



## **MARA Bylaws**

**New Brunswick, Prince Edward Island and Nova Scotia**

**Adopted by Members on October 20th, 2012,**

**& Amended May 25th, 2013, May 9<sup>th</sup>, 2015 & Nov. 28<sup>th</sup>, 2015**

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## **ARTICLE 1 - INTERPRETATION**

1.1 Definitions - in these Bylaws: **"Act"** means the Societies Act of Nova Scotia - Chapter 435, which supersedes all Governing Documents of the Association.

**"Acupressure"** means the use of pressure onto various points on the body to restore and maintain health and / or relieve pain.

**"Acupuncture"** means as originated in ancient China, the practice of using sterile, single-use acupuncture needles inserted into various points on the body to restore and maintain health and / or relieve pain.

**"Acupuncturist"** means a person who has graduated from an acceptable course of study in acupuncture, as defined by Board-approved policy, and has been found qualified to practice by this Association or by any other recognized organization whose standards and examination procedures are recognized by the Association.

**"Association"** means the Maritime Association of Registered Acupuncturists.

**"Board"** means the board of Directors, consisting of the President, the vice President, the Secretary, the Treasurer and at least three (3) standing committee Directors elected at a General Meeting pursuant to these Bylaws. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than seven (7) or no more than eleven (11).

**"Bylaws"** means the rules provided in this document which is the highest body of rules of the Association. It is meant to empower the Members such that if a responsibility is not specified in the Bylaws, Members cannot be held to that responsibility.

**"Code of Ethics"** means the rules contained in the document governing moral values which are meant to govern the Members and the Association.

**"Committee"** means a standing, or ad hoc committee established by a majority vote at a General Meeting.

**"Director"** means a Member elected to the Board at a General Meeting as committee chair, provincial representative or officer of the Association.

**"Elected"** means elected by the membership of the Association.

**"Ex-Officio"** means by virtue of position, the President may attend any committee meeting (except during nomination duties) and participate fully with the right to vote, but is not counted as part of the quorum.

**"Fine"** means a five (5) dollar fine as stated by the Nova Scotia government in the Societies Act.

**"Fine"** can also mean a penalty levied towards a member of the Association under Article 4.10 by the Discipline Committee to a maximum of \$20,000.

**"General Meeting"** means any meeting of the general membership of the Association where Members meet in-person in order to deliberate Association business and follow the rules of such meetings as per the Association's parliamentary authority, Robert's Rules of Order Newly Revised.

**"Governing Documents"** means the Association's charter, Bylaws, Code of Ethics, mission statement, and policies and procedures documents.

**"Incapacitated"** means, in relation to a Member, that the Member is suffering from a physical or mental condition, or disorder that makes it desirable in the interest of the public that the Member no longer be permitted to practice, or that the Member's practice be restricted; "incapacity" has a corresponding meaning.

**"In Camera"** means the proceedings of a meeting, or parts thereof, are secret and all attendees are honor bound to maintain confidentiality.

**"In good standing"** means the Member has paid all dues to the Association and is not subject to a suspension from the Association.

**"Member"** means a member who is registered with the Association.

**"Officer"** means an active member of the Association who holds a position of authority in the Association as indicated by the Bylaws and is a member of the Board.

**"Parliamentary Authority"** means the current edition of 'Robert's Rules of Order Newly Revised' which, after these Bylaws, serves as the Association's governing authority.

**"Policy"** means a policy made by the Association provided in the Policies and Procedures document.

**"Professional Misconduct"** means behavior that is regarded as unethical and beyond the accepted scope of practice of an acupuncturist as may be defined by any of the Governing Documents.

**"Quorum"** means the minimum number of active Members required to have at any meeting of the Association, the Board or a committee.

**"Registrar"** means a person who is hired by the Board as the Association's official record keeper and manager.

**"Register"** means the official register created to contain the list of all Members of the Association, names, along with their class status and all other pertinent information.

**"Rebate on Registration"** means a maximum amount of \$50 that will be refunded to each member in good standing of the Association to help cover the cost of attending in person the Annual General Meeting (AGM).

**"Seal"** means the official seal of the Association.

**"Special Resolution"** means a resolution passed by not less than three fourths of such Members entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

**1.2 Reference to Societies Act.** The Nova Scotia Societies Act and words and expressions used in these Bylaws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act. Where applicable, references herein to the Nova Scotia Societies Act shall include the equivalent legislation in New Brunswick and Prince Edward Island.

