

Carol Prest
CAROL PREST



**REFLEXOLOGY ASSOCIATION
OF BRITISH COLUMBIA**

CONSTITUTION AND BYLAWS

REFLEXOLOGY ASSOCIATION OF BRITISH COLUMBIA

CONSTITUTION and BYLAWS
as passed by the Members
at the Annual General Meeting
June 7th, 2021

The name of the Society shall be:

“REFLEXOLOGY ASSOCIATION of British Columbia”

The purpose of the Society is:

1. to advance the understanding and knowledge of the authentic natural healing practice of *REFLEXOLOGY*;
2. to protect the public by providing a Code of Ethics and a Code of Conduct to each *RABC MEMBER* and ensuring each *RABC MEMBER* is in *GOOD STANDING*;
3. to encourage public awareness of and educate the public about the benefits of *REFLEXOLOGY*;
4. to promote and advocate for the professional practice of *REFLEXOLOGY*;
5. to provide uniform educational standards for the professional practice of *REFLEXOLOGY*;
6. to elevate and maintain the standards of the practice of *REFLEXOLOGY*;
7. to provide encouragement for the advancement of *REFLEXOLOGY*;
8. to promote and assist in the establishment of just laws that support and uphold the practice of *REFLEXOLOGY*;
9. to develop and then maintain an effective referral system for communication between the public, all levels of government, extended health insurance companies, and the *MEMBERS* of the *ASSOCIATION*;
10. This Society/Association is a *MEMBER*-funded, not for profit Society/Association. It is funded primarily by its *MEMBERS* to carry on activities for the benefit of its *MEMBERS*.

BYLAW DEFINITIONS

In these bylaws, unless the context otherwise specifies or requires:

"ACT" means the "The Societies Act of British Columbia".

"APPROVED REFLEXOLOGY PRACTITIONER" means a MEMBER in GOOD STANDING of the ASSOCIATION, who has passed, with a minimum of 80% on each of the RABC PROFICIENCY EXAMINATIONS or approved equivalent examinations, as approved by the BOARD, and has maintained the ASSOCIATION's CONTINUING EDUCATION CREDIT requirements.

"ASSOCIATE MEMBER" means a MEMBER in GOOD STANDING of the ASSOCIATION, who has completed 40 hours of REFLEXOLOGY classroom instruction and 60 hours of practicum, as approved by the BOARD, and has not taken or has not passed the RABC PROFICIENCY EXAMINATIONS or; an APPROVED REFLEXOLOGY PRACTITIONER who has chosen to not maintain their CONTINUING EDUCATION CREDITS.

"ASSOCIATION" means the REFLEXOLOGY ASSOCIATION of British Columbia.

"BOARD" means BOARD of DIRECTORS of the ASSOCIATION.

"CATEGORIES" means the various RABC MEMBER classes as determined by the ASSOCIATION.

"CHAIR" means CHAIRPERSON of a meeting of MEMBERS.

"CHAIRPERSON" unless the context requires otherwise, means the CHAIRPERSON of the BOARD of DIRECTORS of the ASSOCIATION.

"CONTINUING EDUCATION CREDITS" (referred to as C.E. Credits) means the required credits, as approved by the BOARD, which are required to be earned to maintain RABC APPROVED REFLEXOLOGY PRACTITIONER, and or RABC REFLEXOLOGY TEACHER status. For APPROVED REFLEXOLOGY PRACTITIONER it is 30 C.E. Credits per every three years, and RABC REFLEXOLOGY TEACHER it is 42 C.E. Credits per every three years.

"DIRECTOR" means one of any of the DIRECTORS sitting on the BOARD.

"FRIEND OF RABC MEMBER" means a MEMBER who supports the ASSOCIATION.

"GOOD STANDING" means an RABC MEMBER who has paid the annual Membership dues, adheres to the Code of Ethics and Code of Conduct, and has no outstanding disputes.

"HONORARY MEMBER" means an RABC MEMBER whose outstanding contributions to REFLEXOLOGY has been recognized by the ASSOCIATION and has been awarded a lifetime RABC HONORARY membership.

"MEMBER" means a person in *GOOD STANDING* of the *ASSOCIATION*.

"POST" means Canada Postal Corporation.

