

Bylaws of
British Columbia Association of Animal Massage & Bodywork Professionals
(the "Society")

PART 1 – DEFINITIONS AND WORKING INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Scope of Practice for Members

2.2 Scope of Practice

Animal massage and animal bodywork are animal health professions in which a person exercises skill or judgment or provides a service related to (a) the preservation or improvement of the health of an animal, or (b) the care of animals including those who are injured, sick, disabled or infirm. Animal bodywork may include, but is not limited to, such modalities as: animal aquatic exercise, animal hydrotherapy, animal aromatherapy, animal massage, animal reiki, animal lymphatic drainage, animal energy healing therapy, animal therapeutic Touch, animal trigger point therapy, animal acupressure, animal shiatsu,

and manual ligament therapy for animals. Each modality has its own scope and restrictions of practice, and education and accreditation process.

2.3 There are two classes of members: voting and non-voting. Voting members are those designated as Professional Members.

Professional members must have the following qualifications and meet the following criteria:

(1) Completion of Certification from an accredited school as a:
(a) canine/small animal massage professional (SAMP), or
(b) equine/ large animal massage professional (LAMP), or
(c) professional in another animal bodywork modality as accepted by the Board.

(2) Members must have completed a minimum of 100 hours of approved instruction if courses leading to certification are completed prior to and including 2007, or 150 hours if completed in 2008 or later, and meet such requirements as set forth by the Education Committee. An animal massage professional or animal bodywork professional as described above shall be entitled to all privileges of membership in the Society and shall share equally the responsibilities.

(3) Members are required to complete a minimum of six (6) hours of continuing education (CE) annually in their area of certification and provide a list of those hours for the preceding year on annual membership renewal.

(4) Members must carry liability insurance and provide a copy of their current certificate of insurance upon annual membership renewal.

2.4 Non-voting members are members who fall into the following six (6) categories:

(5) School Member. A school providing professional animal massage training or animal bodywork training may become a member of the Association so long as it meets all requirements of the Board of Directors and the Education Committee.

(6) Honorary Member. Honorary Membership shall be offered for outstanding contributions to the field of animal massage or animal bodywork as recommended by the Board of Directors. Honorary members are not required to carry liability insurance or complete CE hours.

(7) Professional Organization. Any organization shall be eligible for membership even if that organization does not offer Animal Massage or Animal Bodywork services, but it supports the purposes of this Association and is interested in the development, practice, promotion, teaching or research related to Animal Massage and Animal Bodywork.

(8) Student Member

(a) Any person currently enrolled and engaged in a complete course of study in a school recognized by the Society in an acceptable Apprenticeship Program shall be considered a Student Member. Proof of enrollment shall be provided with the membership application.

(b) Upon completion of the training program, Student Members will be required to make application for change of status to Professional membership level and must support that application with the necessary documentation. If no new application is received from a graduate student by the end of his or her membership term, the Student Member status will not be renewed.

(9) Supporting Member. A person shall be eligible for membership if that person does not practice Animal Massage or Animal Bodywork, but he/she supports the purposes of this Association and is interested in the development, practice, promotion, teaching or research related to Animal Massage Therapy. A supporting member is not required to complete CE hours or carry liability insurance.

(10) Associate Member A professional practitioner of a like or complementary discipline shall be eligible for Membership as an Associate Member if they are deemed eligible and meet the qualifications of their program of study as outlined by the Education Committee. The Associate Member agrees to abide by the Code of Ethics and Policies held by the BCAAMBP and by the disciplinary process outlined in these Bylaws and the policies of the Society. This Member will be recognized for the purposes of:

(a) Obtaining Insurance where the BCAAMBP is seen as a professional and registering body for Professional Liability and Municipal Business Licensing;

(b) Obtaining Professional Recognition for registration of a recognized and approved modality; or

(c) Obtaining Membership in an organization for disciplinary oversight and Ethical BCAAMBP standards.

