and banking matters
- f) Once the Past President has completed his/her term of responsibility, at the pleasure of the Board of Directors he/she may continue to participate as an advisor to the Board, without voting privileges.
- g) After a 1 year absence from the Board as a voting member, the Past President may run for election to the Board.

**vi) The Executive Director (as applicable) shall:**

- a) Serve on the Board in a 'non-voting' capacity.
- b) Be responsible for the implementation of the Council's goals and policies by planning, directing and coordinating all its activities in accordance with the Bylaws, Regulations and Policies; and

- c) Perform other duties applicable to the office requested by the Chair or as prescribed by the parliamentary authority adopted by the Council.

7.8 **Limitations of Liability.** No director, officer, employee or committee member of the Council shall be liable for:

- i) The acts, negligence, or defaults of any other director, officer, employee or committee member of the Council;
- ii) Any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm, or corporation dealing with the Council; and
- iii) Any loss, damage, or claim that may occur due to the execution of the normal and ordinary duties of that director, officer, employee, or committee member; unless the same shall occur as the direct or indirect result of the fraud, dishonesty, gross negligence or bad faith of that director, officer, employee or committee member.

7.9 **Indemnity.** Every director, officer, employee or committee member of the Council shall be indemnified and saved harmless by the Council from and against all costs, charges, damages and expenses whatsoever which such director, officer, employee or committee member sustains or incurs in any action, suit, claim or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, matter or thing done by him in the normal and ordinary course of his duties except where such action, matter or thing as been done or permitted to be done by him as a result of his own fraud, dishonesty, gross negligence, or bad faith.

7.10 **Remuneration.** While it is intended that members of the Board are volunteers, the Board of Directors/Executive may establish a payment schedule for the remuneration of Directors and Officers, subject to the prior approval of its membership at an Annual General Meeting, as and when it is deemed appropriate.

In all cases, without membership approval the following will prevail.

- i) Directors and Officers shall be reimbursed for expenses in accordance with the "Travel and Expense Policy" of the Council. Such expenses must be approved by a 2<sup>nd</sup> executive member and all payments must bear 2 Executive signatures.

7.11 **Meetings.** The Board shall meet as required at a time and place convenient to the majority of the Board but no less frequently than once every six (6) months.

- i) Board meetings shall be called by the President/Chair or by request of one third (1/3) of the voting Board Members
- ii) The Board may meet by videoconference or teleconference if conducted by a technology that allows all persons participating to hear each other at the same time and, if a videoconference, to see each other as well;
- iii) Quorum at a meeting of the Board of Directors shall one half (1/2) of the Board of Directors or a minimum of 3 Executive.
- iv) It will be the understanding that any Executive member who misses the majority of meetings held during the previous 12 months, may be asked to step down from the Board, if all other members of the Executive are in agreement.

7.12 **Minutes.** The Secretary shall cause appropriate written minutes of each meeting of the Board of Directors to be recorded.

- i) The minutes of the meetings of the Board of Directors/Executive shall be considered confidential and not made available to the membership at large. Minutes of all regular and general meetings will be published on the website.

- 7.13 **Nomination Procedures.** The Chair of the Nominating Committee shall call for nominees, one month prior to the Annual General Meeting, for those positions to be elected at the Annual Meeting. For the inaugural Board, nominations will be put forth at an organizational meeting of the general membership and subsequently confirmed by electronic vote.
- i) Nominees shall be Active Members of the Council;
  - ii) Each nomination shall be in writing and signed by both the nominator and the nominee;
  - iii) The Chair of the Nominating Committee shall review all nominations received and shall report the slate of nominees to the VP Secretary fourteen (14) days prior to the Annual Meeting of the Members; and
  - iv) Nominations from the floor will also be accepted at the Annual Meeting of the Members.
- 7.14 **Election Procedures.** The Recording Secretary shall cause the elections to be prepared;
- i) All Active Members present at the Annual General Meeting shall be entitled to cast a ballot;
  - b) Where a member has more than one campus location, only one vote may be registered; and
  - c) Where two or more member colleges are owned or controlled by the same legal entity, corporation or partnership, only one vote may be registered;
  - i) The Nominating Committee Chair shall read the List of Nominations to the Meeting and submit it to the Chair;
  - ii) The Chair shall read the List of Nominations to the Meeting and call for the vote;
- 7.15 **Conflict of Interest.** An Officer or Director who finds himself in a conflict of interest in the consideration of any matter shall withdraw from debate and voting on the matter of conflict of interest.
- 7.16 **Removal from the Board of Directors/Executive.** Any Officer or Director may be removed for cause from the Board of Directors by:
- i) Two-thirds of the voting members at an Annual Meeting or a Special Meeting.
  - ii) Two-Thirds majority vote of the Board.
- 7.17 **Replacement of Vacated Positions on the Board.** The President/Chair, with the approval of the Board, may appoint a qualified Member to the Board of Directors and/or the vacant office.

