



**College of Massage Therapists of Ontario
By-Law No. 1**

Conduct of the Business and Administration of the Affairs of the College

Interpretation

1. Singular and Plural / Masculine and Feminine

In these and all by-laws of the College, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine and the feminine shall include the masculine.

2. Consistency with the *Regulated Health Professions Act, 1991 (RHPA, 1991)* and the *Massage Therapy Act, 1991*

All provisions of these and all by-laws of the College shall be interpreted in a manner consistent with the *RHPA, 1991* and the *Massage Therapy Act, 1991* and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law.

3. Calculating Time

A reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

4. Holidays

A time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend.

Definitions

1. In this By-Law, unless otherwise defined or required by the context,

- (A) "**Act**" means the *Massage Therapy Act, 1991*, and includes the regulations made under it;
- (B) "**Auditor**" means the chartered professional accountant or firm of chartered professional accountants appointed by Council under section 16;
- (C) "**By-laws**" means all by-laws of the College;
- (D) "**Code**" means the *Health Professions Procedural Code*, which is Schedule 2 of the *Regulated Health Professions Act, 1991*;
- (E) "**College**" means the College of Massage Therapists of Ontario (CMTO);
- (F) "**Committee**" means a committee established under section 10 of the *Code* or a committee established under these by-laws;
- (G) "**Committee Member**" means a member of a committee;
- (H) "**Council**" means the Council established under section 5 of the *Massage Therapy Act, 1991*;
- (I) "**Council Member**" means an elected Council member and/or appointed Council member;
- (J) "**Executive Officer**" is one of the members of the Executive Committee, elected by the Council, and is an officer of the College;
- (K) "**President**" means the President of the College, who is a member of the Executive Committee, elected by the Council, and who is an officer of the College;
- (L) "**Registrant**" means a person or health profession corporation registered with the College, as the case may be;
- (M) "**Registrar**" means the Registrar and Chief Executive Officer of the College or in the case of the absence or inability of the Registrar, the Deputy Registrar of the College and/or includes a person appointed as Interim Registrar by the Council;
- (N) "**Resolution**" means a vote of a majority of those Council members in attendance at the meeting and voting on the resolution, where a quorum is present;
- (O) "**RHPA**" means the *Regulated Health Professions Act, 1991*, including its associated regulations and the *Code*;
- (P) "**Vice President**" means the Vice President of the College, who is a member of the Executive Committee, elected by the Council, and who is an officer of the College.

Any term not defined in this By-Law shall have the meaning provided to it in the *RHPA, 1991* or the *Massage Therapy Act, 1991*.

Seal

2. (A) The Registrar shall be the custodian of the corporate seal.
- (B) No person shall place the College seal on a record affecting the College unless authorized by the Registrar.

Amendment or Revocation of By-Laws

3. (A) By-laws of the College may be enacted, amended or repealed by a vote in support from a two thirds majority of the members of the Council present at a meeting held to consider the by-law, where a quorum is present.
- (B) Except for amendments of a non-substantive nature, which may be incorporated by Council following notice and at any time prior to a vote being held, written notice of all motions in respect of the making, amending or revoking of a by-law shall be circulated:
 - i. At least 14 days prior to the consideration of such motion by Council; and
 - ii. Where required under section 94(2) of the *Code*, to all registrants at least 60 days prior to the consideration of such motion.
- (C) Every by-law, including every amendment and revocation of a by-law, shall be dated and numbered according to the date on which it was passed, certified by the President or Vice President, in addition to the Registrar, and maintained in electronic form in its chronological order.

Execution of Documents

4. (A) Unless otherwise indicated in these by-laws, the Registrar or designate, may sign documents or instruments requiring the signature of the College.
- (B) The Registrar or designate may sign summonses, notices and orders on behalf of the College.

Banking

5. (A) The College shall open bank accounts only with Canadian banks listed in Schedule 1 of the *Bank Act*.

(B) The College shall:

- i. Open all accounts required for the operation of the College; and
- ii. Deposit all monies belonging to the College with the bank.

(C) Except for payments out of the petty cash fund, all College payments shall be made by electronic transfer, credit card, cheque, draft or money order drawn on the College's bank accounts.

Bank Signing Authority

6. Cheques and all other payments require the signature of any two of the Registrar, Deputy Registrar, Director, Corporate Services or other designate of the Registrar.

Authorization by Electronic Signature

7. Electronic signatures may not be used on any securities or negotiable instruments, unless authorized by Council by resolution.

Investments

8. (A) College funds not immediately required for use by the College may be invested.

(B) The Executive Committee shall recommend, for approval by Council, an investment policy and select an investment advisor to implement investment of the College's funds in accordance with the investment policy.

(C) Council shall authorize the Registrar or designate of the College to give directions to the investment advisor.

(D) All securities and other negotiable instruments in which the College's monies have been invested shall be registered in the name of the College.

Management of Property

9. The Registrar, acting together with the President or Vice President, shall, with the approval of the Council, have the authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities and all property and chattels owned by or registered in the name of the College and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants, other securities, property and chattels.

Custody of Securities

10. (A) The Registrar or designate, shall maintain a record of all securities and other negotiable instruments owned by the College.
- (B) Any deposit cashing or transferring of securities shall require the written authorization of the Registrar or designate.

Borrowing

11. (A) Council may:
- i. Borrow money on the credit of the College;
 - ii. Limit or increase the amount of money the College may borrow; or
 - iii. Pledge assets of the College.
- (B) The Executive Committee shall review, from time to time, the terms and conditions of any monies borrowed by the College.

Petty Cash

12. The College shall maintain a petty cash fund of \$500. The Registrar or designate must authorize expenditures from the petty cash fund.

Fiscal Year

13. The fiscal year of the College is January 1 to December 31.

Immunity

14. No Council member, officer or employee of the College shall be liable for the acts, receipts, neglects, or defaults of any other Council member, officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage, or expense happening to the College through the insufficiency or deficiency of title to any property acquired for or on behalf of the College, or for the insufficiency or deficiency of any security in or upon which any of the monies of the College shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any of the monies, securities, or effects of the College shall be deposited, or for any oversight on his or her part, or for any loss, damage, or misfortune whatsoever which shall happen in the execution of the duties of his or her office in relation to it, unless the same are occasioned by the willful neglect or default of the Council member, officer, or employee; provided that nothing herein shall relieve any Council member, employee or officer from the duty to act in accordance with the *Act* or from liability for any breach thereof.

Insurance and Indemnification

15. (A) The College shall, after consulting with an insurance broker regarding the College's requirements, obtain comprehensive insurance coverage for, among other things, directors' and officers' liability, fidelity, property damage and personal injury.
- (B) The College shall indemnify and save harmless every Council member, committee member, employee, appointee or other duly designated representative of the College and their heirs, executors and administrators, and estates, out of the funds of the College from and against:
- i. All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him or her, in or about the execution of the duties of his or her position or employment; and
 - ii. All other costs, charges and expenses that he or she sustains or incurs in relation to the College's affairs, except such costs, charges or expenses incurred as a result of his or her own wilful misconduct or gross negligence.

Auditors

16. (A) The Council shall annually appoint an auditor to audit the accounts of the College.
- (B) The auditor shall present the results of the annual audit to Council. Each year audited summarized financial statements will be published in the Annual Report of the College.
- (C) The auditor shall be invited to all meetings of the Executive Committee and Council and request in-camera meetings be held.

Administration

17. This By-Law shall be administered by the Registrar of the College.

Effective Date

18. This By-Law comes into force on the day enacted.

Enacted November 19, 1999

Amended January 2009, May 2009, May 2014