"RABC" means the *REFLEXOLOGY ASSOCIATION* of British Columbia.

RABC RECOGNIZED REFLEXOLOGY INSTITUTION OR ASSOCIATION means reflexology institutions or associations that have been vetted and approved by the *RABC BOARD*.

"*RABC PROFICIENCY EXAMINATIONS*" means a written and a practical exam, administered by the *ASSOCIATION* to those who have completed 40 hours of classroom instruction and 60 hours of practicum, as approved by *RABC*, to attain membership as an *RABC APPROVED REFLEXOLOGY PRACTITIONER*.

"*REFLEXOLOGY*" means the practice of stimulating anatomical locations through the manipulation of simple and complex reflex points found primarily in the hands, feet, ears and face to maintain or augment physical function of corresponding glands, organs and systems for the purpose of promoting health and wellness.

"*REFLEXOLOGIST*" means a person who practices *REFLEXOLOGY*.

"*STUDENT*" means a *MEMBER* in *GOOD STANDING* of the *ASSOCIATION* who is preparing to complete the *RABC PROFICIENCY EXAMINATIONS*.

"*REFLEXOLOGY TEACHER*" means a *RABC APPROVED REFLEXOLOGY PRACTITIONER MEMBER* in *GOOD STANDING* of the *ASSOCIATION*, whose course(s) are approved by *RABC*.

1.0 INTERPRETATION

Hereinafter, in numbered clauses, is the Bylaw providing for the matters of the *ASSOCIATION*:

1.0.1 The Bylaws may be cited as the "Reflexology Association of British Columbia Bylaw".

1.0.2 The Bylaws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- a) words importing the singular number only shall also mean the plural and visa-versa and the word "person" shall also mean individuals, associations, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.
- b) the headings used in the Bylaw are inserted for reference purposes only and are not to be construed as being part of the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2.0 ASSOCIATION SEAL

2.0.1 A Seal for the *ASSOCIATION* shall be prescribed by the *BOARD* and shall contain the words "Reflexology Association of British Columbia".

3.0 NEW MEMBERSHIP APPLICATION

3.0.1 Documentation required for each of the *RABC* new membership *CATEGORIES* for review and approval as determined by the *BOARD*, or a *BOARD* appointed *DIRECTOR*:

3.0.2 *APPROVED REFLEXOLOGY PRACTITIONER* new Membership Category requirements:

- a) a completed *RABC* membership Application;
- b) a signed copy of *ASSOCIATION*'s Code of Ethics and Code of Conduct;
- c) a copy of the *REFLEXOLOGY* Certificate(s) indicating successful completion of course(s) that includes a minimum of 40 hours of classroom instruction, and 60 hours of practicum;
- d) a copy of the *RABC PROFICIENCY EXAMINATIONS* results or approved equivalent examinations, as per the *RABC BOARD*, with a minimum passing grade of 80% on the written exam and on the practical exam;
- e) an indication of agreement to collect and submit C.E. Credits as required;
- f) has paid the *RABC* annual membership dues.

3.0.3 New *REFLEXOLOGY TEACHER* Category requirements:

- a) a completed *REFLEXOLOGY TEACHER RABC* membership application;
- b) *RABC APPROVED REFLEXOLOGY PRACTITIONER* status;
- c) insurance coverage as per 3.3.8 and including coverage for teaching;
- d) anatomy/physiology training and/or knowledge that is separate from reflexology training courses, with knowledge being defined as having or had a professional training such as, but not limited to, nurse, naturopath, or massage therapist;
- e) certificate of First Aid/CPR;
- f) a copy of the *REFLEXOLOGY* course notes and charts that meet or exceed what is covered in the *RABC PROFICIENCY EXAMINATION*, unless the course is from an *RABC RECOGNIZED REFLEXOLOGY INSTITUTION OR ASSOCIATION*, then the course notes are not required to be submitted but it is the responsibility of that Teacher to ensure those course notes meet or exceed the *RABC PROFICIENCY EXAMINATIONS*;
- g) their approved course(s) to total a minimum of 40 hours written and 60 hours practicum;
- h) agreement to collect and submit C.E. Credits as required;
- i) an *RABC MEMBER* in *GOOD STANDING* with all fees fully paid.

