

**January, 2011**

**Operational Bylaws: The Canadian Association for Integrative and Energy Therapies**

**Head Office**

1. Until changed in accordance with the Act, the Head Office of the **Canadian Association for Integrative and Energy** (hereinafter **CAIET**) will be in the City of TORONTO, in the Province of ONTARIO

**Conditions of Membership**

2. Membership in CAIET shall be limited to persons interested in furthering the objects of CAIET and shall consist of anyone whose application for admission as a member has received the approval of the membership committee of CAIET.
3. Membership fees shall be as directed by the board of directors.
4. Any member may withdraw from CAIET by delivering to CAIET a written resignation and lodging a copy of the same with the membership committee of CAIET.
5. Any member may be required to resign by a vote of  $\frac{3}{4}$  of the members present at an annual meeting.

**Members' Meetings**

6. The annual or any other general meeting of the members shall be held at the head office of the CHTA or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The board of directors may resolve that a particular meeting of members be held outside of Canada. Twenty percent of the membership will constitute a quorum.
7. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may request by submission to the board of directors any business either special or general at any meeting of the members. This submission to take place no less than 30 days in advance of any requested meeting. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of CAIET.
8. Fourteen (14) days' written notice (email or land mail) shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if he or she has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy-holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy-holder must be a member of CAIET.

9. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Act* or these By-laws.
10. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of CAIET shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of CAIET.

### **Board of Directors**

11. The property and business of CAIET shall be managed by a board of directors, comprised of a minimum of four directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of 51% of the members present at the annual general meeting. Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be members.
12. The applicants for CAIET shall become the first directors of CAIET whose term of office on the board of directors shall continue until their successors are elected.
13. Directors shall be elected for a term of TWO (2) years by the members at an annual meeting of members. Directors may be re-elected.
14. The office of a director shall be automatically vacated:
  - a. if at a special general meeting of members, a resolution is passed by  $\frac{3}{4}$  of the members present at the meeting that he or she be removed from office;
  - b. if a director has resigned his office by delivering a written resignation to the secretary of CAIET;
  - c. if he or she is found by a court to be of unsound mind;
  - d. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy-

15. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving CAIET as an officer or in any other capacity and receiving compensation therefore.
16. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

## Powers of Directors

17. The directors of CAIET may administer the affairs of CAIET in all things and make, or cause to be made for the CAIET, in its name, any kind of contract which the CHTA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as CAIET is by its charter or otherwise authorized to exercise and do. Decisions of the Board of Directors are carried by a majority vote. The execution of administrative powers of the Board of Directors requiring a signature will require signatures of the President (or Vice-president) and one other board member.
18. The directors shall have power to authorize expenditures on behalf of CAIET from time to time and may delegate by resolution to an officer or officers of CAIET the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of CAIET in accordance with such terms as the board of directors may prescribe. The signatures of the President and Treasurer will authorize financial transactions.

The board of directors is hereby authorized, from time to time

- a. to borrow money upon the credit of CAIET, from any bank, CAIET, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
  - b. to limit or increase the amount to be borrowed;
  - c. to issue or cause to be issued bonds, debentures or other securities of CAIET and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
  - d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of CAIET, and the undertaking and rights of CAIET.
19. The board of directors shall take such steps as they may deem requisite to enable CAIET to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of CAIET.
  20. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
  21. Remuneration for all agents, employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the

remuneration to such agents or employees and committee members shall cease to be payable from the date of such meeting of members.

### **Directors' Meetings**

22. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by land mail, to each director. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of CAIET shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote. Directors must be present to exercise their vote.
23. A majority of directors in office, from time to time, but no less than three directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of CAIET. In the event of a deadlock, the President shall cast the deciding vote.

