

BY-LAW

**A by-law relating to the transaction of the
affairs of the**

**FEDERATION OF MASSAGE THERAPY
REGULATORY AUTHORITIES OF CANADA**

October 10th, 2024

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BY-LAW NUMBER 1

A By-law relating to the transaction of the affairs of FEDERATION OF MESSAGE THERAPY REGULATORY AUTHORITIES OF CANADA

BE IT ENACTED as a By-law of the **FEDERATION OF MESSAGE
THERAPY REGULATORY AUTHORITIES OF CANADA** as follows:

ARTICLE 1 DEFINITIONS

1.1 Definitions

In this by-law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires:

- (a) “**Advisor**” means a financial advisor appointed by the Board of Directors.
- (b) “**Annual Financial Statements**” means the comparative financial statements of the Corporation, as prescribed by the CNCA, the report of the Public Accountant, if any, and any further information respecting the financial position of the Corporation, and the results of its operations required by the Articles or the By-laws.
- (c) “**Annual Meeting**” means an annual meeting of the Members of the nature described in section 4.1.
- (d) “**Annual Organizational Meeting**” means the first meeting of the Board held immediately following each Annual Meeting for the purpose of appointing Officers.
- (e) “**Articles**” means the original articles of incorporation of the Corporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation from time to time in force and effect.
- (f) “**Board**” means the board of directors of the Corporation.
- (g) “**By-laws**” means this By-law and all other By-laws of the Corporation from time to time in force and effect.
- (h) “**Chair**” means the chair of the Corporation.
- (i) “**CNCA**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. C-23 including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time.
- (j) “**Committee**” means a committee established by the Board pursuant to section 5.11 or, where the context permits, a subcommittee of such committee.

- (k) **“Corporation”** means “Federation of Massage Therapy Regulatory Authorities of Canada”, a corporation incorporated as a corporation without share capital under the CNCA.
- (l) **“Declared Incapable”** means:
 - (i) an individual who has been found under any applicable law as being incapable of managing their property or who has been declared to be incapable by a court of competent jurisdiction; or
 - (ii) an individual in respect of whom the Corporation has obtained a letter from a physician who is: (A) licensed to practice medicine in one or more of the provinces or territories of Canada; and (B) not a Member; declaring such person to be incapable of managing property.
- (m) **“Director”** means a director of the Corporation.
- (n) **“Executive Director”** means the executive director of the Corporation
- (o) **“Members”** means the members of the Corporation.
- (p) **“Meeting of Members”** means a meeting of Members and includes an Annual Meeting or a Special Meeting.
- (q) **“Officer”** means an officer of the Corporation.
- (r) **“Ordinary Resolution”** means a resolution passed by a majority (50%+1) of the votes cast on that resolution.
- (s) **“persons”** includes individuals, firms, and corporations.
- (t) **“Public Accountant”** means the person from time to time appointed pursuant to section 12.1.
- (u) **“Special Meeting”** means a meeting of Members other than an Annual Meeting.
- (v) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- (w) **“Specified Number of Directors”** has the meaning ascribed thereto in section 5.2(b).
- (x) **“Vice-Chair”** means the Vice-Chair of the Corporation.

1.2 Interpretation

In the By-laws, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and *vice versa*. The division of this By-law into sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to a section is to the corresponding section hereof.

Whenever the words “**include**”, “**includes**” or “**including**” are used in this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words “without limitation.”

ARTICLE 2 GENERAL

2.1 Registered Office

Until changed in accordance with the CNCA, the registered office of the Corporation shall be in the Province of Ontario.

2.2 Financial Year

Unless otherwise approved by the Board, the financial year of the Corporation shall end on the 31st day of December in each year.

2.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 3 MEMBERS

3.1 Membership

Each Member shall:

- (a) be an organization that supports the objects of the Corporation, as set out in the Articles, and who has expressed the desire to be affiliated with the Corporation;
- (b) be an organization that is a statutory massage therapy regulatory agency in any jurisdiction of Canada;
- (c) have paid the then applicable membership fee and met other requirements for recognized membership in accordance with the membership policy adopted by the Board from time to time;
- (d) be approved by the Directors before being admitted.

