



BY-LAWS OF THE MASSAGE THERAPISTS' ASSOCIATION OF NOVA SCOTIA

1. INTERPRETATION

- 1.1. References in this document to the *Act* refer to the Nova Scotia *Societies Act*, RSNS 1989, c 435 including any Regulations made pursuant to the *Act*.
- 1.2. These By-laws may be cited as the By-laws of the Massage Therapists' Association of Nova Scotia.
- 1.3. Words importing the singular include the plural number and vice versa unless the context otherwise requires.
- 1.4. In the event of any conflict between these By-laws and the *Act*, the provisions of the *Act* prevail.

2. DEFINITIONS

- 2.1. In these By-laws;
 - a. **"Association"** means the Massage Therapists' Association of Nova Scotia
 - b. **"Board"** means the Board of Directors of the Association;
 - c. **"By-laws"** means these By-laws and any other by-laws of the Association as amended and which are in force and effect;
 - d. **"Complaint"** means a notice submitted to the Association in a form approved by the Executive Director that advise of matters that may constitute professional misconduct, conduct unbecoming the profession, incompetence, or incapacity of a member;
 - e. **"Conduct unbecoming the profession"** means conduct in a member's personal or private capacity that tends to bring discredit upon the practice of massage therapy;
 - f. **"Director"** means a member of the Board of Directors of the Association;
 - g. **"Disciplinary matter"** means any matter involving an allegation of professional misconduct, conduct unbecoming the profession, incompetence, or incapacity;
 - h. **"Discipline Committee"** means the Discipline Committee appointed under these By-laws;

- i. **"Good standing"** means that the member is current with their membership fees of the Association;
- j. **"Incapacity"** means a medical, physical, mental or emotional condition, disorder or addiction that renders or rendered a member unable to practise with competence or that may endanger or has endangered the health or safety of individuals;
- k. **"Incompetence"** means the display of a lack of knowledge, skill or judgment in the member's practice of massage therapy that, having regard to all the circumstances, rendered it unsafe for the member to practice at the time or renders it unsafe for the member to continue in practise without remedial assistance;
- l. **"Investigation Committee"** means the Investigation Committee appointed under these By-laws;
- m. **"Fitness to Practise Process"** means the fitness-to-practise process set out in these By-laws and the Association's policies to address issues of incapacity;
- n. **"Meeting of the members"** means an annual general meeting of the members, a semi-annual meeting of the members, or a special meeting of members;
- o. **"Member"** means a member of the Association;
- p. **"Practice"** means the practice of massage therapy;
- q. **"Practice of massage therapy"** means the provision of massage therapy services;
- r. **"Profession"** means the massage therapy profession;
- s. **"Professional Conduct Committee"** includes an Investigation Committee and a Discipline Committee;
- t. **"Professional misconduct"** includes such conduct or acts relevant to the practice of the profession that, having regard to all the circumstances, would reasonably be regarded as disgraceful, dishonourable or unprofessional, including
 - a) failing to maintain the standards of practice;
 - b) failing to adhere to any codes of ethics adopted by the Association;
 - c) abusing a person verbally, physically, emotionally or sexually;
 - d) misappropriating personal property, drugs or other property belonging to a client or an employer;

- e) inappropriately influencing a client to make or change a legal document;
 - f) abandoning a client;
 - g) neglecting to provide care to a client;
 - h) failing to exercise appropriate discretion with respect to the disclosure of confidential information;
 - i) falsifying records;
 - j) inappropriately using membership status for personal gain;
 - k) promoting for personal gain, any drug, device, treatment, procedure, product or service that is unnecessary, ineffective or unsafe;
 - l) publishing, or causing to be published, any advertisement that is false, fraudulent, deceptive or misleading; and
 - m) engaging or assisting in fraud, misrepresentation, deception or concealment of a material fact when applying for or securing membership with the Association;
- u. **"Register"** means the register of the members;
 - v. **"Registrar"** means the Registrar of Joint Stock Companies appointed under the *Companies Act* (Nova Scotia);
 - w. **"Respondent"** means a person who is the subject of a complaint pursuant to these By-laws;

2.2. Other terms defined in the *Act* are applicable to these By-Laws.

MEMBERSHIP

3. CLASSES OF MEMBERSHIP

3.1. The following are the 5 classes of membership:

- a. Active;
- b. Inactive;
- c. Associate;
- d. Student; and
- e. Honorary.

4. ACTIVE MEMBER

4.1. The Executive Director shall admit an applicant to the Association as an Active Member upon receipt of the following:

- a. a complete application form;
- b. payment of the applicable annual membership dues, within the time determined by the Executive Director and in a method acceptable to the Executive Director;
- c. proof satisfactory to the Executive Director that the applicant is a graduate of
 - i. an approved education program;
 - ii. an education program in another jurisdiction in or outside of Canada that rendered the applicant eligible for registration as a massage therapist in that jurisdiction;
 - iii. an education program in another jurisdiction in or outside of Canada that, together with the additional education and experience of the applicant, as determined by the Executive Director, provides the applicant with the competencies to practise massage therapy;
- d. proof satisfactory to the Executive Director that the applicant
 - i. has successfully completed such examinations as approved by the Board, if any;
 - ii. has successfully completed Emergency First Aid and CPR Training as required by the Board;
 - iii. has the capacity, competence, and character to safely and ethically engage in practice; and
 - iv. has no outstanding complaints, prohibitions, conditions, agreements or restrictions from any registration or licensing authority that would preclude membership.