**1.3 Severable.** The provisions of these Bylaws are independent and severable and the invalidity of any part of the Bylaws does not affect the validity of the remainder of the Bylaws, which shall continue in full force and effect.

**1.4 References.** The singular in these Bylaws shall include the plural and vice versa.

**1.5 Headings.** The headings in the Bylaws are for ease of reference only and shall not affect in any way the meaning of the Bylaws.

## **ARTICLE 2 - PURPOSES**

2.1 The purposes of the Association are:

- a. To promote the science, art and philosophy of acupuncture;
- b. To advance the interest of its Members and the profession of acupuncture;
- c. To ensure quality of education and maintenance of competency;
- d. To foster and encourage professional growth and high standards upon compliance with the qualifications criteria of its Members;
- e. To set, monitor, ensure and make final determination upon compliance with the qualifications criteria of its Members;

- f. To represent its membership before government and regulatory bodies concerned with acupuncture therapy;
- g. To enter into any arrangements with authorities, municipal, federal, provincial, local or otherwise that are conducive to the operation, objects and purposes of the Association and to obtain from any such authority any rights, privileges and concessions and carry out, exercise, or comply with any such arrangements, rights, privileges and concessions;
- h. To co-operate with other charitable organizations, whether incorporated or not which have objects similar to the purposes of the Association;
- i. To hire or otherwise employ persons to assist the Association in the fulfillment of its purposes, goals, and objectives; and
- j. To do all such other things as are incidental or conducive to the attainment of the above purposes.

### **ARTICLE 3 - MEMBERSHIP**

3.1 Classes. There shall be three (3) classes of Members: active, inactive, and student. For the purpose of disciplinary action and investigation under these Bylaws, a Member includes a person whose membership is suspended, revoked or expired, or a Member who has resigned from the Association.

3.2 Active Member. Any practicing or non-practicing acupuncturist, registered in the Maritime or other Canadian Provinces with a professional organization that meets the Association's minimal educational standards, may become an active Member entitled to all the privileges of membership who:

- a. Is currently registered and in good standing with the Association;
- b. Has paid the prescribed fee in accordance to these Bylaws;
- c. Maintains required continuing education units; and
- d. Maintains current Standard First Aid and Level C CPR or Health Care Provider CPR.

3.3 Inactive Member. Any active member may become an inactive Member entitled to privileges of membership who:

- a. Applies in writing to the Secretary for an inactive status at the time of application and at each renewal thereafter; or
- b. At the time of original application was an active Member in good standing with the Association or an active Member in good standing of an acupuncture association whose members are normally accepted for membership in the Association without examination.



c. An inactive Member may become an active Member of the Association without examination:

(i) Within six (6) years of the date upon which the status of inactive Member was begun upon proof of a minimum number of Continuing Education Units (CEUs) accumulated during the inactive period as determined by the Association's CEU Policy; or

(ii) If practicing acupuncture as a registered acupuncturist in a jurisdiction other than the Maritimes, upon moving to the Maritimes and providing the Secretary with satisfactory proof of continuous practice as an acupuncturist while an inactive Member of the Association. "Continuous practice" shall mean at least five hundred (500) hours of direct client care within the prior thirty six (36) months.

3.4 Student Member. Any person who is registered as a student acupuncturist in an accredited educational institution and has paid the required fee to apply to the Association may become a Student Member.

3.5 Obligations of Members. Every Member shall comply with the Association's Governing Documents.

3.6 Membership Dues. Amounts and methods of payment of any membership dues of the Association shall be determined by a majority vote of Members at a General Meeting upon recommendation from the Board.

a. A Member who is in arrears thirty (30) days past the due date for the payment of annual dues may have their membership suspended or revoked until payment thereof, including a late payment charge.

b. Dues for a given year shall be received by the Treasurer by October 1<sup>st</sup>.

c. Members in arrears after October 31<sup>st</sup> may have all rights and privileges, including voting privileges, suspended pending full payment of their annual dues and any late payment charges.

d. A Member who resigns, is suspended or is expelled from the Association, shall not be entitled to a refund of any part of dues paid.

3.7 Application for Membership. Any person interested in, and concurring with the purposes of the Association may apply to the Board for membership in the Association. Fulfillment of all membership criteria will determine approval for membership.

3.8 Member in Good Standing. All Members are in good standing except a Member who has failed to pay their dues, fines or debts owed by the Member to the Association, the Member has resigned or has been suspended or expelled from the Association.