3.2 Entitlement

Members shall be entitled to:

- (a) receive notice of any Meeting of Members;
- (b) designate one delegate, who is the Registrar or a staff person designated by the Registrar of the Member, to be appointed as a Director pursuant to section 5.4. Such delegate shall be entitled to attend any Meeting of Members, Special Meetings and meetings of the Board and vote on all matters on which Members or Directors are entitled to vote, in the manner and form indicated in the By-laws; and
- (c) receive a copy of the Annual Financial Statements.

3.3 Transition

On this By-law coming into force and effect: all existing Members of the Corporation will automatically become Members and shall continue to be Members until they withdraw, are removed or otherwise cease to qualify as a Member pursuant to sections 3.4, 3.5 or 3.6.

3.4 Withdrawal by Member

Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing, which shall be effective at the time such written resignation is delivered to the Board, or at the time specified in the written resignation, whichever is later. A Member shall remain liable for payment of any dues or fees which became payable by such Member to the Corporation prior to the effective time of such Member's resignation.

3.5 Removal of Member

Subject to section 3.6, a Member may be removed at any time by the Board by an Ordinary Resolution passed by the Directors present and entitled to vote at the meeting of the Board authorizing the removal of such Member, or by written resolution signed by all of the Directors entitled to vote on that resolution, for any reason which the Board in its sole discretion deems to be in the interests of the Corporation, including where a Member:

- (a) violates any provision of the By-laws, or any policies or practices of the Corporation in effect from time to time; and
- (b) engages in any conduct which may be detrimental to the Corporation, including its reputation.

Where a Director designated by a Member, who is the subject of a motion made pursuant to section 3.5, such Director shall not be entitled to vote in respect of the motion.

3.6 Process for Removal

If the Board determines that a Member should be removed from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide 30 calendar days' notice of removal to the Member, and shall provide reasons for the proposed removal. The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such 30-calendar day period.

- (a) If no written submissions are received by the Chair, or such other Officer as may be designated by the Board, the Board may proceed with the motion, may notify the Member of the decision, and may remove the Member from the Corporation; or
- (b) If a written submission is received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 30 calendar days from the date or receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.7 Transferability and Termination of Membership

Membership in the Corporation is not transferable, and the membership of a Member shall lapse and terminate on the earliest to occur of any one of the following events:

- (a) the liquidation or dissolution of such Member;
- (b) the withdrawal or resignation of such Member in accordance with section 3.4;
- (c) the removal of such Member in accordance with section 3.5; or
- (d) the liquidation or dissolution of the Corporation under Part 14 of the CNCA.

3.8 Dues

Annual membership fees shall be fixed from time to time by Ordinary Resolution of the Board.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Annual Meetings of Members

An Annual Meeting shall be held not later than 18 months after the incorporation of the Corporation, and thereafter, not later than 15 months after the holding of the preceding Annual Meeting but no later than six months after the end of the Corporation's preceding financial year, at such place within Canada, in person or virtually, on such day and at such time as the Board may determine. At every Annual Meeting, in addition to any other business that may be transacted:

- (a) the Annual Financial Statements for the preceding financial year shall be presented;
- (b) vacancies on the Board shall be filled or next steps discussed;
- (c) the Public Accountant for the ensuing year shall be appointed; and

- (d) the remuneration of the Public Accountant shall be fixed, or provision shall be made for such remuneration to be fixed by the Board, as contemplated by section 12.3.

4.2 Special Meetings of Members

A Special Meeting may be held from time to time, as required, to address matters that are appropriate to come before the Members, as determined by the Board or by the application of the CNCA or the By-laws. Such meetings shall be held at such place within Canada, in person or virtually, on such day and at such time as the Board may determine.

4.3 Calling of Meetings

The Board Chair shall have the power to call, at any time, a Meeting of Members. In addition, the Board may convene a Special Meeting on written requisition of at least two Members that may cast a vote at a Meeting of Members.