4.2. Only Active Members are entitled to:

- a. be nominated for, elected to, or serve on the Board or Committees;
- b. move or second motions before the membership of the Association;
- c. vote on said motions pursuant to clause 4.2(b);
- d. practise massage therapy as a member of the Association;

- e. hold themselves out as entitled to practise massage therapy as a member of the Association; and
 - f. receive a Certificate of Active Membership.
- 4.3. Active Members shall display in a prominent place in their primary establishment or place of employment the Certificate of Active Membership in the Association.
- 4.4. Each Active Member's name shall be listed on the Register on the Association's website.

5. INACTIVE MEMBER

- 5.1. The following are the criteria an applicant is required to meet in order to be an Inactive Member of the Association:
- a. qualifies for Active Membership; and
 - b. is not practising massage therapy in the province of Nova Scotia.
- 5.2. The Executive Director shall admit an applicant to the Association as an Inactive Member upon receipt of the following:
- a. payment of the applicable annual membership dues, within the time determined by the Executive Director and in a method acceptable to the Executive Director, if any; and
 - b. a complete applicable application form.
- 5.3. An Inactive Member is entitled to attend all meetings of the Association, but is not entitled to vote or hold office in the Association.

6. ASSOCIATE MEMBER

- 6.1. An Associate Member is an individual who, though not eligible for Active Membership under these By-laws, is, by virtue of their professional interests, committed to the mandate of the Association, and includes but is not limited to:
- a. directors or educators of recognized schools of massage therapy; and
 - b. Association approved educators offering continuing education opportunities.
- 6.2. The Board shall vote on admitting an applicant to the Association as an Associate Member upon receipt of the following:
- a. payment of the applicable annual membership dues, within the time determined by the Executive Director and in a method acceptable to the Executive Director, if any; and
 - b. a complete applicable application form.

- 6.3. A majority vote of the Board is required to admit an applicant as an Associate Member of the Association.
- 6.4. An Associate Member is entitled to attend all meetings of the Association, but is not entitled to vote or hold office in the Association.

7. STUDENT MEMBER

- 7.1. The following are the criteria an applicant is required to meet in order to be a Student Member of the Association:
 - a. registered in an educational institution or program approved by the Board; and
 - b. is not eligible for Active Membership.
- 7.2. The Executive Director shall admit an applicant to the Association as a Student Member upon receipt of the following:
 - a. a complete application form; and
 - b. proof of current student enrollment
- 7.3. A Student Membership shall expire upon the earliest of the following:
 - a. the individual is no longer registered in an educational institution or program approved by the Board; or
 - b. the individual obtains membership in another class of membership.
- 7.4. A Student Member is entitled to attend all meetings of the Association, but is not entitled to vote or hold office in the Association.

8. HONOURARY MEMBER

- 8.1. An Honourary Member is an individual who is not otherwise a member of the Association and who, by meritorious service to the Association, has distinguished himself.
- 8.2. In order to qualify for Honourary Membership, two Active Members must recommend the individual to the Board.
- 8.3. Upon receipt of a recommendation from two Active Members, the Board shall vote on whether or not to present the individual to the membership of the Association for consideration.
- 8.4. If the Board votes to present the individual to the membership of the Association for consideration, the membership shall vote at a meeting of the members on whether or not to admit the individual as an Honourary Member of the Association. This requires by a vote of no less than three-quarters (75%) of Active Members in attendance at the meeting of the members.

- 8.5. An Honourary Member is entitled to attend all meetings of the Association but is not entitled to vote or hold office in the Association.

9. ANNUAL MEMBERSHIP DUES

- 9.1. Annual membership dues shall be determined by the Board.
- 9.2. Annual membership dues are due and payable on or before November 1 of each year prior to the effective year.

10. OTHER FEES

- 10.1. All other fees shall be determined as necessary by the Board and/or the Executive Director.

11. MEMBERSHIP REGISTER

- 11.1. Upon admission to the Association, the Executive Director shall record in the member's register:
- a. the member's name, class of membership, occupation, civic address, email address, phone number, and
 - b. date of admission to the Association.
- 11.2. The Executive Director shall record the date on which any person ceases to be a member.
- 11.3. It is the responsibility of each member to notify the Executive Director of any change in contact information.
- 11.4. Information the Association records in the Members' Register is deemed to be correct for the purposes of issuing notices in accordance with these By-laws, and notices issued to members based on the information contained in the Members' Register will be considered valid notice.
- 11.5. The Executive Director shall keep the list maintained and available at the head office of the Association.