3.9 Membership year. The membership year shall be from October 1<sup>st</sup> to September 30<sup>th</sup>.

3.10 Notification of Approval or Denial. Within forty five (45) days of receiving the application, the Secretary shall provide notice to the applicant of the decision to approve or decline the application.

- a. If an application is approved, the Secretary shall notify the applicant at the address given on the application form and the name of the applicant shall be entered in the register.
- b. If an application is declined, the Secretary shall notify the applicant of the reasons for the decision.

3.11 Rights and Privileges of Members. Save as herein provided, all Members shall enjoy the full rights and privileges of membership in the Association. All Members are entitled to:

- a. Attend all general and special meetings of the Association. While legally not mandatory, all Members are expected to attend the AGM in order to influence decision making with the intent to help foster growth and development in the Association.
- b. Attend all Association functions such as seminars, workshops and conventions.
- c. Receive in a timely manner via e-mail or otherwise, copies of all Governing Documents, budgets, financial reports, notices and publications issued by the Association upon joining, and when requested.
- d. Be elected by the Members to serve on the various standing and ad hoc committees performing Association business.
- e. Not be assessed any additional payments aside from, when applicable, the membership dues, preferential rates for Association functions, and a late payment fee as determined by the Board.

3.12 Active Members Entitlement: In addition to the rights listed above (3.11), active Members only are entitled to:

- a. Be nominated for, and if elected, serve on the Board;
- b. Move or second motions for the consideration of the membership;
- c. Nominate Members for directorship to the Board; and
- d. Vote on any and all matters requiring the same.

3.13 Resignation from Membership. A Member desiring to resign from the Association shall submit their written resignation to the Secretary.

3.14 Ceasing to be a Member. A person shall cease to be a Member of the Association:

- a. By delivering their resignation in writing to the Secretary;
- b. Upon the Member's death;
- c. Due to lapse in good standing for six (6) consecutive months; or
- d. On being suspended or expelled in the manner hereinafter provided.

## **ARTICLE 4 - MEETINGS OF MEMBERS**

4.1 Meetings. General Meetings shall be held in-person, at least once per year in accordance with the Association's parliamentary authority at a time and place to be decided on by the Board.

4.2 Annual General Meeting. The Association shall hold an Annual General Meeting of its Members once each calendar year at such time and place as the Board may determine to:

- a. Receive the audited or reviewed financial statements of the Association;

- b. Receive the annual report of the Association and the reports of its committees;
  - c. Receive the written report by the Board concerning the activities of the Association since the last Annual General Meeting;
  - d. Conduct elections for Directors of the Board and Committee Chairs; and
  - e. Transact other business as may be properly conducted in accordance with these Bylaws.
- Upon a majority vote of the Members present, the chair may suspend the order of business and replace it with any other order of business.

4.3 Rebate on Registration. Within thirty (30) days after the AGM, a rebate on registration fees to a maximum amount of fifty dollars (\$50) will be provided to each member in good standing of the Association to help cover the cost of attending in person the Annual General Meeting (AGM).

4.4 Notice of General Meetings. Notice of a General Meeting shall specify the date, time, location and agenda of the meeting. Such notice shall be given to each Member either personally, electronically, or sent by mail to the registered address of each Member not less than thirty (30) days before the General Meeting.

4.5 Special General Meeting. Every General Meeting other than an annual General Meeting is a special General Meeting.

- a. Upon giving the requisite thirty (30) days notice, the Board may call a special General Meeting of the membership whenever it deems appropriate for the purpose of considering a specific and urgent matter which cannot be delayed until the next annual General Meeting.
- b. A special General Meeting shall be called only to consider one or more items of business specified in the call of the meeting.

4.6 Petitioned Meeting.

A petition in writing calling for a special General Meeting may be made if signed by at least thirty (30) percent of the active membership.

- a. Within ten (10) calendar days of the receipt of such petition, the President shall call a special General Meeting, giving the requisite thirty (30) calendar days notice.
- b. Should the President not act within the stated time, the petitioners may act to call a special General Meeting and shall give the requisite thirty (30) calendar days notice to all Members.
- c. A petitioned meeting shall be called only to consider one (1) or more items of business specified in the call of the meeting.
- d. Provided that these proceedings are carried out, any and all business transacted at such a meeting shall be considered legal and binding.

4.7 Chair. The President shall preside over all meetings of the Members as chair. In the absence of the President, the Vice-President shall preside over the meeting. In the absence of the President and the Vice-President, members present shall by simple majority elect one of the Directors present at the meeting to act as chair for the meeting.