4.4 Notice of Meetings

Regarding meeting notices:

- (a) Notice of the time and place of each Meeting of Members and Special Meeting shall be given to each member and Director entitled to vote at such meetings, 21 days before the date of the meeting.
- (b) Notice shall be given by mail, courier, personal delivery, telephonic, electronic, or other communication medium, to each person entitled to attend such meeting.
- (c) Notice of a Meeting of Members and Special Meeting shall state the nature of the business to be transacted and provide sufficient detail to permit a Member and/or Directors to form a reasoned judgement about the purpose of the meeting and the proposed resolutions to be considered at the meeting.

4.5 Waiver of Notice

Any person who is entitled to notice of a Meeting of Members or Special Meeting may waive notice either before or after the meeting. Attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully constituted.

4.6 Chairing Meetings

The Chair or, in the Chair's absence, the Vice-Chair shall be chair of any Meeting of the Members or Special Meeting. If the Chair or Vice-Chair are absent after 15 minutes has lapsed from the fixed start time of the meeting, the Directors present and entitled to vote shall choose another Directors to be the chair of the meeting.

4.7 Persons Entitled to be Present

The only persons entitled to attend a Meeting of the Members or Special Meeting shall be the delegate designated by each Member, the Public Accountant, the financial Advisor, and any other persons who are entitled or required under any provision of the CNCA or By-laws to be present at the meeting. Any other persons (herein “**Observers**”) may be admitted only on the invitation and consent of the chair of the meeting. Only the delegates designated by the Members will have the right to speak at such meetings although others duly present at any such meeting shall be allowed to speak with the unanimous consent of all Members present at the meeting. A Member must send the request to the Chair to have one or more Observers attend at least 14 days prior to a meeting in order to gain consent for such Observers to attend a meeting.

4.8 Exclusion of Observers

The chair of a meeting may request an Observer to leave any portion of a meeting where an actual or a potential conflict of interest has been identified. Members may request that the meeting chair exclude and Observer from a meeting or a portion of a meeting. Such a request must be approved by an Ordinary Resolution.

Alternatively, all Observers may be excluded from the meeting with the Board initiating an in-camera session. The Board may determine who may be present while they are in-camera.

4.9 Quorum

A majority of Members present at a meeting, and entitled to vote, shall constitute a quorum at any Meeting of Members. No business shall be transacted at any Meeting of Members or Special Meeting unless a quorum is present at the commencement of and throughout the meeting.

4.10 Voting

Unless the By-laws provide otherwise, at any Meeting of Members or Special Meeting, each Member having the right to vote shall be entitled to one vote on each question.

4.11 Votes to Govern

At any Meeting of Members or Special Meeting, every question shall, unless otherwise required by the CNCA or By-laws, be determined by the majority of the votes duly cast on the question.

4.12 Voting By Show of Hands

Every question at a Meeting of Members or Special Meeting shall be decided in the first instance by a show of hands unless prior to a show of hands, the chair of the meeting determines, or a majority of Members present and entitled to vote resolve, to vote on the matter by ballot, in which case section 4.13 shall apply. Whenever a vote is held upon a question, the meeting chair shall make a declaration as to the results of that vote and an entry in the minutes of the meeting shall serve as evidence that the Board held a vote and decided upon the question.

4.13 Ballot

If a ballot is required, the ballot shall be held in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the holding of the ballot.

4.14 Electronic Voting

Subject to compliance with the CNCA, in addition to voting in accordance with sections 4.12 and 4.13, the following shall apply:

- a) Any person entitled to attend a Meeting of Members or Special Meeting may participate in the meeting by telephonic or electronic means is so long as the telephonic or electronic means permits all participants to adequately communicate adequately with each other.
- b) A Member participating in the meeting by any of the foregoing means, set out in section 4.14 (a), is deemed to be present at the meeting.

4.15 Deciding Vote

In the case of an equality of votes at any Meeting of Members or Special Meeting, the chair of the meeting shall not have a second or deciding vote.

4.16 Written Resolution in Lieu of Meeting

Subject to the provisions of the CNCA, a resolution in writing signed by all the Members entitled to vote on a resolution at a Meeting of Members or Special Meeting is as valid. Resolutions in writing may be signed separately, at different times, in different places, by each Member entitled to vote.