12. RESIGNATION

- 12.1. Written notice of resignation of membership may be submitted to the Board.
- 12.2. Resignation shall only be effective upon the acceptance thereof by the Board or a committee of the Association.

13. TERMINATION

- 13.1. A member shall cease to be a member:
- a. upon the death of the member;

- b. if the member fails to meet the qualifications for membership under these by-laws;
 - c. fails to pay the applicable membership fee; and/or
 - d. the member's membership is revoked by a committee of the Association.
- 13.2. In the case of resignation or termination, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Association prior to the acceptance of the member's resignation or termination.
- 13.3. In the case of resignation or termination, a member shall forfeit all rights, claims, and interests associated with membership in the Association.

EXECUTIVE DIRECTOR

14. EXECUTIVE DIRECTOR

- 14.1. The Association shall have an Executive Director.
- 14.2. The Board, may in consultation with a management company appointed by the Board from time to time, select an Executive Director.
- 14.3. In addition to being responsible for the Association's day-to-day operations, the Executive Director will carry out the duties delegated to them in these by-laws. For greater clarity, the Executive Director shall:
 - a. attend Board meetings in an *ex officio* capacity;
 - b. serve as the liaison between Association staff and the Board;
 - c. record, update and maintain the registry of members;
 - d. send Certificates of Active Membership (where required) and associated materials to new members; and
 - e. carry out all other duties as assigned in these By-laws or by the Board.

DIRECTORS AND OFFICERS

15. BOARD OF DIRECTORS

- 15.1. An elected Board shall oversee the business and management of the Association and its affairs.
- 15.2. Each Director must be an Active Member of the Association in good standing.
- 15.3. The number of the Directors shall be no less than five and no more than nine.

16. EXECUTIVE

- 16.1. Officers are Directors who have the additional duties and powers described in these By-laws.
- 16.2. The Executive shall consist of the following officers:
 - a. President;
 - b. Vice-President;
 - c. Secretary/Treasurer; and
 - d. Past-President.
- 16.3. An Officer must be a Director and ceases to be an Officer when they cease to be a Director.
- 16.4. The President shall:
 - a. decide questions of order, such decisions to stand unless overruled by a vote of not less than two-thirds of the Active Members present;
 - b. set the Agenda for approval of the Board;
 - c. represent the Association;
 - d. call Special Meetings when warranted;
 - e. unless otherwise delegated, preside as Chairperson at all meetings of the Board and meetings of the members;
 - f. receive communications and reports which pertain to Board business;
 - g. liaise with and provide direction to the Executive Director on matters affecting the Board's work; and
 - h. perform all other acts related to the office.
- 16.5. The President shall not vote at any meeting of the Board, meeting of the members, or elections, except in the case of a tie, where the President shall cast the deciding vote.
- 16.6. The Past-President shall:
 - a. serve for a term of no less than one year, immediately following their presidency;
 - b. support the incoming president in roles and responsibilities of the president; and
 - c. remain a non-voting member of the Board until the completion of their term.

16.7. The Vice-President shall:

- a. perform the duties of the President in the absence of the President; and
- b. perform other duties as delegated by the President.

16.8. In the absence of both of the President and Vice-President, any Director appointed from among the present directors shall preside as Chairperson.

16.9. The Secretary/Treasurer shall:

- a. attend Board meetings and meetings of the members;
- b. record minutes of Board meetings and meetings of the members and, circulate copies of minutes of Board meetings and members to those who are entitled to receive meeting minutes;
- c. ensure that the accounts, financial statements and all financial matters of the Association are in good order;
- d. submit the annual financial statements of the Association to the Executive Director and to the members;
- e. report on the Association's financial standing at each Annual General Meeting and at such time as the Board requires;
- f. support the President in their duties by, among other things, preparing draft meeting agendas, preparing draft meeting notices, and receiving communications and reports which pertain to Board business;
- g. have available for inspection at the head office during normal business hours, for the Board or any Active Member authorized in writing by the Board, all minutes, and correspondence pertaining to the administration of the Association; and
- h. carry out all other duties as assigned by the Board.

16.10. In the event the Secretary is unable to attend a meeting, any Director may serve as the Secretary for that meeting upon receiving consent of the Board.

17. ELECTION AND TERM

17.1. Directors shall be elected by the members of the Association in the manner described in the Association's policies.

17.2. Officers are elected by the Directors.

17.3. Elections may take place by way of paper ballot or by electronic methods.

17.4. The term of a Director is two years.

- 17.5. A Director is eligible to serve for three consecutive terms, and is not eligible to seek an additional term unless two years have expired since last serving on the Board.
- 17.6. Officers will serve in their positions for a term of two years. At the end of the two year term, Officers may seek re-appointment to their respective position, or appointment to a different officer position as long as the Officer's term does not conflict with the term limits provided for in these By-laws.
- 17.7. A Director shall cease to be a Director, or Officer, as the case may be, at the time they cease to be a member of the Association, or cease to be practising in the field of massage therapy.