2.5 Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.6 Every member of the Society must comply with the Society's Code of Ethics and Conduct.

Amount of membership dues

2.7 The amount of the annual membership dues, if any, must be determined by the Board.

2.8 A Member in any category of membership shall be deemed to be in good standing so long as that Member:

(a) is not in default of payment of a fee, due or levy prescribed by these Bylaws;

(b) has not been found to be in violation of the Code of Ethics,

Bylaws or policies of the Association;

(b.1) has not had his or her membership suspended in accordance with these Bylaws or policies and procedures approved under these Bylaws;

(c) has met continuing education requirements established by the BCAAMPB or that Member's relevant College, Association or other governing body as the case may be, if applicable;

(d) complies with the joint membership requirements, if applicable; and

(e) is duly licensed by the relevant College, Association or other governing body in BC, if a governing body exists.

Member not in good standing may not vote

2.9 A voting member who is not in goodstanding

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.10 A person ceases to be a member of the society

(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b) on his or her death

(c) on being expelled, or

(d) on having been a member not in good standing for 3 consecutive months.

Discipline of a member

2.11 In the event of discipline of a member,

(a) A written notice to the member from the Directors shall be accompanied by a brief statement of the reason or reasons for the proposed disciplinary measures.

(b) The person who is the subject of the proposed disciplinary measures shall be given an opportunity to be heard by a Disciplinary Committee.

(c) The Disciplinary Committee shall consist of three persons appointed by the Board including one public representative, one elected Board member and one animal massage or animal bodywork professional.

Expulsion of a member

2.12 In the event of expulsion of a member,

- (a) A written notice to the member from the Directors shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (b) The person who is the subject of the proposed expulsion shall be given an opportunity to be heard by a Disciplinary Committee.
- (c) The Disciplinary Committee shall consist of three persons appointed by the Board including one public representative, one elected Board member and one animal massage or animal bodywork professional.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place and in the manner the Board determines.

Electronic Participation in General Meetings

3.2 The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

3.3 Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

3.4 Members participating by permitted Electronic Means are deemed to be present at the General Meeting.

Ordinary business at general meeting

3.5 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;

- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.6 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.7 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.8 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.9 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.10 The quorum for the transaction of business at a general meeting is 3 voting members.

Lack of quorum at commencement of meeting

3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting is adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.13 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.14 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.15 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.16

- (1) A voting member in good standing, present at a meeting of members is entitled to one vote.
- (2) Voting is by a show of hands.

Announcement of result

3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy must stand for election at the next Annual General Meeting.

4.5 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer; and
- (e) registrar.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;

- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Role of registrar

- 6.8 (1) The registrar shall be an officer of the association.
- (2) The registrar must do the following:
- (a) be responsible for administering the application processes;
 - (b) may gather all information required, and generally investigate the experience, professional conduct, character, eligibility and all relevant issues pertaining to each applicant and in this regard may make any reports and recommendations which in the registrar's opinion are appropriate and relevant;
 - (c) may be responsible for the investigation of complaints made against members; and
 - (d) may be responsible for investigation of complaints concerning the unauthorized practice of animal massage and/or animal bodywork.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by two or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 - Notices to Members

8.1 A notice may be given to a member, either personally, by e-mail or by mail to the member at the member's registered address.

8.2 Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and no other person is entitled to receive a notice of a general meeting

Part 9 – Access to Records/ Bylaws

9.1 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

9.2 A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Association, to examine any of the following documents and records of the Association at the Address of the Association during the Association's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Association;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Voting Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;
- (g) copies of orders made by a court, tribunal or government body in respect of the Association;
- (h) the written consents of Directors to act as such; and
- (i) the disclosure of a Director or of a senior manager regarding a conflict of interest.

9.3 Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Association. Any other documents may only be inspected by members or other persons. at the sole discretion of the Board of Directors.

9.4 Copies of documents which a Member is allowed to examine may be provided

on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.