3.0.4 New *ASSOCIATE* membership Category requirements:

- a) a completed *RABC* membership application;
- b) a signed copy of the *ASSOCIATION's* Code of Ethics and Code of Conduct;
- c) a copy of the *REFLEXOLOGY* Certificate(s) indicating successful completion of the course(s) that includes a minimum of 40 hours classroom instruction, and 60 hours of practicum;
- d) has paid the *RABC* annual membership dues.

3.0.5 New *STUDENT* membership Category requirements:

- a) a completed *RABC* membership application;
- b) a signed copy of the *ASSOCIATION's* Code of Ethics and Code of Conduct;
- c) If applying to take the *RABC PROFICIENCY EXAMINATIONS*, a copy of the *REFLEXOLOGY* Certificate(s) indicating successful completion of the course(s) that includes a minimum of 40 hours classroom instruction, and 60 hours of practicum;
- d) has paid the *RABC* annual membership dues.

3.0.6 New *FRIENDS of RABC* membership Category requirements:

- a) a completed *RABC* membership application;
- b) has paid the *RABC* annual membership dues.

- 3.0.7 Misrepresentations made by an applicant when completing a *RABC* membership application may result in the nullification of the application by judgment of the *BOARD*, or a *BOARD* appointed *DIRECTOR*, and shall provide the applicant of a nullified application with a copy of the judgment and a brief written report identifying the misrepresentation.
- 3.0.8 The applicant of a nullified application shall be entitled to make representation on his/her behalf to the *DIRECTOR* upon presentation of the judgment. Such representations may be made in writing, verbally, in person or by an agent or attorney.

3.1 DISCLOSURE OF MEMBERSHIP REGISTRATION STATUS

- 3.1.1 Where information concerning the registration status of a *RABC MEMBER* is requested of the *BOARD* or a *BOARD* appointed *DIRECTOR*, the *DIRECTOR* shall disclose:
- a) whether or not the person is a *RABC MEMBER* or a former *MEMBER* of the *ASSOCIATION*;
 - b) the class of *RABC* membership of the *MEMBER*;
 - c) whether or not the *BOARD* has issued a disciplinary notice relating to the person and if so, the details of the notice;
 - d) whether or not the *RABC MEMBER* is in *GOOD STANDING* and having complied with the required *CONTINUING EDUCATION CREDITS*.
- 3.1.2 To acknowledge the right of the *BOARD* or a *BOARD* appointed *DIRECTOR* to forward the names of *RABC* Approved Reflexology Practitioners and/or *TEACHERS* who are no longer in *GOOD STANDING*, and/or who have not maintained their *CONTINUING EDUCATION CREDITS*, to the Extended Healthcare Plan Providers as and when required.

3.2 MEMBERSHIP CATEGORIES

MEMBERSHIP CATEGORIES of the *ASSOCIATION* shall be:

- 3.2.1 *APPROVED REFLEXOLOGY PRACTITIONER MEMBER* category requirements:
- a) a *MEMBER* in *GOOD STANDING* who is in possession of a *REFLEXOLOGY* Practitioner Diploma/Certificate that fulfills the *ASSOCIATION*'s Practitioner educational requirements of 40 hours of classroom instruction and 60 hours of practicum, as approved by the *RABC BOARD*;
 - b) has passed the required *RABC PROFICIENCY EXAMINATIONS* or approved equivalent, as approved by the *RABC BOARD*; and
 - c) maintains the *RABC* Continuing Education requirements of 30 credits every 3 years;
 - d) practices reflexology professionally

- e) is in possession of annual insurance, as per 3.3.8, if practicing reflexology professionally.

3.2.2 *REFLEXOLOGY TEACHER MEMBER* Category requirements:

- a) a *MEMBER* in *GOOD STANDING* who is in possession of an *RABC APPROVED REFLEXOLOGY PRACTITIONER* membership; and whose *REFLEXOLOGY* course(s) have been approved by *RABC*;
- b) maintains the *RABC* Continuing Education requirements of 42 credits every 3 years;
- c) current certificate in First Aid/CPR;
- d) is in possession of annual insurance, as per 3.3.8.