ARTICLE 5 DIRECTORS

5.1 Authority and Responsibility

Subject to the CNCA, the Articles and the By-laws, the Board shall manage the affairs of the Corporation. Alternatively, the Board may select and appoint an Executive Director to manage the affairs of the Corporation, and the Board to govern and supervise the Executive Director.

5.2 Number of Directors

The number of Directors within the minimum and maximum numbers provided for in the By-laws, shall include the Executive Director and one designate from each of the Members, provided that:

- (a) the Members are empowered to change such number of Directors from time to time within such minimum and maximum numbers or delegate those powers to the Directors; provided that no decrease in the number of Directors shall shorten the term of an incumbent Director; and

- (b) subject to the terms of the By-laws, the Board may increase the number of Directors between the Annual Meetings within the minimum and maximum numbers by an amount that does not exceed one-third of the number of Directors appointed at the previous Annual Meeting, provided that any Director so appointed shall hold office for a term expiring not later than the close of the next Annual Meeting.
- (c) The number of Directors so in office at the conclusion of an Annual Meeting, as the same has been increased from time to time pursuant to this section 5.2(b), if at all, is referred to as the “**Specified Number of Directors**”.

5.3 Qualifications

In order to serve as a Director, an individual must:

- (a) be a delegate designated by a Member in accordance with section 3.2(b) or the Executive Director as per section 5.1;
- (b) if they are currently or were formerly a member of a regulated profession:
 - (i) not currently be the subject of any disciplinary, incompetency or incapacity proceeding;
 - (ii) not have been the subject of any professional misconduct, incompetence or incapacity finding in the preceding six years;
 - (iii) have complied with all aspects of an order imposed by a complaints, discipline, capacity, or fitness to practice committee at least six years prior to being; and
 - (iv) not have had their membership in a regulated profession revoked in the preceding six years.
- (c) not have been removed as a Director of the Board in accordance with section 5.7 in the preceding six years;
- (d) be 18 years of age or older;
- (e) not be Declared Incapable; and
- (f) not be an undischarged bankrupt.

5.4 Appointment and Term

Subject to the By-laws, the Members shall appoint the Directors designated by the Members pursuant to section 3.2(b) at an Annual Meeting, a Special Meeting or meeting of the Board. Each Director shall be appointed and hold office until they voluntarily step down or resign, are replaced by the Member, until the designating Member is no longer a Member of the Corporation or are expelled or terminated by the Board.

5.5 Consent to Serve

An individual who is appointed to hold office as a Director is deemed have been appointed to hold office as a Director if:

- (a) the individual did not refuse to hold office as a Director; and
- (b) they have consented to hold office as a Director before the appointment or within 10 days after the day on which the election took place; or
- (c) after the appointment they act as a Director.

5.6 Resignation

Any Director who wishes to resign from the Board prior to the expiry of their term of office may deliver their resignation verbally or in writing to the Board. Such resignation shall be effective at the time of receipt of such resignation by the Board or at the time specified in the resignation notice, whichever is later.

5.7 Replacement of Directors

Subject to the provisions of section 5.8 , a Member or the Board may, before the expiry of a Director's term of office, replace and appoint any individual who meets the qualifications set out in section 5.3 for the remainder of the term of such Director.

5.8 Written Replacement Statement

A Member may submit to the Chair or to the Vice Chair, in the case of the replacement or absence of the Chair, a written statement giving reasons for replacing their appointed Director. Where the Chair or Vice-Chair receives such a statement, the Chair or Vice Chair shall immediately:

- (a) give notice to the Members of the statement in accordance with section 4.4; and
- (b) send a copy of the statement to the Directors; and
- (c) convene a meeting of the Board to consider the matter.

5.9 Vacation of Office

The office of a Director shall automatically be vacated when such Director:

- (a) dies or resigns in accordance with section 5.6;
- (b) is removed from office in accordance with section 5.7; or
- (c) ceases to meet the qualifications for being a Director set out in section 5.3.