4.8 Quorum. A General Meeting quorum shall be twenty (20) percent of the active membership either present in person or represented by a written proxy, signed by the Member and delivered

to the Secretary. If within one (1) hour of the time appointed for a meeting a quorum is not present, the meeting shall be dissolved.

4.9 Requirement of Quorum. Unless a quorum of Members is present, no business other than the election of a chair and the adjournment or termination of the meeting, shall be transacted at any meeting. If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.10 Adjournment. The Chair may, with the consent of the majority of the Members present at any meeting where a quorum is in attendance, and shall if so directed by at least two-thirds (2/3) of the members present at such meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than the business left unfinished from which the adjournment took place. Where a meeting is adjourned for ten (10) days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.11 Rules of Order. Robert's Rules of Order Newly Revised shall apply to all meetings of the Association.

4.12 Minutes of Meeting. The Secretary shall cause minutes of every meeting of Members to be taken and, after approval at the next succeeding meeting, those minutes shall be signed by the chair of the meeting and the Secretary.

4.13 Voting Rights. At any meeting of the Members, any active Member in good standing who is present in person shall be entitled to one (1) vote. No Member shall be entitled to more than one (1) vote unless that Member has been authorized by a duly filed proxy. In the case of an equality of votes, the chair shall not have a casting or second vote in addition to the one (1) vote entitled to each Member.

4.14 Forfeiture of Voting Rights. An active Member who is not in good standing with the Association, is ineligible to cast a vote at a meeting of the Association, either in person, or by proxy as described in these Bylaws.

4.15 Method of Voting. At any meeting of the Association, a resolution put to the vote at the meeting by active Members only, shall be decided by a show of hands or by ballot. A declaration by the chair that such resolution has been carried, or carried unanimously, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the passing of the resolution.

## **ARTICLE 6 - ADMINISTRATION OF THE ASSOCIATION**

5.1 General Authority. The Association shall be administered by the elected Board. The Board shall provide oversight, supervision, and administration over the activities and affairs of the Association. The Board shall serve as an instrument of the Association and be subordinate to its membership assembly at a General Meeting.

5.2 Board Compliance. The Board and its Directors shall comply with the rules of law made under the Nova Scotia government's Societies Act.

5.3 Limits of the Board. The Board shall not assume excessive authority over the membership, other than as necessary to enforce the Governing Documents.

5.4 Financial Responsibilities. The Board shall not undertake any major expenditures to create any indebtedness on behalf of the Association without specific authorization from the membership.

5.5 Signing Authority. The President and Treasurer shall sign all contracts, or legal documents on behalf of the Association. In exceptional circumstances the Board may identify a different combination of signatories from the President, Vice-President, Secretary or Treasurer.

5.5.1 The Treasurer shall sign all cheques or electronic money transfers on behalf of the Association. Under exceptional circumstances the Board may identify a different single signing authority for cheques and electronic money transfers.

5.5.2 A monthly summary of expenses paid by the Association will be sent to members of the Board by the Treasurer detailing all expenses paid during the month in question via the credit card, cheques or electronic money transfers.

5.6 Seal. The Board may provide for a common seal of the Association and shall have the power from time to time to destroy it and to substitute a new seal in place of the destroyed seal. The seal shall be kept at the head office of the Association, and affixed only when authorized by resolution of the Board.

5.7 Borrowing Powers. The borrowing powers of the Association may be exercised by special resolution of the Members.

5.8 Execution of Instruments. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board.

5.9 Registrar. The Board may at its discretion hire a Registrar who shall not be a member of the Association.

The Registrar shall fulfill functions assigned by virtue of the Bylaws and by the Board. The Registrar shall be the official record keeper for the Association and shall manage the day-to-day affairs of the Association. The duties of the Registrar are listed in ARTICLE 5 – Duties of the Registrar of the Policy and Procedures Document.

## **ARTICLE 6 - BOARD OF DIRECTORS**

6.1 Director Qualification. A Director shall be an active Member in good standing of the Association.

6.2 Number of Directors. Unless otherwise determined by the Members at a General Meeting, the number of Directors shall be no less than seven (7) or any more than eleven (11). No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

6.2.1 Electoral Provinces. For the purposes of election of Directors, each of the following provinces, New Brunswick, Nova Scotia, and Prince Edward Island, shall be represented on the Board by at least one (1) Director.

6.3 Composition of the Board. The Board shall consist of the President, the vice President, the Secretary, the Treasurer, at least three (3) standing committee chairs.

