



NS Chapter of CMAAC (the Chinese Medicine and Acupuncture Association of Canada)

6066 Quinpool Rd. Halifax,
Nova Scotia, Canada B3L 1A1

DATE: April 6, 2015

BY-LAWS

Definitions

1. In these by-laws:

1. "Society" means NS Chapter of CMAAC (the Chinese Medicine and Acupuncture Association of Canada) (NS-CMAAC) from here on known as the "Association"
2. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
2. "Special Resolution" means a resolution passed by not less than three-fourths (3/4) of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership Rights and Responsibilities

2. The Association is ultimately accountable to the members of the Association.
3. Every member is entitled to attend any members' meeting of the Association.
4. Every member may vote at any members' meeting of the Association after they have attended at least one previous members' meeting.
5. Only qualified members of the Association are entitled to hold any office.
6. Board of Directors in the Association shall consist of:
 1. those who support the goals/objects of the Association as outlined in the **Standards of Practice** and who support the Constitution of our CMAAC Head Office
 2. those whose name and number is written in the List of Members in Good Standing by the secretary,
 3. those who pay an annual fee in an amount to be determined by the Association,
 3. those who actively practice and reside in the geographic area of Nova Scotia (professional membership)
 3. those who meet the standards of a qualified practitioner.

NS Chapter of CMAAC professional Members must be;

- i.i. Uphold the Ethics Standards document approved by the Association and in keeping with the spirit of and major themes of CMAAC Head office codes of conduct
- ii. Be a Canadian citizen, a landed Immigrant or possess a valid and relevant work permit
- iii. Possess proof of current malpractice insurance with coverage of at least \$1 million for general liability
- iv. Acquire a recommended 30 hours of continuing education credits every year with 15 hours as mandatory to maintain membership
- v. Possess proof of completion of courses in Clean Needle Techniques when not included in curriculum of their educational institution and shown on transcript
- vi. As a minimum requirement, possess a diploma of acupuncture from a program at least equivalent 1900 hours full time study including a minimum of 500 hours of clinical experience, and the program and the college has to be approved by the regulated provinces of Canada, or a provincial Department of Education, or the National Certification Commission for Acupuncture and Oriental Medicine (NCCAOM) in the United States, or a graduate of a full time University of TCM in China

7. Membership in the Association is not transferable.

8. Membership in the Association shall cease:

- (a) upon death, or
- (b) if the member resigns by written notice to the Association and that resignation is formally accepted and passed by the members, or
- (c) if the member ceases to qualify for membership in accordance with these by-laws, or
- (d) if the member has his or her membership revoked as an outcome of the Complaints and Discipline Process approved by the Association and in keeping with the CMAAC Complaint Committee Terms of Reference followed by CMAAC head office, or
- (d) if, by a vote of the majority of the members of the Association or a majority vote of the Directors of the Association at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Association has been terminated.

9. The members may repeal, amend or add to these by-laws by a special resolution.

Meetings

11. Every member, subject to by-law 4, shall have one vote and no more and there shall be proxy voting allowed

12. A general or special meeting of the members may be held at any time and shall be called:

- (a) if requested by the president, or
- (b) if requested by a majority of the directors, or
- (c) if requested in writing by 3/4 of the members.

13. Notice to members is required for general or special meetings. The notice must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members seven (7) days prior to the meeting,
- (c) be given to the members by e-mail or other electronic means,
- (d) specify the nature of business, such as the intention to propose a special resolution, and
- (e) the non-receipt of notice by any member shall not invalidate the proceedings.

14. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members thirty (30) days prior to the meeting,
- (c) be given to the members by e-mail or other electronic means,
- (d) specify the intention to propose a special resolution, and
- (e) the non-receipt of notice by any member shall not invalidate the proceedings.

15. At the annual general meeting of the Association the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- (a) minutes of the previous annual general meeting,
- (b) consideration of the annual report of the directors,
- (c) consideration of the annual financial report of the Association,
- (d) election and resignation of directors after the end of their 4 year term

16. Quorum shall consist of 1/4 of the members. No business shall be conducted at any meeting unless a quorum is present to open the meeting in person, on speakerphone or via skype and, upon request, before any vote.

17. More about meetings:

- (a) If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one hour from the time appointed for the meeting, it shall be adjourned to such time and place

as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Association.