5.10 Vacancies

In the case where a Director position becomes vacant, the Board may request that a Member delegates or may appoint a replacement for the remainder of the term of office,

5.11 Committees

The Board may constitute Committees as it deems necessary, from time to time, and with such powers as may be prescribed by the Board. Such Committee may formulate its own rules and procedure subject to such directions and approval of the Board. Any member of any such Committee may be removed in the sole and absolute discretion of the Board. Membership of each Committee shall not be restricted to persons who are Directors. The Board shall have the power to disband any Committee which it creates.

5.12 Director Remuneration

The Directors may be paid their reasonable expenses properly incurred in the performance of their duties, including for their travel and meeting attendance expenses. The Executive Director will be paid in accordance with their contractual agreement.

ARTICLE 6 DIRECTORS' MEETINGS

6.1 Place of Meetings

The Board may hold its meetings at any place within Canada (or if the Board determines that it is in the best interests of the Corporation, at any place outside Canada), in person or virtually, as it may from time to time determine.

6.2 Calling of Meetings

Board meetings may be formally called by the Chair, the Vice-Chair, or by any two Directors.

6.3 Number of Meetings

There shall be a minimum of one meeting of the Board per year or such greater number of meetings as is determined, from time to time, by the Board.

6.4 Regular Meetings

The Board may, by resolution, establish the date, time, and place of regular meetings of the Board ("**Regularly Scheduled Meetings**"). A copy of such meeting resolution or a list of such meeting dates, time, and places shall be sent to each Director immediately following the passage of such resolution. Except for additional meeting matters, referred to in section 6.6, no additional Regularly Scheduled Meetings, will be required to be sent.

6.5 Notice of Directors' Meetings

Subject to the provisions of section 6.4, notice of meetings of the Board shall be given by pre-paid mail delivery, telephone, fax, e-mail or other means of recorded electronic communication to each Director not less than five business day before the meeting.

6.6 Content of Notice

A notice of the meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice shall provide notice of any of the following matters to be dealt with at the meeting:

- (a) submit to the Members any question or matter requiring the approval of Directors;
- (b) fill a vacancy among the Directors or in the office of the Public Accountant, Advisor or appoint additional Directors;
- (c) issue debt obligations except as previously authorized by the Directors;
- (d) approve regular financial statements; or
- (e) adopt, amend, or repeal corporate policies.

6.7 Meeting Notice Waiver

A meeting of the Board may be held at any time and place without notice if;

- (a) a majority (50%+1) of Directors are present; and
- (b) the Directors have, before the meeting, waived notice and expresses their agreement for the meeting to proceed.

6.8 Meetings by Electronic Means

Director may attend a meeting of the Board by teleconference or electronic means in so long as the electronic means permits all meeting participants to adequately communicate with each other. A Director participating in the meeting by electronic means is deemed to be present at the meeting.

6.9 Chairing Meetings

The Chair or, in the Chair's absence, the Vice-Chair shall be the chair at all meetings of the Board. If no such Officer is present within 15 minutes from the fix start time of the meeting, the Directors present and entitled to vote at the meeting shall choose another Director to be the chair of the meeting.

6.10 Persons Entitled to be Present

The only persons entitled to attend meetings of the Board shall be the Directors, Officers and others who are entitled, or required under any provision of the CNCA, or the By-laws, to be present at the meeting. The Public Accountant, Advisor and Observers may be admitted upon invitation of the chair of the meeting and with the consent of all Directors. Only the Directors or Officers will have the right to speak at such meetings although others duly present shall be allowed to speak with consent of the Board.

6.11 Exclusion of Observers

The chair of the meeting may request the Public Accountant, Advisor or Observer to leave any portion of a meeting where an actual or a potential conflict of interest has been identified. Directors may decide that the Public Accountant, Advisor or Observers be excluded from a meeting or a portion of a meeting. Additionally, all Observers are excluded from a meeting of the Board if the Directors initiate an in-camera session.

6.12 Quorum

The presence of a majority of the Specified Number of Directors shall be necessary to constitute a quorum for the transaction of business at a Board meeting. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting.

6.13 Written Resolution in Lieu of Meeting

A resolution in writing signed by all Directors entitled to vote on a resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

6.14 Voting

Subject to the CNCA and the By-laws, any question arising at any meeting of the Board shall be decided by a majority (50%+1) of votes. Each Director (including for greater certainty the chair of the meeting) is entitled to exercise one vote. All votes at any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting as to the result of the vote and an entry to that effect in the minutes shall be proof of the fact. The result of the vote taken shall be the decision of the Board upon the said question.