18. REMOVAL OF DIRECTOR

- 18.1. The members may by Special Resolution passed by 75% of the members present at a meeting of the members in person or by proxy remove a Director before the expiration of their office, and may appoint another Active Member to complete the term of office. The Active Member so appointed shall hold office until the next annual general meeting.
- 18.2. A Director may also be removed from office by Special Resolution passed by seventy-five of the Board present at a Board meeting.
- 18.3. The Board may appoint another Active Member to fill the vacancy. The Active Member so appointed shall hold office until the next annual general meeting.

MEETINGS OF THE BOARD

19. TIME AND PLACE

- 19.1. Meetings of the Board shall be held as often as the business of the Association may require and shall be called by the President.
- 19.2. Notwithstanding the above, a Director may at any time request the Secretary to convene a meeting of the Board.

20. NOTICE

- 20.1. Notice of all meetings of the Board, specifying the time and place thereof, shall be given either electronically or in writing to each Director no less than five days before the meeting is to take place.
- 20.2. The non-receipt of any notice by any Director shall not invalidate the proceedings at any meeting of the Board.
- 20.3. A meeting of the Board may be held at the close of each Annual General Meeting without notice.

21. QUORUM

- 21.1. No business shall be transacted at any meeting of the Board unless a majority of Directors are present at the commencement of such business.

22. VOTING

- 22.1. Questions arising at any meeting of the Board shall be decided by a majority of votes. An attempt to reach consensus regarding all Board decisions shall precede a vote.
- 22.2. Each Director, except the President, is entitled to exercise one vote by either voting in favour, voting in opposition, or by abstaining from voting.
- 22.3. In the case of an equality of votes, the President shall have a casting vote.
- 22.4. At all meetings of the Board, every question shall be decided by a majority vote, unless these By-laws or the *Act* require a Special Resolution, in which case 75% of the votes cast shall be required.
- 22.5. Votes at any meeting of the Board shall be taken by secret ballot if so demanded by any Director. If no demand is made, the vote shall be taken the usual way by assent or dissent.
- 22.6. Unless a secret ballot is requested, a declaration by the President that a motion or resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the Directors in favour of or against such resolution.

23. ATTENDANCE

- 23.1. Directors are expected to attend all meetings. Should a Director be absent for three consecutive meetings, the Director may be removed from office by Special Resolution of the Directors.
- 23.2. Directors may attend Board meetings via telephone or electronic media, upon receiving permission from the President to do so.

MEETINGS OF THE MEMBERS

24. ANNUAL GENERAL MEETING

- 24.1. The Annual General Meeting of the Association shall be held annually at a time and place set by a resolution of the members, voted on date and location, at the previous Annual General Meeting.
- 24.2. The following items of business shall be dealt with and deemed to be ordinary business at each Annual General Meeting:
- a. minutes of the proceeding annual general meeting;
 - b. consideration of the annual reports;

- c. consideration of the financial statements, including balance sheet, operating statement, and the report of the Treasurer;
- d. appointment of an auditor; and
- e. election of Directors.

24.3. A quorum at an Annual General Meeting shall be 5% of Active Members.

24.4. If within 30 minutes from the time appointed for the meeting a quorum of members is not present, the meeting shall be dissolved and rescheduled.

24.5. If at any time during an Annual General Meeting there ceases to be a quorum present, for a period of more than 30 minutes, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

25. SPECIAL MEETINGS

25.1. The Association may call a Special Meeting at any time upon the Board passing a majority vote or upon receiving a request in writing, signed by at least 10% of Active Members in good standing. Such a meeting may be called to deal with any unfinished business of the Annual General Meeting, such as the election of Directors, or to pass a Special Resolution.

25.2. A quorum at a Special Meeting shall be 10% of Active Members. If within 30 minutes from the time appointed for the meeting a quorum of members is not present, the meeting shall be dissolved and rescheduled.

26. NOTICE

26.1. Notice to members is required for all meetings of the members. The notice must:

- a. specify the date, place and time of the meeting;
- b. be given to the members a minimum of seven (7) days prior to the meeting;
- c. be given to the members by newsletters, email, telephone, fax and/or other electronic means; and
- d. specify the nature of business.

26.2. The non-receipt of notice by any member shall not invalidate the proceedings.

27. VOTING AT MEETINGS OF THE MEMBERS

27.1. Each Active Member in good standing is entitled to vote at a meeting of the members.

27.2. An Active Member may vote by proxy. Such proxy shall be an Active Member and prior to voting must produce and deposit with the Executive Director sufficient appointment in writing for their appointee or appointees.

- 27.3. The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the President shall have a casting vote.
- 27.4. If a secret vote is requested by three or more members entitled to vote, the vote shall then be taken in such manner as the President directs.
- 27.5. Unless a secret vote is requested, a declaration by the President that a vote has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the members in favour of or against such vote.
- 27.6. Except with respect to elections, the President shall be the sole and absolute judge of the validity of any vote or votes cast at any meeting and as such may direct that any votes which the President deems to be invalid not to be counted for any purpose.