6.4 Term of Office. Directors shall be elected at an annual General Meeting of the Association to serve for a term of two (2) years, and may only serve for a maximum of two (2) consecutive terms. If no successor is elected, the Member previously elected or appointed continues to hold office. Separate elections shall be held for offices to be filled. Every two (2) years, elections shall be staggered to elect a President, Treasurer and Bylaws Director in alternate years from those of a Vice-President, Secretary, Education Director and Members' Services Director.

6.5 Election Notice. In the notice of an annual General Meeting, Members shall be informed as to which positions on the Board will be open for elections.

6.6 Nominations. Nominations for Directors may only be made for active Members in good standing by active Members in good standing. Nominations received by the Bylaws Committee must be registered with the Secretary before the commencement of the General Meeting. Nominations from the floor shall be permitted. The nominee shall give consent to stand for election, failing which the nomination shall be invalid.

6.7 Elections. A Director may be elected by acclamation, and unless by acclamation, elections shall be by secret ballot and shall be by simple majority vote, provided that in the event of a tie vote, such vote shall be re-taken.

6.8 Vacancy. Where a vacancy or shortage of active Members on the Board occurs at any time, the Board may appoint an active Member in good standing to fill any vacant position. A Director so appointed holds office for the balance of the predecessor's term and is eligible for re-election.

6.9 Deemed Vacancy. A Director shall be deemed to have vacated the office of a Director if:

- a. the Member resigns his directorship by delivering a notice in writing to the address of the Association;
- b. the Member ceases to be a Member in good standing;
- c. the Member becomes insolvent or declares bankruptcy;
- d. the Member is declared or becomes incapacitated;
- e. the Member is convicted of an indictable offense; or
- f. the Member dies.

6.10 Removal of Director or Committee Member. In accordance with procedures for special resolution under the Societies Act, the membership may by special resolution remove any Director before the expiration of their term of office and may elect a successor as replacement until the election at the next annual General Meeting.

6.10.1 A Director may be removed from the Board where a motion to that effect is passed by two thirds (2/3) of the other Directors.

6.10.2 A Member of a committee may be removed from a committee where a motion to that effect is passed by the Board.

6.11 Pursuant to the Association's expense policy, Directors and committee Members shall be reimbursed for their reasonable travel, accommodation, and miscellaneous expenses incurred while carrying out Board or committee duties upon approval by the Board. Directors and committee Members shall serve without remuneration for duties performed as defined within these Bylaws.

6.11.1 Honoraria paid to Members will be allowed for services deemed by the Board to be in the best interest of the Association. Honoraria is defined for this purpose as payments made to a Member for services that clearly go beyond the scope of their normal responsibilities within the Association as defined by these Bylaws. This would occur when the work to be done or service rendered would have been a paid position or service had it been performed by someone other than the Association Member, and when the Association Member has demonstrated that he/she has the appropriate qualifications to perform the duties. All such expense must be approved in advance by the Board on a case-by-case basis and reflect reasonable value for service provided.

A Member shall only receive a maximum of one thousand dollars (\$1,000) in honoraria per membership year for services rendered to the Association outside the scope of their regular duties. Article 13 of the Policy and Procedures document entitled Honorariums provides additional information on activities covered under this policy.

6.11.2 In order to ensure a process that is fair and transparent:

- a. A budget identifying total yearly expenditures allowed under this section of the Bylaws shall be recommended annually by the Board and approved by Members at the Annual General Meeting.
- b. The Board shall report back to the Membership at the Annual General Meeting with details of expenditures and policy decisions made in accordance with the section of the Bylaws dealing with honoraria.

c. The Board shall solicit at the Annual General Meeting submissions from Members seeking financial assistance paid by honorarium for special projects that would benefit the Association and its Members.

d. Honorarium is defined in the *Canadian Oxford Dictionary* as "a fee, especially a voluntary payment for professional services rendered without the normal fee". 'Normal' being the key word, it implies that the person receiving the honorarium does so at a reduced rate that is less than the normal fee.

6.12 One Office Only. No Director shall hold more than one (1) office at any one (1) time. Notwithstanding the above, the President and Vice-President shall chair the Discipline and Complaints sub-committees respectively.

## **ARTICLE 7 - DUTIES OF OFFICERS AND DIRECTORS**

7.1 Officers. The Association shall have as officers, a President, a Vice-President a Secretary and a Treasurer who shall be Directors.