6.15 Deciding Vote

In the case of an equality of votes at any Board meeting, the chair of the meeting shall not have a second or deciding vote.

6.16 Rules of Order

The Board shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each Board meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act or the By-laws, the provisions of the Act, or the By-laws shall prevail.

**ARTICLE 7
OFFICERS**

7.1 Appointment

Subject to section 7.4, the Directors shall appoint from time to time, a Chair, and a Vice-Chair each of whom shall be a Director. In addition, the Board may appoint from time to time, such other Officers as they determine. Except as otherwise provided herein, an Officer may but need not be a delegate of a Member.

7.2 Duties of Officers

Subject to the provisions of the CNCA, and unless otherwise specified by the Board, the following shall be the duties of the following Officers:

- (a) **Chair** - The Chair, when present, shall preside at all meetings of Members and the Board and shall sign all contracts, documents or instruments in writing which require their signature and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to them by the Board.
- (b) **Vice-Chair** - The Vice-Chair shall be vested with and may exercise all the powers and perform all duties of the Chair where the Chair is absent, unable, or unwilling to act. The Vice-Chair shall also perform other duties as are determined by the Board from time to time.
- (c) **Other Officers** - The powers and duties of all other Officers, appointed by the Board, and which may include the Executive Director, shall be such as the terms of their engagement call for or the Board prescribes. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant.

7.3 Variations of Powers and Duties

The Board may, from time to time, and subject to the provisions of the Act and By-laws vary, replace, add to, or limit the powers and duties of any Officer.

7.4 Term of Office

- (a) Officers, who are Directors shall be appointed at an Annual Meeting, Special Meeting or Meeting of the Board and shall serve until the conclusion of their appointment or until such Officer:
 - (i) resigns by delivering a written resignation to Board, which resignation shall be effective at the time it is received by the Chair or the Vice-Chair, or at the time specified in the resignation notice, whichever is later;
 - (ii) is removed and replaced by the Board; or
 - (iii) ceases to be a Member's designated Director.
- (b) The Board, in its sole and absolute discretion, may, through an ordinary resolution of the majority (50%+1) of Directors, replace any Officer without prejudice.
- (c) Where the Executive Director is named as an Officer, their term is for the duration of their employment or contract.

7.5 Remuneration of Officers

The remuneration of any Officers shall be such as the terms of their engagement call for or as the Board may, from time to time, decide and specify.

7.6 Financial Agents and Legal Attorneys

The Corporation, by or under the authority of the Board, shall have power from time to time to appoint financial agents or legal attorneys for the Corporation in or outside Canada. These financial agents and legal attorney may hold such powers as determined by the Board (including the power to sub-delegate) management and administration of financial and legal matters.

7.7 Financial Advisor

The Corporation, by or under the authority of the Board, shall have power to appoint a financial advisor for the Corporation. The financial advisor may provide the Board advice and feedback with respect to corporate financial matters, accounting, and statements of account.

ARTICLE 8 PROTECTION OF DIRECTORS, OFFICERS, AND ADVISORS

8.1 Limitation of Liability

Every Director, Officer, and Advisor in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Advisors or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation, of the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Corporation are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of their respective office or in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful or wilful neglect or default.

8.2 Indemnity

The Corporation shall, indemnify each Director, Officer and Advisor or former Director, Officer or Advisor who acts or acted at the Corporation's request as a Director, Officer, Advisor or in a similar capacity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of their association with the Corporation or other entity provided that the individual to be indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or acted as Director, Officer, or Advisor in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

8.3 Advance of Costs

The Corporation may advance money to a Director, an Officer, or other individual referred to in section 8.2 for the costs, charges, and expenses of an action or proceeding referred to in section 8.2. The individual shall repay the money if the individual does not fulfil the conditions of sections 8.2(a) and 8.2(b).

8.4 Insurance

The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in section 8.2 against any liability incurred by the individual in the individual's capacity as a Director or Officer, or in the individual's capacity, if the individual acts or acted in that capacity at the Corporation's request.