PROFESSIONAL CONDUCT

28. PROFESSIONAL CONDUCT

- 28.1. The Association or a Professional Conduct Committee may employ, at the expense of the Association, such legal or other assistance as it considers necessary for the purpose of the investigation and conduct of any disciplinary matter.
- 28.2. All complaints received or under investigation, all information gathered in the course of the professional conduct process and all proceedings and decisions of a professional conduct committee that are not open to or available to the public must be kept confidential by the person who possesses such information.
- 28.3. Notwithstanding section 28.2 of these By-laws, the Association or a Professional Conduct Committee may disclose and/or publish statistics regarding the number and nature of complaints received, investigated, and disposed of by the Association. Any such statistics shall not disclose the identity of the respondent, complainant, or witnesses or any information that could reasonably result in the identification of the respondent, complainant, or witnesses.
- 28.4. A member shall co-operate with the Association in the conduct of its professional conduct process.

29. COMPLAINTS

- 29.1. A complaint may be initiated by
 - a. the Executive Director;
 - b. a committee of the Association; or
 - c. any other person.
- 29.2. Upon receipt of a complaint, the Executive Director, or their delegate, shall

- a. dismiss the complaint and notify the complainant and the respondent of this disposition if the Executive Director decides that
 - i. the subject matter of the complaint is outside of the mandate of MTANS;
 - ii. the complaint cannot be substantiated;
 - iii. the complaint is frivolous or vexatious (e.g., a frivolous complaint may be one that has no merit whatsoever; a vexatious complaint may be a complaint made for the sole purpose of harassing or injuring the respondent);
 - iv. the complaint constitutes an abuse of process (e.g., a complaint that is clearly unfounded in fact; is made in bad faith; is made for an improper purpose, etc.).
 - v. the complaint does not allege facts that, if proven, would constitute professional misconduct, conduct unbecoming, incompetence or incapacity, or would merit a counsel or caution;
 - vi. the processing of the complaint would not advance MTANS' mandate; or
 - b. refer the complaint to the Investigation Committee.
- 29.3. The Executive Director may refer a matter to an Investigation Committee notwithstanding that a written complaint has not been filed with the Executive Director or the Association.
- 29.4. No later than 30 days after a complainant is notified of a dismissal by the Executive Director, the complainant may submit a written request for review of the dismissal to the Executive Director.
- 29.5. Upon receipt of a request under clause 29.4, the Executive Director shall send the request to
- a. the respondent; and
 - b. the Chair of the Investigation Committee.
- 29.6. On receipt of a request for review of a complaint dismissal, the Chair of the Investigation Committee shall appoint a panel of the Investigation Committee to review the dismissal.
- 29.7. After reviewing the complaint, any other material considered by the Executive Director when making the decision to dismiss, and the Executive Director's decision, the Investigation Committee may
- a. confirm the dismissal of some or all of the complaint; or

- b. overturn the dismissal of some or all of the complaint and
 - i. order an investigation of any aspects of the complaint that have not been dismissed, and
 - ii. refer the matter to be considered by a differently constituted Investigation Committee panel.

29.8. A decision of the Investigation Committee under clause 29.7 is final.

30. INVESTIGATION COMMITTEE

- 30.1. The Board shall appoint an Investigation Committee composed of such number of Active Members and public representatives as the Board determines.
- 30.2. The term of both Active Members and public representatives appointed to the Investigation Committee is two years. A member of the Investigation Committee is eligible to serve for three consecutive terms, and is not eligible to seek an additional term unless two years have expired last serving on the Board.
- 30.3. Those persons sitting on the Investigation Committee shall not sit on the Discipline Committee.
- 30.4. Upon receipt of a complaint, the Chair of the Investigation Committee shall appoint a panel of 2 Active Members and 1 public representative to act as the Investigation Committee.
- 30.5. A quorum of the Investigation Committee consists of any two members of the panel appointed under clause 30.4.
- 30.6. An Investigation Committee decision requires the vote of a majority of the panel of the Committee appointed under clause 30.4.
- 30.7. Where a proceeding is commenced before the Investigation Committee and the term of office of a member sitting on the Investigation Committee expires, that member may remain part of the Committee until the proceeding is concluded.
- 30.8. Where the Investigation Committee and the complainant agree, a complaint may be withdrawn.
- 30.9. An Investigation Committee may designate an investigator, who may or may not be a member of the Investigation Committee, to investigate a complaint.
- 30.10. When investigating a complaint, an investigator or an Investigation Committee may do any of the following:
 - a. contact the complainant to obtain any relevant information, including further specifics of the complaint, and, where relevant, the complainant's consent to disclose to the investigator confidential information in the possession of the respondent or third parties;

- b. attempt to interview, by whatever means the investigator(s) determine is appropriate, any other individuals (including the respondent) who may have direct and relevant knowledge of the complaint;
- c. request and review any documents relevant to the complaint which may be in the custody of an individual or organization.