## ARTICLE VIII - Meetings of the Members

- 8 There shall be **two** classes of Meetings of the Members, Annual and General.
- 8.1 **Annual Meeting.** The Annual Meeting of the Members shall be held between sixty (60) and one hundred eighty (180) days following the end of the fiscal year of the Council for purpose of:
- i) Election of officers, or as necessary, the confirmation of officers;
  - ii) Receipt and approval of the Treasurer's Report;
  - iii) Receipt of reports of officers and committees; and
  - iv) Consideration of all other business contained in the Notice of Meeting.
- 8.2 **General Meeting.** A General Meeting may be called by the Chair for the purpose of the consideration of any business contained in the distributed Agenda.
- 8.3 **Notice of Meeting.** Notice of a Meeting of the Members shall be distributed to all Members by email at least thirty (30) days prior to the date of the meeting.
- i) The notice shall specify the date, time and location of the meeting and shall contain a

notice of any and all business to be considered at the meeting.

**8.4 Proxies.**

- i) Votes at any meeting of the Council may be given either personally or by proxy and, if by proxy, in a form approved by the Board.
- ii) A member shall be considered present at a Meeting of the Members if represented by proxy; and
- iii) Instruments appointing a proxy shall be delivered to the office of the Council not less than seven (7) days prior to the date specified for the meeting of the Members to which the proxy applies.
- iv) Notification of representation by proxy may be presented to the registration desk of the meeting in a form approved by the Board and signed by both the Member and the proxy holder.
- v) A member appointed as a proxy shall not be entitled to vote for the Voting Member appointing such proxy if the Voting Member or the appointed proxy holder are not members in good standing with the Council at the time of the Meeting to which the proxy applies.
- vi) A Member attending a Meeting of the Members may only carry one proxy.

**8.5 Quorum.** The quorum at a Meeting of the Members of the Council shall be forty (40%) per cent of the total Active Members.

**8.6** If a quorum is not present within one-half (1/2) hour after the time set for a Meeting of the Council, the Board, in its sole discretion and acting reasonably, may instruct the Meeting be held, However, any action of the meeting must be issued to the members for confirmation/post approval

**8.7 Voting.** In any decision made, the opinion of each Member present has equal weight as expressed by vote - through which the voting Member joins in assuming direct responsibility for the decision.

- i) Active Members in good standing (with dues paid) are eligible to vote.
- ii) At meetings, a Member carrying a Proxy has two votes, his/her own school and that of the proxy.
- iii) A vote shall be cast by the raising of hands for each vote carried personally or by proxy
- iv) An electronic vote, using either the website or email system, may be held, as determined by the Board. Members will have up to 5 business days to vote from the time of original notification. In the event a member does not vote, it will be the position of the Board, that such member supports the recommendation(s) of the Board.

**Article IX – Committees**

9 The Board of Directors shall form standing committees which shall undertake specific responsibilities and activities as described in the Bylaws, Policies and Parliamentary Authority of this Council. With the exception of the Executive Committee and the Finance Committee, committees will be formed to engage available member resources. In the absence of such formal committees the Board will undertake such activities, as possible.

9.1 **Executive Committee.** The Executive Committee shall be comprised of the Chair, Vice Chair Secretary, Treasurer, Immediate Past Chair, and Executive Director. The Immediate Past Chair and Executive Director shall be ex officio non-voting members of the committee.

i) The Executive Committee is responsible to the Board and to the Members.

The Executive Committee may also engage a volunteer Advisor, who is not a member, from time to time to assist with various projects or to provide insight into general and specialized areas of knowledge. The Advisor would not hold a vote in such an engagement.

9.2 **Finance Committee.** The Finance Committee, chaired by the Treasurer, shall consist of the Treasurer, the Chair and a Director at large.

i) The Finance Committee shall monitor the financial health of the Council and shall ensure that the Audit or Review Engagement Report is prepared as required in these Bylaws.

9.3 **Communication Committee.** The Communication Committee, chaired by the Communications Director, shall consist of not less than three (3) Members and not more than five (5) members on each of the three sub-committees.

i) The Committee shall ensure that all Members enjoy superior communication with their Council and Board of Directors by using all appropriate methods.

ii) The Committee shall ensure that the general public and other organizations are aware of the existence of the Council and its members.

iii) The Committee shall maintain healthy communications with governmental and insurance organizations to ensure that the Council is favourably regarded and that its goals and aspirations are fully understood by them.