8.5 Indemnities Not Limiting

The provisions of section 8 shall be in addition to and not in substitution for or limitation of any rights, immunities, and protections to which an individual is otherwise entitled.

ARTICLE 9 DISCLOSURE OF INTEREST

9.1 Disclosure of Interest

A Director or an Officer shall disclose to the Corporation, in writing or by requesting to have it entered into the minutes of the meetings of the Directors, the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

9.2 Conflict of Duty of Loyalty

A Director or an Officer shall disclose to the Board, in writing or by requesting to have it entered into the minutes of meetings of the Directors or of a Committee, external affiliations, obligations or other formal associations that may unduly influence such Director's or Officer's actions or impede such Director or Officer in their duty to promote the best interests of the Corporation, including situations where participation or influence in Board decisions can selectively and disproportionately benefit particular agencies, companies, organizations, or professional groups. The Board may from time to time adopt a conflict of interest and conflict of duty policy.

9.3 Time of Disclosure for Director

The disclosure required by section 9.1 or 9.2 shall be made, in the case of a Director:

- (a) at the meeting at which a proposed contract or transaction is first considered or the conflict of duty of loyalty first arises;
- (b) if the Director was not, at the time of the meeting referred to in section 9.3(a), interested in the proposed contract or transaction or in a conflict of duty of loyalty, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual, who is interested in a contract or transaction or has a conflict of duty of loyalty, later becomes a Director, at the first meeting after the individual becomes a Director.

9.4 Time of Disclosure for Officer

The disclosure required by section 9.1 or 9.2 shall be made, in the case of an Officer who is not a Member delegate Director:

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract, or proposed transaction is to be considered or has been considered at a meeting of or immediately after the conflict of duty of loyalty arises;
- (b) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

9.5 Time of Disclosure for Director or Officer

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Board, or request to have entered in the minutes of the meetings of Directors, the nature and extent of their interest.

9.6 Voting

A Director who is required to make a disclosure under section 9.1 or 9.2 shall not vote on any resolution to approve the contract or transaction or motion which gives rise to the conflict of duty of loyalty unless, in either case, the contract or transaction or motion:

- (a) is for indemnity or insurance pursuant to section 8; or

- (b) is with an affiliate, as such term is understood for the purposes of the CNCA; or
- (c) relates primarily to the director's remuneration as a Director or an Officer.

9.7 Continuing Disclosure

For the purposes of this section 9, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or Officer is a Director or an Officer, or acting in a similar capacity, of a party referred to in section 9.1(b) or 9.3(c);
- (b) the Director or Officer has a material interest in the party; or
- (c) there has been a material change in the nature of the Director's or the Officer's interest in the party.

9.8 Access to Disclosures

The Members may examine the portions of any minutes of meetings of Directors that contain disclosures contemplated by section 9.1 or 9.2, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

9.9 Avoidance Standards

A contract or transaction for which disclosure is required under section 9.1 is not invalid, and a Director or Officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with section 9.1;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

ARTICLE 10 EXECUTION OF DOCUMENTS, BANKING, AND BORROWING

10.1 Signatories

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by the Chair, Executive Director and other appointed agent and subject to any limitations set out in the By-laws, or any policies of the Corporation, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) any two Directors or Officers or any one Officer with any one Director, provided that no individual shall execute, acknowledge, or verify any instrument in more than one capacity;
- (b) any individual or individuals appointed by Ordinary Resolution of the Board to sign a specific document on behalf of the Corporation; and
- (c) Any document so signed may, but need not, have the corporate seal applied, if there is one.

10.2 Facsimile/Electronic Signatures

The signatures of any person authorized to sign on behalf of the Corporation, may be by electronic means. Anything so signed shall be as valid as if it had been signed manually.

10.3 Banking

The banking business of the Corporation shall be transacted with such banks, trust companies, or other firms or corporations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of power as the Board may, from time to time, prescribe or authorize.