30.11. The Investigation Committee may require the respondent to:

- a. submit to physical or mental examinations by a qualified person or persons designated by the Committee, and authorize the reports from the examinations to be given to the Committee;
- b. submit to a review or audit of the respondent's practice by a qualified person or persons designated by the Committee, and authorize a copy of the review or audit to be given to the Committee
- c. complete a competence assessment as directed by the Committee to determine whether the respondent is competent to practice, and authorize the assessment report to be given to the Committee; or
- d. produce any records or documents kept about the respondent's practice that the Committee deems relevant.

30.12. Where a respondent fails to comply with requirements under clause 30.11 or otherwise fails to comply with any direction from the Investigation Committee, the Investigation Committee may suspend or restrict the respondent's membership until the suspension or restriction is lifted, superseded or annulled by a committee of the Association.

30.13. Where the Investigation Committee finds:

- a. there are reasonable and probable grounds to believe that the continuation of the membership of a member in good standing and without restriction poses a serious risk to the safety of members of the public, or to the reputation of Association;
- b. a member of the Association has been charged with an offence pursuant to the Criminal Code of Canada, including but not limited to assaultive, violent, or fraudulent conduct, either on their own part, or through aiding or abetting another person who has engaged in such conduct; or
- c. a member of the Association is the subject of one or more independent complaints that allege a serious departure from the standards of conduct of a professional massage therapist in Canada;

the Investigation Committee may, at its discretion, pending or following the completion of an investigation, direct the Executive Director to

- d. suspend the respondent's membership.

- e. impose restrictions or conditions on the respondent's membership; or
 - f. where a respondent does not hold current membership, suspend the ability of the respondent to obtain membership,
- until the suspension, restrictions or conditions are lifted, superseded or annulled a committee of the Association.
- 30.14. The respondent must receive, forthwith, notice in writing, with reasons of a decision made under clause 30.13.
- 30.15. Within 30 days of receiving written notice under clause 30.14, a respondent may request, in writing, an opportunity to meet with the Investigation Committee.
- 30.16. Where a request is received under clause 30.15, the Investigation Committee shall
- a. provide an opportunity for the respondent to meet with the Committee within 15 days of receiving the written request; and
 - b. after meeting with the respondent, confirm, vary, or terminate the suspension, restrictions or conditions imposed under clause 30.13.
- 30.17. Where a meeting is held under clause 30.16, the respondent has the right to
- a. be represented by legal counsel, a union representative or another representative at the respondent's own cost,
 - b. disclosure of the complaint, any written report of an investigator provided to the Investigation Committee and any other document produced or received by the Committee; and
 - c. a reasonable opportunity to present a response and make submissions.
- 30.18. Where the Investigation Committee makes a decision under clause 30.16, it shall provide a copy of the decision to the respondent and shall determine whether any aspects of its decision should be provided to other affected individuals, other regulatory bodies in other jurisdictions, any past, present or intended employer of the respondent and the public.
- 30.19. The details of an interim suspension or restrictions imposed by the Investigation Committee will be disclosed as directed by the Committee.
- 30.20. An investigator or Investigation Committee may investigate any matter relating to the respondent that arises in the course of an investigation, in addition to the complaint, that may constitute any of the following:
- a. professional misconduct;
 - b. conduct unbecoming the profession;
 - c. incompetence; and

- d. incapacity.
- 30.21. The Investigation Committee may do any one or more of the following in disposing of a complaint:
- a. dismiss the complaint;
 - b. informally resolve the complaint;
 - c. caution the respondent;
 - d. with the respondent's consent, order that the respondent receive a reprimand;
 - e. with the respondent's consent, impose conditions and/or restrictions on the respondent's membership;
 - f. if a determination is made that the matter or matters before the Investigation Committee are appropriate for the Fitness to Practise Committee and the respondent consents, refer the matter to the Fitness to Practise Committee;
 - g. if a determination is made that the matter or matters before the Investigation Committee warrant a hearing, refer the matter, or matters to the Discipline Committee.
- 30.22. If an Investigation Committee considers it useful, it may provide written advice relevant to the complaint that is of a non-disciplinary nature to any of the following persons:
- a. the complainant;
 - b. the respondent;
 - c. any person affected by the complaint.
- 30.23. The Investigation Committee must provide a copy of any written advice to the respondent.
- 30.24. The Investigation Committee shall provide written reasons for its disposition of a complaint.
- 30.25. An Investigation Committee may, at any time before or during a meeting, receive information if the information is relevant to the matters before it.
- 30.26. If an Investigation Committee receives additional information, the respondent must be given an opportunity to respond to the matters raised in the information before the final disposition of the matter by an Investigation Committee.
- 30.27. An Investigation Committee may dismiss a complaint and notify the complainant and the respondent of the dismissal if the Committee decides that any of the following apply:

- a. the subject matter of the complaint is outside the mandate of the Association;
 - b. the complaint cannot be substantiated;
 - c. the complaint is frivolous or vexatious;
 - d. the complaint constitutes an abuse of process;
 - e. the complaint does not allege facts that, if proven, would constitute professional misconduct, conduct unbecoming, incompetence or incapacity or would merit a caution;
 - f. the processing of the complaint would not advance the mandate of the Association.
- 30.28. Notwithstanding clause 28.2 of these By-laws, the Investigation Committee shall publish a summary of any decision made pursuant to clauses 30.13, 30.21(d) or 30.21(e). Subject to any publication bans, the summary shall include the name of the respondent.
- 30.29. The Investigation Committee shall also govern the Association's Fitness to Practise process, as set out in the Association's policies.