7.2 President. The President shall be an active Member in good standing and shall perform all duties, roles and responsibilities in accordance with Board-approved governance policies which include the following:

- a. Chair all meetings of the Association and of the Board;
- b. Serve as chair of the Discipline sub-committee;
- c. Serve as ex-officio member of all committees and participate fully with the right to vote, with the exception of the Bylaws committee during nomination duties;
- d. Supervise Directors in the execution of their duties;
- e. Represent the Association;
- f. Present to Members at the annual General Meeting a written report, detailing the activities of the Association and the performance of Board members with respect to attendance at Board meetings and fulfillment of duties;
- g. Ensure the Association fulfills its commitments to government; and Perform other applicable duties requested by the Board or as prescribed by the parliamentary authority.

7.3 Vice-President. The Vice-President shall be an active Member in good standing and shall perform all duties, roles and responsibilities in accordance with Board-approved governance policies which include the following:

- a. Perform the duties of the President if the President is absent, unable or unwilling to perform stated duties;
- b. Serve as chair of the complaints sub-committee;
- c. Perform all duties, roles and responsibilities in accordance with Board-approved governance policies; and
- d. Perform other applicable duties requested by the Board or as prescribed by the parliamentary authority.

7.4 Secretary. The Secretary shall be an active Member in good standing and shall perform all duties, roles and responsibilities in accordance with Board-approved governance policies which



include the following:

- a. Notify Members of their admission to the Association and issue annual certificates of membership and a copy of all Governing Documents as needed;
- b. Keep and maintain a register of Members as provided for in these Bylaws, with the following particulars;

The full name and resident address of each Member;

- i. The date on which such Member is admitted as a Member;
- ii. The date on which any Member ceases to be a Member; and
- iii. Such other information as may be required by the Nova Scotia Societies Act.

c. Keep and maintain a register of the Directors of the Association, together with the following particulars:

- The full name and resident address of each Director;
- The date upon which each Director was last elected or appointed as a Director;
- The date on which such Director ceases to be a Director; and
- Such other information as may be required from time to time by the Directors.

d. Assume responsibility of all routine correspondence of the Association;

e. Issue notices of meetings of the Association and Directors;

f. Record and keep minutes of all matters transacted at meetings of the Board and Members;

g. File the Annual Report of the Association with the Registrar of Companies of Nova Scotia within the period prescribed by the Societies Act, together with such other information as may be required thereunder. The Secretary shall also provide any other information concerning the Association requested by the Registrar of Societies;

h. Have custody of the common seal of the Association, as well as all records and documents of the Association, except those records and documents required to be kept by the Treasurer, and

i. Perform other applicable duties, requested by the Board or as prescribed by the parliamentary authority.

**7.5 Treasurer.** The Treasurer shall be an active Member in good standing and shall perform all duties, roles and responsibilities in accordance with Board-approved governance policies which include the following:

a. Collect all dues, fees, subscriptions and charges and deposit the same to the credit of the Association with its bankers;

b. Keep a regular account of the funds of the Association at a Canadian financial institution; Be responsible for the preparation of all financial statements of the Association required to be forwarded to each Member with the notice of the annual General Meeting. Such statements shall, if required by the Societies Act or any other statute in force from time to time, be audited or reviewed, and be signed by the auditors or certified general accountants; and

c. Perform other applicable duties, requested by the Board or as prescribed by the parliamentary authority.

7.6 Directors. The Directors shall be active Members in good standing and shall perform all duties, roles and responsibilities in accordance with Board-approved governance policies which include the following:

- a. Attend and participate in regular meetings of the Board;
- b. Chair and fulfill appropriate responsibilities on various committees as defined in the Bylaws, and policies and procedures;
- c. Attend and participate in General Meetings of the Association, and
- d. Perform other applicable duties as requested by the Board or as prescribed by the parliamentary authority.

7.7 Absence of Secretary. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

## **ARTICLE 8: CONFLICT OF INTEREST**

Officers shall disclose to the Board information concerning activities related to their role in the Association that may be seen as creating a conflict of interest, such as, but not limited to:

- Having a vested interest in an external business that may provide materials or services to the Association
- Being offered services or materials as a result of employment or position with the Association
- Making use of a position with the Association to solicit services or materials for personal gain
- Utilizing Association equipment, services or materials for an external business

8.1 Contract or Transaction. An Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure required by these Bylaws.

8.2 Not to Attend Meeting and Not to Vote. Any such Officer shall not attend any part of a meeting of the Board during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

8.3 Disclosure. An Officer who is a party to a contract or transaction, or proposed contract or transaction with the Association shall disclose to the Association the nature of his or her interest.