3.2.3 *ASSOCIATE MEMBER* Category requirements:

- a) a *MEMBER* in *GOOD STANDING*;
- b) in possession of a *REFLEXOLOGY* Diploma/Certificate that fulfills the *ASSOCIATION*'s education requirements of 40 hours of *REFLEXOLOGY* classroom instruction and 60 hours of practicum, as approved by the *BOARD*;
- c) who may or may not be practicing *REFLEXOLOGY* professionally;
- d) has not taken, or has not passed the *RABC PROFICIENCY EXAMINATIONS* or approved equivalent, as approved by the *RABC BOARD*; or
- e) an *APPROVED REFLEXOLOGY PRACTITIONER* who has chosen to not maintain their *CONTINUING EDUCATION CREDITS*;
- f) *CONTINUING EDUCATION CREDITS* are not required for the *ASSOCIATE MEMBER* Category;
- g) is in possession of annual insurance, as per 3.3.8, if practicing reflexology professionally.

3.2.4 *FRIEND OF RABC MEMBER* Category shall be:

- a) a *MEMBER* in *GOOD STANDING* who supports the purpose of the *ASSOCIATION* such as: Education Institution, Business, Corporation, Associate, Society, or an individual;
- b) this *MEMBER* category has no voting privileges.

3.2.5 *HONORARY MEMBER* Category shall be a *MEMBER* who:

- a) has been granted a life-time membership by the *BOARD*;
- b) is not required to pay annual membership dues;
- c) is not required to maintain Continuing Education requirement;
- d) maintains all membership Rights and Responsibilities as per 3.3;
- e) is in possession of annual insurance, as per 3.3.8, if practicing reflexology professionally.

3.2.6 *STUDENT MEMBER* Category shall be:

- a) a *MEMBER* who is actively participating in or has successfully completed the *ASSOCIATION's* education requirements to take the *RABC PROFICIENCY EXAMINATIONS*;
- b) education requirements include successfully completing a minimum of 40 hours of classroom instruction, and a minimum of 60 hours of practicum;
- c) a *MEMBER* in *GOOD STANDING*.

3.3 MEMBERSHIP RIGHTS AND RESPONSIBILITIES

3.3.1 It shall be the responsibility of each *RABC MEMBER* to:

- a) support and promote the purposes of the *ASSOCIATION*;
- b) comply with the Code of Ethics and Code of Conduct;
- c) comply with *RABC* Constitution and Bylaws of the *ASSOCIATION*;
- d) pay the annual membership dues to the *ASSOCIATION* in the month of January of each year, except for *HONORARY MEMBERS*;
- e) notify the *ASSOCIATION*, by e-mail or *POST* of any changes in contact information;
- f) check the *RABC* website periodically to ensure; contact information and membership status is current.

3.3.2 *APPROVED REFLEXOLOGY PRACTITIONER* and *REFLEXOLOGY TEACHER MEMBER* shall;

- a) display in a prominent place in their place of business, their *RABC* Membership Certificate;
- b) fulfill *RABC* Continuing Education Credit requirements.

3.3.3 *MEMBERS* in *GOOD STANDING* of all membership *CATEGORIES*, except for the membership category Friend of *RABC*:

- a) have the right to speak and vote at *RABC* membership meetings;
- b) are eligible for *ASSOCIATION* programs, benefits and services;
- c) are eligible to serve as a *MEMBER* of any committee;
- d) are eligible to serve on the *BOARD* of *DIRECTORS*.

Continuing Education Credits

- 3.3.4 A *MEMBER* of the following membership *CATEGORIES* must obtain a minimum number of *CONTINUING EDUCATION CREDITS* over a three-year period to maintain their *REFLEXOLOGY* credentials with the *ASSOCIATION*, as determined by the *BOARD*:
- a) *APPROVED REFLEXOLOGY PRACTITIONER MEMBER*, as per 3.2.1;
 - b) *REFLEXOLOGY TEACHER MEMBER*, as per 3.2.2;
 - c) *HONORARY MEMBER*, as per 3.2.6, are exempt.
- 3.3.5 The period for accumulation of *CONTINUING EDUCATION CREDITS* shall be every three years, beginning January of the year following membership registration.
- 3.3.6 *CONTINUING EDUCATION CREDITS* will be granted for Continuing Education courses or professional development activities as approved by the *BOARD*.
- 3.3.7 *MEMBERS* are responsible to provide a summary of their *CONTINUING EDUCATION CREDITS* at the end of the third year period, and may also be required to provide evidence to the satisfaction of the *ASSOCIATION* that the *MEMBER* has obtained the required Continuing Educational Credits. This evidence must be presented to the *ASSOCIATION* upon request for approval.