31. DISCIPLINE COMMITTEE

- 31.1. The Board shall appoint a Discipline Committee composed of such number of Active Members and public representatives as the Board determines.
- 31.2. The term of both Active Members and public representatives appointed to the Discipline Committee is two years. A member of the Discipline Committee is eligible to serve for three consecutive terms, and is not eligible to seek an additional term unless two years have expired last serving on the Board.
- 31.3. Those persons sitting on the Discipline Committee shall not sit on the Investigation Committee.
- 31.4. Upon referral of a matter from the Investigation Committee to the Discipline Committee, the Chair of the Discipline Committee shall appoint a panel of 3 Active Members to act as the Discipline Committee.
- 31.5. A quorum of the Discipline Committee consists of three Active Members
- 31.6. Any decision of the Discipline Committee requires the vote of a majority of the panel.
- 31.7. Where a proceeding is commenced before the Discipline Committee and the term of office of a person sitting on the Committee expires, that person may remain part of the Discipline Committee until the proceeding is concluded.
- 31.8. The parties to a matter before the Discipline Committee are the respondent and the Association.

- 31.9. The complainant is not a party to a hearing.
- 31.10. Where the Investigation Committee refers a matter to the Discipline Committee, the Executive Director shall fix a date, time and place for a hearing, which must commence on such date as the respondent and the Executive Director may agree.
- 31.11. Where the respondent and Executive Director cannot agree on a date under clause 31.10, the Discipline Committee may set the date following an opportunity for submissions on the matter from both parties.
- 31.12. A notice of hearing, containing notice of the
- a. date, time, and location of the hearing,
 - b. the respondent's right to legal counsel; and,
 - c. the specific allegations to be heard by the Discipline Committee,
- must be forwarded by the Executive Director to the respondent and the complainant at least 30 days prior to the hearing, or such other date as the respondent and the Executive Director may agree or the Discipline Committee may order.
- 31.13. Prior to the commencement of a hearing, the Association and the respondent may enter into a Settlement Agreement. The Settlement Agreement process shall be set out in the Association's policies.
- 31.14. Where the Discipline Committee determines that none of the allegations in the Notice of Hearing have been proven on a balance of probabilities, the matter will be dismissed.
- 31.15. Where the Discipline Committee finds professional misconduct, conduct unbecoming, incompetence or incapacity, it may:
- a. reprimand the respondent;
 - b. impose conditions or restrictions on the respondent's membership, where such conditions or restrictions are necessary to ensure public safety;
 - c. suspend the respondent's membership for a specific period of time or until certain conditions are met, or if the respondent is not currently registered, suspend the respondent's ability to reinstate their membership for a specific period of time or until certain conditions are met;
 - d. revoke the respondent's membership, or if the membership is not currently registered, revoke the respondent's ability to reinstate their membership or require that the respondent meet certain conditions prior to reinstatement of their membership;
 - e. require the respondent to successfully complete a particular course of study or satisfy the Discipline Committee of the respondent's competence;

- f. require the respondent to pay the Association's solicitor and client costs;
 - g. make such other order as the Discipline Committee determines is appropriate and is consistent with the Association's mandate.
- 31.16. The Discipline Committee may determine its own procedure, which may include any of the following:
- a. ordering pre-appeal hearing procedures, including pre-appeal hearing conferences that are held in private, and directing the times, dates and places of the hearing for those procedures;
 - b. ordering that a hearing, parts of a hearing or pre-appeal hearing conference be conducted using a means of telecommunication that permits the parties and the committee to communicate simultaneously;
 - c. receiving and accepting any evidence and information on oath, affidavit or otherwise as the Discipline Committee considers fit, whether admissible in a court of law or not;
 - d. adjourning or postponing a proceeding;
 - e. amending or permitting the amendment of any document filed in connection with the proceeding.
- 31.17. The Discipline Committee may determine its own procedure with respect to any issue not addressed in these By-laws, and, upon hearing the submissions of both parties, may vary any procedure set out in these By-laws where doing so is required in the interests of fairness.
- 31.18. Notwithstanding anything in these By-laws, in a hearing before the Discipline Committee, the parties have the right to:
- a. natural justice;
 - b. be represented by legal counsel at the party's own expense;
 - c. the opportunity to present evidence, make submissions, and cross-examine witnesses;
 - d. know all the evidence considered by the Committee; and
 - e. receive written reasons for a decision.
- 31.19. During a hearing, the Discipline Committee may order the respondent to:
- a. submit to physical or mental examinations by a qualified person or persons designated by the Committee, and authorize the reports from the examinations to be given to the Committee;

- b. submit to a review or audit of the respondent's practice by a qualified person or persons designated by the Committee, and authorize a copy of the review or audit to be given to the Committee;
- c. complete a competence assessment as directed by the Committee to determine whether the respondent is competent to practise, and authorize the assessment report to be given to the Committee; and
- d. produce records or documents kept about the respondent's practice that the Committee deems relevant.