8.4 Board Minutes. Such a disclosure made by an Officer shall be entered in the minutes of the meetings of the Board regarding the nature and extent of his or her interest.

8.5 Remaining Directors Deemed Quorum. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at such a meeting, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the motion.

8.6 Members' Approval. If more than half the Directors are required to make such a conflict of interest disclosure, the contract or transaction may be approved only by the voting Members at a General Meeting.

8.7 Court May Set Aside Contract. If an Officer fails to disclose his or her interest in a contract or transaction in accordance to this section or otherwise fails to comply with this section, the Association or a member of the Association may apply to the court for an order to setting aside the contract or transaction and directing that the Officer account to the Association for any profit or gain realized and upon such application, the court may so order or make such other order as it thinks fit.

## **ARTICLE 9 - PROCEEDINGS OF BOARD**

9.1 Meeting of Directors. The Board shall meet together at least three (3) times per year either in person or by 'real time' telephone or video conference, on such dates, and at such places and times as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit. Meetings may be called either by the President, or at the request of a majority of the Board.

9.2 Notice. Notice of any Board meeting shall be given to each Director not less than twenty (20) days before the meeting is to take place, provided that meetings of the Directors may be held at any time without formal notice if all Directors are present or those present and absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

9.3 Temporary Absence. A Director who may be temporarily absent from the Maritimes may send or deliver to the address of the Association a waiver of notice which may be by letter or by electronic communications, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- a. No notice of Board meetings shall be sent to that Director, and
- b. Any and all Board meetings of the Association, notice of which has not been given to that Director, shall, if the quorum of Directors is present, be valid and effective.

9.4 Chair. The President shall chair all Board meetings. If the President is absent the Vice-President shall chair the meeting. If at any meeting the President and Vice-President are not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors may choose one of their numbers to be chair at that meeting.

9.5 Quorum. A quorum shall be a majority of Board members for the transaction of business.

9.6 Order of Business. The order of business at all Board meetings shall be as follows:

- reading of minutes of the last meeting and confirmation of the same;
- receiving reports from committees;
- receiving reports of officers;
- unfinished business; and
- new business;

- provided however that the order of business may be altered at any meeting by a majority vote of those present.

9.7 Majority Vote. Matters considered at any meeting of the Board shall be decided by a simple majority of votes. In case of a tie, the chair shall not have a second or casting vote. No resolution proposed at any Board meeting need be seconded and the chair of any Board meeting shall be entitled to propose a motion.

9.8 Minutes. The Secretary shall cause the minutes of every Board meeting to be taken and such minutes shall be signed by the chair of the meeting and by the Secretary after approval at the next succeeding meeting.

9.9 Minutes on Website. Except for any personal matter affecting individual Members, the Secretary shall make the minutes of every Board meeting available to the membership via the Association's website within thirty (30) days of the meeting being held.

9.10 Defect in Election or Appointment. All acts done at any Board meeting or of a committee, or by any Members acting as Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such Directors or Members acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Member had been duly appointed and was qualified to be a Director.

9.11 Rules and Regulations. The Directors may make such rules and regulations for the conduct of their affairs and the affairs of the Association as they deem desirable provided that such rules and regulations are not inconsistent with these Bylaws or the Societies Act.

9.12 Parliamentary Procedure. Subject to any provisions in the Bylaws, all Board meetings shall be conducted in accordance with the parliamentary authority.

## **ARTICLE 10 - STANDING COMMITTEES**

10.1 All Association committees must carry out their functions in compliance with the Act and are under the overall authority of the Board. Standing committees shall consist of not less than two (2) and not more than five (5) registered Members. Each committee chair shall be a Director of the Board. There shall be the following standing committees of the Association:

a. The Education Committee, which shall develop and maintain a continuing education unit policy (CEU) with subsequent amendments, listing approved courses with the number of CEUs gained by attending Members, and fulfill any other duties assigned through the Board-approved policies.

b. The Bylaws Committee, which shall develop and maintain a bylaws policy with subsequent amendments, liaise between the Nova Scotia government and the Board, draft all amendments to the Association's Governing Documents, act as nominating committee and fulfill any other duties assigned through the Board-approved policies.

c. The Member Services Committee, which shall develop and maintain a Member's service policy with subsequent amendments, assist with functions that release and promote public awareness of acupuncture, liaison with the membership regarding pertinent association information, manage the web site, carry out any other non-regulatory activities approved by the Board that support the Members, and fulfill any other duties assigned through the Board-approved policies.