10.4 Borrowing

Subject to any limitations set out in the By-laws, the Board may, from time to time, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge, or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

10.5 Board Delegation

From time to time the Board may authorize any Director, Officer, Committee or agent to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms, and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 11 NOTICE

11.1 Procedure for Sending Notices

Any notice (which term includes any communication or document) to be given, sent, delivered, or served pursuant to the CNCA, the By-laws or otherwise, to a Member, Director, Officer or to the

Public Accountant shall be sufficiently given if sent to the principal address or email address of the applicable person as last shown in the Corporation's records. A notice so delivered shall be deemed to have been received on the fifth business day after mailing or emailing (excluding each day during which there exists any general interruption of postal services, email services, due to strike, lockout, or other cause). A notice sent by means of electronic, transmitted, or recorded communication shall be deemed to have been received when so sent. The Chair or Executive Director may change or cause to be changed the recorded address or email address of any Member, Director, Officer, or Public Accountant in accordance with the information believed by them to be reliable.

11.2 Undelivered Notices

If any notice given to a Member, Director, Officer or Public Accountant, pursuant to section 11.1, is returned on two consecutive occasions because they cannot be found, the Corporation shall not be required to give any further notice until such Member, Director, Officer or Public Accountant informs the Corporation in writing of their new address or email address.

11.3 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the day of the meeting or other event shall be included.

11.4 Waiver of Notice

Any Member, Director, Officer, or Public Accountant may waive any notice required to be given to such person under any provision of the CNCA, the By-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

11.5 Error or Omission in Notice

No error or omission in giving notice of any meeting or adjourned meeting of Members, Directors or Committee to any Member, Director, member of any Committee or the Public Accountant, no non-receipt of the notice by any such person where the Corporation has provided notice in accordance with the By-laws, and no error in any notice not affecting its substance, shall invalidate any meeting to which the notice pertained or otherwise founded on such notice or make void any resolutions passed or proceedings taken thereat, and any Member or Director may ratify, approve, and confirm any or all proceedings taken thereat.

11.6 Certification re: Delivery

The statutory declaration of the Chair, Vice-Chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

ARTICLE 12 PUBLIC ACCOUNTANT

12.1 Public Accountant

The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant to hold office until the next Annual Meeting, and if an appointment is not so made, the Public

Accountant in office will continue in office until a successor is appointed. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of Public Accountant arising between Annual Meetings.

12.2 Qualification

The person or firm appointed as a Public Accountant shall not be a Director, an Officer, or an employee of the Corporation, or a business partner or employee of any such person, but shall:

(a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada; (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under relevant sections of the CNCA; and (c) be independent, within the meaning of the CNCA, of the Corporation, its affiliates, the Directors and Officers, and the Directors and Officers of such affiliates.

12.3 Remuneration

The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Board.

ARTICLE 13 ANNUAL FINANCIAL STATEMENTS

13.1 Statutory Requirements

The Corporation may, instead of sending copies or a summary of the Annual Financial Statements to the Members, notify the Members that the Annual Financial Statements are available at the registered office of the Corporation, and any Member may, on request, obtain a copy free of charge at the registered office of the Corporation.

ARTICLE 14 DUTY TO CONSULT

14.1 Consultation

Notwithstanding any provision in these By-laws, the Board or the Members shall only make, revoke, or amend a By-law or make, revoke, or amend a policy or process related to the selection, nomination, or appointment of Directors and Officers if it has been circulated to the Members for at least 21 days.

ARTICLE 15 BY-LAWS

15.1 By-laws, Amendment, or Repeal

Unless the CNCA or the By-laws otherwise provide, the Directors may, by ordinary resolution, make, amend, or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board.

15.2 Effect of Repeal of By-laws

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred thereunder prior to such repeal.

MADE and CONFIRMED by the Board on the 10th day of October 2024.

Name: Maureen Boon

Title: Chair

Member: College of Massage Therapists of Ontario (CMTO)

Name: Andre Bouchard

Title: Director

Member: College of Massage Therapists of New Brunswick (CMTNB)

Name: Yolanda Critch

Title: Director

Member: College of Massage Therapists of Newfoundland and Labrador (CMTNL)

Name: Bernie Plourde

Title: Director

Member: College of Massage Therapists of Prince Edward Island (CMTPEI)