31.20. The Discipline Committee must render its decision with written reasons within a reasonable time after the appeal hearing concludes.

31.21. A decision of the Discipline Committee is final.

31.22. Notwithstanding clause 28.2 of these By-laws, the Discipline Committee shall publish a summary of any decision made pursuant to clause 31.15. Subject to any publication bans, the summary shall include the name of the respondent.

32. OTHER COMMITTEES

32.1. In addition to Committees established under the these By-Laws, the Board may appoint other committees to perform such duties as determined by the Board.

32.2. Unless otherwise prescribed by these By-Laws, committee appointments are for a term of two years, and may be renewed for such additional terms as determined by the Board.

33. PROCEEDINGS BEFORE COMMITTEES

33.1. The Board shall appoint a Chair and Vice-Chair of each committee.

33.2. The Vice-Chair shall act as Chair in the absence of the Chair.

33.3. The members of a committee may waive notice of any meeting or proceeding of the committee.

33.4. A proceeding of a committee is not invalidated because a member of the committee fails to receive notice of the proceeding or the meeting at which the proceeding takes place.

33.5. Any committee may conduct meetings by mail, electronic or such other means as determined by the Committee Chair.

33.6. A committee member may be removed by a majority vote of the Board.

GENERAL

34. SEAL

- 34.1. The Board may provide a common seal for the Association and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed or lost.
- 34.2. The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the President and Secretary or President and Treasurer.

35. HEAD OFFICE

- 35.1. The head office of the Association shall be maintained within the province of Nova Scotia and located as to reasonably carry on the business of the Association.

36. EXECUTION OF DOCUMENTS

- 36.1. Documents to be executed on behalf of the Association shall be signed by any two of the three following individuals:
- President;
 - Treasurer;
 - and Director other than the President or Treasurer.

37. BANKING ARRANGEMENTS

- 37.1. The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Ordinary Resolution.
- 37.2. The banking business or any part of it shall be transacted by the Treasurer of the Association and/or other persons as the Board may by Ordinary Resolution from time to time designate, direct or authorize.

38. BORROWING

- 38.1. The Association may only borrow money as approved by a Special Resolution of the members.
- 38.2. The Association shall not make loans, guarantee loans or advance funds to any Director.

39. REMUNERATION

- 39.1. The Directors shall have the power to grant a salary or honorarium to any person or persons for special services rendered or duties performed and to reimburse said person or persons for expenses properly incurred.
- 39.2. The Association will employ a representative, hence forth known as the "the school-liaison".
- 39.3. The school-liaison shall:

- a. represent the Association when communicating with Massage Therapy institutions in the province of Nova Scotia
- b. provide communication, and education for massage therapy students in the province of Nova Scotia about the Association and its role in the RMT's professional future

40. ANNUAL FINANCIAL STATEMENTS

- 40.1. Within fourteen days after its annual general meeting, the Association shall file with the Registrar a statement in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, by two directors.

41. LIST OF DIRECTORS

- 41.1. The Association shall file with the Registrar with its annual financial statement a list of its directors, with their addresses, occupations, and dates of appointment or election, and shall within fourteen days of a change of directors notify the Registrar of the change.

42. BOOKS AND RECORDS

- 42.1. The Board shall see that all necessary books and records of the Association required by the By-laws, by the *Act* or by any other applicable law are regularly and properly kept.
- 42.2. The books and records of the Association may be inspected by any member of the Association at the registered office of the Association, following an appointment duly made with the Treasurer.

43. FORMS

- 43.1. Any forms required pursuant to the *Act* or these By-laws shall be approved by the Executive Director.

44. POLICIES AND PROCEDURES

- 44.1. The Board may prescribe such policies and procedures not inconsistent with the *Act* and these By-laws relating to the management and operation of the Association.

45. EFFECTIVE DATE

- 45.1. These By-laws shall become effective upon passage of a Special Resolution by not less than three fourths of such members entitled to vote as are present in person or by proxy, at a meeting of members of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

46. AMENDMENT OF BY-LAWS

46.1. The members of the Association may, by Special Resolution by not less than seventy-five percent of such members entitled to vote as are present in person or by proxy, make, amend or repeal By-laws, not inconsistent with the *Act*.

46.2. No amendment to these By-laws shall take effect until approved by the Board.

47. PARLIAMENTARY AUTHORITY

47.1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Act, these By-laws, and any special rules of order or regulations the Association may adopt.