### **Indemnities to Directors and Others**

24. Every director of CAIET and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of CAIET, from and against;
  - a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
  - b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

### **Officers**

25. The officers of CAIET shall be a president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, nor members.
26. The president shall be elected at an annual meeting of members. Officers other than president of CAIET shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
27. The officers of CAIET shall hold office for TWO (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

## Duties of Officers

28. The president shall be the chief executive officer of CAIET. He or she shall preside at all meetings of CAIET and of the board of directors. He or she shall have the general and active management of the affairs of CAIET. He or she shall see that all orders and resolutions of the board of directors are carried into effect. These duties include and are not limited to:
- Preside as 'manager' of the Board's activities, ensuring the Board follows its own rules and those legitimately imposed upon it by statute or regulation. During regularly scheduled Board meetings, the President is responsible for ensuring the work is conducted efficiently and effectively. The President has no authority to make decisions outside the by-laws or the parameters of policies created by resolution of the Board
  - Set the agendas for meetings of the Board with input from the members of the Board and with assistance of any of the executive Board members as determined and agreed upon.
  - Plan the conduct and timing of Board meetings in conjunction with the executive board, and chair meetings of the Board
  - Ensure the Board is properly informed about the operations of CAIET and has the information and opportunity necessary to come to decisions on matters within its purview
  - Act as public and media spokesperson for the Board and the CAIET or delegate this responsibility as appropriate
29. In the absence or disability of the president, another member of the executive Board shall perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors. These duties include and are not limited to:
- Assist the President with ensuring the execution of Board policy and directives
  - Make recommendations as to the means, organizational structure/infrastructure and management processes necessary to achieve its objectives
30. The treasurer shall have the custody of the funds and securities of CAIET and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of CAIET in the books belonging to CAIET and shall deposit all monies, securities and other valuable effects in the name and to the credit of CAIET in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He or she shall disburse the funds of CAIET as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of CAIET. He or she shall also perform such other duties as may from time to time be directed by the board of directors. These duties include and are not limited to:
- Ensure complete and accurate records are kept of all of CAIET financial matters in accordance with generally accepted accounting practices
  - Ensure association monies are in interest bearing accounts and make appropriate recommendations for handling financial transactions

- Act as a signing authority for CAIET as approved in the By-law or by resolution of the Board
- Provide the Board with monthly, or as otherwise required, reports of all financial transactions and of the financial position of CAIET
- Ensure that all financial transactions with members or business partners are completed in a timely fashion
- Provide board members with appropriate forms for expenses, budget, etc.
- Ensure receipts for fees go out to members via the Membership Chair

31. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his/her affairs of CAIET generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be. He or she shall be custodian of the seal of CAIET, which he or she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution. These duties include and are not limited to:

- Oversee the keeping of records of meetings, policies, membership and any other records required by law
- Ensure minutes are taken at all regular and special meetings of the Board
- Ensure copies of minutes and agendas are circulated to Board members prior to each meeting
- Maintain, or ensure the maintenance of, files and records of CAIET to be passed on to future officers and ensure the security and confidentiality of all such files and records

32. The duties of all other officers of CAIET shall be such as the terms of their engagement call for or the board of directors requires of them.

### **Committees**

33. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid. The committees are deemed to carry out the intentions of the Board of Directors, and the mandate of CAIET within their areas of responsibility.

### **Execution of Documents**

34. Contracts, documents or any instruments in writing requiring the signature of CAIET, shall be signed by the President and treasurer. All contracts, documents and instruments in writing so signed shall be binding upon CAIET without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of CAIET to sign specific contracts, documents and instruments in writing. The directors may give CAIET power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of CAIET. The seal of CAIET when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any

officer or officers appointed by resolution of the board of directors. The signatures of the President and Treasurer will authorize financial transactions.

### **Minutes of Board of Directors**

35. The minutes of the board of shall not be available to the general membership of CAIET, unless requested for a specific purpose, but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

### **Financial Year**

36. Unless otherwise ordered by the board of directors, the fiscal year end of CAIET shall be June 30.

### **Amendment of By-Laws**

37. The by-laws of CAIET not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by a majority vote of the members present at a meeting duly called for the purpose of considering the said by-law.

### **Auditors**

38. The board of directors, at each annual meeting, shall appoint an auditor to audit the accounts and annual financial statements of CAIET for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

### **Books and Records**

39. The directors shall see that all necessary books and records of CAIET required by the by-laws of CAIET or by any applicable statute or law are regularly and properly kept.

### **Rules and Regulations**

40. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of CAIET as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of CAIET when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

### **Interpretation**

41. In these by-laws and in all other by-laws of CAIET hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.