

The Societies Act

By-Laws

The name of the Society is

## **ALBERTA REFLEXOLOGY & ACUPRESSURE SOCIETY**

### **Membership**

1. Membership in the Association shall be divided into three classes; namely:
  - a. **Charter Membership**, which shall be restricted to the charter members of this society as of the date of incorporation. This shall constitute a Voting Life Membership and shall be without any membership fee. Charter Members may not be expelled from the Association.
  - b. **Full Membership**, which shall be available to professional graduate reflexologists and/or acupressurists who have successfully passed the entrance examination into this society. Full Membership shall constitute voting membership if approved by the Charter Membership of this society in each individual case of membership application. The Annual Membership Fee shall be One Hundred Dollars Canadian.
  - c. **Associate Membership** shall be available to those persons pursuing the study of either reflexology or acupressure. This class of membership shall constitute a non-voting membership. The Annual Fee shall be Fifty Dollars Canadian.
  - d. Any member of whatever class wishing to **withdraw from membership** may do so upon a notice in writing to the Board through its Secretary. If any dues-paying member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six (6) months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.
  - e. **Full or Associate members may be expelled** upon a two-thirds vote of all Voting Members for any reason the Voting Members deem necessary. Upon expulsion the expelled member shall be entitled to reimbursement in full for his Annual or Life Membership dues.

### **President**

2. The President shall be ex-officio a member of all Committees. He shall, when present, preside at all meetings of the Society and of the Board. In his absence the Vice-President shall preside at any such meetings, and in the absence of both, a Chairman may be elected by the meeting to preside thereat.

### **Board of Directors**

3. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
4. The Board shall, subject to the By-Laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.

Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President in writing to call such meeting, and state the business to be brought before the meeting.

Meetings of the Board shall be called by ten (10) days' notice in writing mailed to each member or by three (3) days' notice by e-mail, fax or telephone. Any four (4) members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

### Secretary

5. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He shall have charge of the Seal of the Society which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

The Secretary shall also keep a record of all members of the Association and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Association, such monies to be promptly turned over to the Treasurer for deposit in a chartered Bank as hereinafter required.

### Treasurer

6. The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever Bank the Board may order. He shall properly account for the funds of the Association and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the Association.

He shall submit a copy of same to the Secretary for the records of the Association. The office of the Secretary and Treasurer may be filled by one person (Secretary-Treasurer) if any Annual Meeting for the election of officers shall so decide.

### Auditing

7. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two (2) members of the Association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year of the Association in each year shall be the Anniversary Date of incorporation.
8. The books and records of the Association may be inspected by any member of the Association at the Annual Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

### Meeting

9. This Association shall hold an **Annual General Meeting** on or before the Anniversary Date of Incorporation of the Association in each year, of which meeting due notice shall be given to all members. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer), and three Directors. **The Officers and Directors shall be appointed by majority vote of all members entitled to vote in the Association.** The Officers so elected may also be elected to fulfil the offices of the Directorate if the Association so desires. The Officers and Directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Association. **An Officer or Director may be removed from office at any time by majority vote of the Voting Members of the Association at any Meeting of the Association.**
10. (a) General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight (8) days previous to the date of such meeting.  
  
(b) A **Special General Meeting** shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such

meeting, which shall be by letter to the last known address of each member, delivered in the mail eight (8) days previous to the meeting.

(c) Three (3) members in good standing shall constitute a quorum at any meeting.

### **Voting**

11. Any Voting Member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the Association. Such votes may be made in person or in writing, provided the vote be handwritten and sent by registered mail to the Board of Directors in advance of the duly called meeting.

### **Remuneration**

12. Unless authorized at any meeting and after notice of same shall have been given, no Officer or Member of the Association shall receive any remuneration for his services.

### **Borrowing Powers**

13. For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

### **Bylaws**

14. The By-Laws may be rescinded, altered or added to by a "Special Resolution."