9.4 **Governance Review Committee.** The Governance Review Committee, chaired by the Secretary, shall be comprised of not less than three (3) and not more than seven (7) Active Members.

i) The Committee shall monitor the Bylaws, Policies and Regulations of the Council to ensure their currency, appropriateness and fairness.

ii) The Committee shall report any perceived requirement for amendment to the Board of Directors along with recommendations for appropriate change.

9.5 **Membership Committee.** The Membership Committee, chaired by the 1st or the 2<sup>nd</sup> Vice-President, shall be comprised of not less than one (1) and not more than three (3) Members.

i) The Committee shall be responsible to:

- o help invite or encourage new members to join the Council
- o record and maintain all member information
- o send letters of acknowledgement to all new members
- o provide each new member with authorization to access the member's only section of the website
- o to maintain an up to-date mailing list for all members
- o report to Board Meetings and the Annual General Meeting  
the number of members

9.6 **Nomination Committee.** The Nomination Committee, chaired by the 2<sup>nd</sup> Vice President, shall be comprised of not less than three (3) and not more than seven (7) Members.

i) The Committee shall endeavour to present no less than one qualified nominee for each

office or directorship that will be or become vacant at the Annual Meeting of the Members.

- ii) The Committee shall be proactive and shall utilize all available opportunities to sensitize Members to the opportunities, responsibilities and rewards of serving on the Board of Directors of the Council.
- 9.7 The Board may remove any person from a Committee at any time and, in the case of a vacancy on a Committee, the Board may appoint a person to fill such vacancy.
- 9.8 Committee members shall serve for a two (2) year term.
- 9.9 Members are eligible to serve for a maximum of three (3) consecutive terms on a committee.

#### Article X – Control and Oversight

- 10 The following financial controls and practices shall be followed by the Council.
- 10.1 **Fiscal Year.** The fiscal year of the Council shall be January 1 to December 31 of each year, or as determined by the Board of Directors.
- 10.2 All cheques issued must bear the signature of two Executive Officers, whom must be the Treasurer and the President.
- 10.3 Any expense over \$1000.00 must have the prior approval of the Board of Directors
- 10.4 **Financial Report.** A summary statement of financial operations for the previous fiscal year shall be presented at each Annual Meeting of the Members. Such records must be reviewed by the President for accuracy and validity, prior to the Annual Meeting.
- 10.5 **Records.** Subject to the provisions of the Societies Act, Freedom of Information and Protection of Privacy Act and other applicable legislation, the records, books, list of past and present Members and the minutes of the Council shall:
- i) Be maintained for at least seven (7) years;
  - ii) Be available for inspection by a member upon reasonable notice to the Secretary; and
  - iii) Be disposed of at the discretion of the Board of Directors acting in the normal course of accepted business practices.
- 10.6 **Minutes.** The minutes of all General Meetings of the Members shall be made available to all Members, on the Council's website.
- 10.7 **Audit.** The Financial Records must be reviewed by the President prior to the Annual General Meeting (AGM). The reviewing officer must validate the financial statements as presented to the AGM
- iv) The financial books and records of the Council may be inspected at the offices of the Council by any Active Member upon giving adequate notice to the Treasurer at a time satisfactory to the Treasurer.

#### Article XI – Dissolution

- 11 The Council may be dissolved and the remaining assets donated to a registered charity upon a seventy-five (75%) per cent vote at an Annual Meeting or Specific General meeting of the Members by the passage of a special resolution as defined and prescribed in the Societies Act provided that thirty (30) days notice specifying the intention and purpose of the resolution has been duly given.

**Article XII – Parliamentary Authority**

- 12 The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, Policies, Regulations and any special rules of order the Council may adopt.

**Article XIII - Amendment of Bylaws**

- 13 These Bylaws may be amended by the Board by a seventy-five (75%) percent vote of the Board of Directors. All amendments made by the Board shall be ratified by a fifty-one (51%) percent vote of the voting Members at the next Annual Meeting.
- 13.1 The Board shall advise the Members in writing of bylaw amendments within thirty (30) days of the passage thereof.
- 13.2 In the event that amendments made by the Board are not ratified, no act done or right acquired under those Bylaws and any amendments thereto shall be prejudicially affected by the failure of the members to approve.
- 13.3 Members may propose new Bylaws or amendments to Bylaws by submitting them to the Secretary of the Council, in written electronic format signed by at least two Active Members in good standing not less than sixty (60) days prior to an Annual Meeting of the Members.