- (b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one hour from the time appointed for the meeting, it shall be dissolved.

18. The President will act as Chair, or in his/her absence, the President should appoint a director/member to act as chair on his/her behalf as Chair at members' meetings provided:

a) The Chair shall take no active part in debates, while in the Chair, but should he or she desire to do so, shall vacate the Chair and call upon the Vice President, in his/her absence, any member qualified to act as Chair

19. Where there is an equality of votes, the Chair shall cast the deciding vote in the case of a tie on any matter being voted on, but otherwise shall have no vote

20. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors

22. Any professional member of the Association shall be eligible to be elected a director of the Association and a director of the Association shall be a professional member.

23. The number of directors shall be 6-12. The subscribers to the Memorandum of Association of the Association shall be the first directors of the Association.

24. Directors shall retire from office at the end of each 4 years term.(Note: President is appointed by the CMAAC head office and the board members are approved by the CMAAC head office.) at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to 4-year terms.

25. If a director resigns his/her office or ceases to be a member in the Association, his/her office as director shall be vacated and the vacancy may be filled for the un-expired portion of the term by the board of directors from among the members of the Association.

26. The president may, by special resolution, remove any director and appoint another person to complete the term of office.

27. The management of the Association is the responsibility of the directors. In particular, the directors may engage a General Manager, lawyer and/or accountant and determine his/her duties, responsibilities and remuneration.

28. The directors may appoint an executive committee and other committees as they see fit.

29. Directors who have, or could reasonably be seen to have, a conflict of interest has a duty to declare this interest to the board of directors

30. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest.

Directors' Meetings

31. The board of directors shall meet no less than 2 times each year.

32. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the directors seven (7) days prior to the meeting,
- (c) be given to the directors by e-mail or other electronic means,
- (d) the non-receipt of notice by any director shall not invalidate the proceedings.
- (e) Notice can be waived for board meetings with the unanimous approval of the Board.

33. Quorum shall consist of 1/3 of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.

34. The President or, in his/her absence, the President should appoint a director to act as on his/her behalf, shall preside as Chair of the Board.

35. At directors' meetings, where there is an equality of votes, the Chair of the Board can cast the deciding vote.

Officers

36. The officers shall be elected by the directors and the minimum positions shall be a President, a Vice-President, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.

37. One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors. The President has the right use the \$500.00 limited for the benefit of the association.

38. One of the officers shall be the Vice-President. The Vice-President may perform the duties of the president during the absence, illness of the President, only when the President may request him/her to do so. Vice president will also be responsible for internal/external relations (respectively) at the discretion of the president/board of directors.

39. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:

(a) have responsibility for the preparation and custody of all books and records including:

- i. the minutes of members' meetings,
- ii. the minutes of directors' meetings,
- iii. the register of members, and
- iv. filing the annual requirements with the office of the Registrar, and

(b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and

(c) file with the Registrar:

- i. within thirty (30) days of their election or appointment, a list of directors with
- ii. their addresses, occupations, and dates of appointment or election
- iii. a copy of every special resolution within thirty (30) days after the resolution is

iv. passed, and

(d) have other duties as assigned by the board.

40. The directors may also appoint a Recording Secretary

(a) who is responsible for taking minutes of all board and members' meetings, and

(b) who need not be a director.

41. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Association, and carry out all other duties as assigned by the board.

42. 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 Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.

Finance

43. The fiscal year end of the Association shall be the last day of January.

44. The directors shall annually present to the members a written report on the financial position of the Association. The report shall be in the form of:

(a) a balance sheet showing its assets, liabilities and equity, and

(b) a statement of its income and expenditure in the preceding fiscal year.

45. the other Board member positions shall include;

1. Director of Ethics
2. Director of Membership
3. Director of Public Relations
4. Director of Regulation-
5. Director of Continuing Education
6. Director of Examinations
7. Director of Education
8. Director of Research

46. A copy of the financial report shall be signed and audited by two directors.

47. The Association may only borrow money as approved by the board or a special resolution of the members.

48. The members may inspect the annual financial statements at the AGM.

49. Directors and officers may be paid reasonable expenses incurred in the performance of his/her duties.

50. The Association shall not make loans, guarantee loans or advance funds to any director or member