10.2 Other Committees. Other standing or ad hoc committees may be created as the need arises.

10.3 Vacancies. If a vacancy exists on a committee, the Board may appoint an active Member in good standing to fill any vacant position.

10.4 Proceedings. The members of a committee may meet and adjourn as they think proper.

10.5 Committee Quorum. The quorum for meetings of the committees shall be a simple majority of the members of the committee.

10.6 Term of committee members. Members of committees shall serve for a term of two (2) years or until a successor has been appointed, but in any case, shall not serve more than three (3) consecutive terms in any one (1) committee.

## **ARTICLE 11 - FISCAL YEAR AND AUDIT OR REVIEWED FINANCIAL STATEMENT**

11.1 Fiscal Year. The fiscal year of the Association shall end on December 31 in each year.

11.2 Audit or Reviewed Financial Statement. In each fiscal year of the Association, there must be an audit or review of the association's financial books, records, and accounts by a chartered accountant, or certified general accountant who is registered and who has been appointed by the Board. An audit will only be undertaken at the request of the association members by a majority vote at an Annual General Meeting or a Special General Meeting.

## **ARTICLE 12 - INSPECTION OF RECORDS**

12.1 The books of account, records and minutes of meetings of Board, and Members shall be open for inspection by any Member at any time during the business hours of the office of the Association.

## **ARTICLE 13 - LIQUIDATION**

13.1 The Association shall be liquidated or wound-up if at any General Meeting a resolution for the liquidation of the Association is passed by a special resolution; provided however that thirty (30) days' notice be given to the Members of any such proposal.

## **ARTICLE 14 - LIABILITY OF MEMBERS**

14.1 Subject to the Societies Act no Member of the Association shall in his individual capacity be liable for any debts or liabilities of the Association.

## **ARTICLE 15 - LIMIT OF LIABILITY AND INDEMNITY**

15.1 Directors Not Liable: Subject to the Societies Act, no Director or officer for the time being of this Association shall be liable for the acts, receipts, neglect or defaults of any Director or officer or employee or for joining in any receipt or act for conformity or for any loss, conversion, misapplication, misappropriation of or any damage resulting from any dealings with any moneys or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office unless the same shall happen by or through breach of duty or breach of trust of which they may be guilty in relation to the Association.

15.2 Liability Insurance. Subject to the Societies Act, the Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or is serving as a Director, officer, employee or agent of the Association, their heirs, and personal representatives against any liability incurred by them in that capacity.

## **ARTICLE 16 – NOTICES**

16.1 Unless otherwise provided in these Bylaws, notices may be given to a Member, either personally or by mail to them at their registered address and to a Director, either personally or by mail at their address as listed in the register of Members and in the register of Directors. A notice sent by mail shall be postage prepaid. Any notice so mailed shall be deemed to have been given three (3) days following that on which the notice is posted; provided that at the time of mailing or within three (3) days of mailing any notice hereunder, a mail strike, slowdown or other labour dispute which might affect the delivery of the notice by mail occurs, then the notice shall only be effective if actually delivered.

## **ARTICLE 17 – BYLAWS**

17.1 Special Resolution. These Bylaws shall not be altered or added to except by special resolution.

17.2 Notification of Proposed Amendments. Proposed changes to Bylaws must be mailed along with the voting ballot to all registered Members to their last known address at least thirty (30) days prior to the annual general or a special meeting called for the purpose of amending the Bylaws.

17.3 Approval of Bylaws. Notwithstanding anything to the contrary in these Bylaws, the Bylaws may only be amended by a three fourths (3/4) vote of the registered Members present in person or by proxy at an annual General Meeting or at a special meeting called for the purpose of amending the Bylaws.

Bylaws shall be passed by special resolution of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

17.4 Posting of Amended Bylaws. Within one hundred and twenty (120) days following ratification of any amendments to the Bylaws, Members will be provided notice of the posting of Bylaws through a general announcement in the Association's Member newsletter or by electronic communication.

17.5 No Bylaw Suspension. These Bylaws shall not be suspended at any meeting as they state the rights and duties of all Members, whether present or absent from a deliberative assembly.

17.6 Maintenance of Bylaws. Every bylaw and every amendment and revocation of it shall be dated and numbered according to the date on which it was passed, certified by the President or vice President, and by the Secretary, sealed and maintained in a book in its chronological order.

17.7 Consolidated bylaw. The Secretary shall maintain a consolidated bylaw that contains the results of every bylaw and amendment made.