Insurance

- 3.3.8 The *MEMBERS* of the following membership *CATEGORIES* are responsible, upon request, to provide evidence to the satisfaction of the *ASSOCIATION* that the *MEMBER* has obtained annual Commercial Liability and Malpractice Insurance for their practice:
- a) *APPROVED REFLEXOLOGY PRACTITIONER MEMBER*, as per 3.2.1;
 - b) *REFLEXOLOGY TEACHER MEMBER*, as per 3.2.2;
 - d) *ASSOCIATE MEMBER*, as per 3.2.3;
 - c) *HONORARY MEMBERS*, as per 3.2.6

3.4 MEMBERSHIP FEES

- 3.4.1 Membership fees shall be designated by the *BOARD*, who may from time to time modify these fees. Fees shall be payable in the following manner:
- a) by e-transfer, or *POST*, payable in January of each year and before January 31st;
 - b) Delinquent membership fees remaining unpaid thirty (30) days after the January 31st due date are subject to a monetary penalty of ten dollars (\$10.00) per month up to three (3) months.

- 3.4.2 Membership fees remaining unpaid after three (3) months shall cause the suspension of the membership:
- a) Suspended membership resulting from unpaid membership fees may be reinstated up to nine (9) months from the date of suspension, provided that the payment of the membership fees plus a monetary penalty of thirty dollars (\$30.00) is paid.
 - b) Suspended memberships resulting from delinquent membership fees exceeding a period of nine (9) months from the date of suspension may be reinstated provided that the previous year membership fee plus the current year membership fee plus a thirty dollar (\$30.00) monetary penalty is paid.
 - c) Members seeking re-instatement of a membership terminated for failing to pay membership fees after the twenty-four (24) month period in 3.4.2 (b) shall be required to apply for a new *RABC MEMBERSHIP*.

3.4.3 Any *MEMBER* not in *GOOD STANDING*, is not entitled to vote either in person or by proxy, at meetings of *MEMBERS*.

3.5 MEMBERSHIP TERMINATION OR SUSPENSION

- 3.5.1 Membership shall be terminated on his/her death, or, in case of entity, on dissolution of such entity.
- 3.5.2 Any *MEMBER* may withdraw from the *ASSOCIATION* by submission of a written resignation electronically or by *POST* to the *ASSOCIATION*.
- 3.5.3 Suspension or termination of any *MEMBER* may be imposed for;
- a) failure to pay membership fees as per 3.4;
 - b) a contravention of the *ASSOCIATION*'s Constitution and Bylaws, procedure(s) or policies;
 - c) a breach of the *ASSOCIATION*'s Code of Ethics and Code of Conduct or professional misconduct;
 - d) demonstration of gross incompetence;
 - e) not submitting the required C.E. Credits within 3 months following the designated due date will cause suspension of current membership and rights of that membership as determined by the *BOARD*, with the exception of 3.5.10.
- 3.5.4 Any *MEMBER* may be suspended, or membership terminated by resolution passed by two thirds of the *DIRECTORS* present at a *BOARD* meeting called for the purpose of considering such an action.
- 3.5.5 Any *MEMBER* facing suspension or termination shall be provided with a copy of the resolution proposing his/her suspension and a written report specifying the *MEMBER*'s action that led to the resolution.

- 3.5.6 Any *MEMBER* facing suspension or termination shall have the opportunity of an appeal and make representation on his/her behalf before the *BOARD* in writing, in person or through an agent or attorney.
- 3.5.7 Any *MEMBER* facing or is under suspension shall remain liable for the payment of membership fees and there shall be no reimbursement for the period of such suspension.
- 3.5.8 Any *MEMBER* under suspension by resolution shall;
- a) not be permitted to attend the *RABC* Annual General Meeting or any committee or *MEMBERS* meetings for the duration of the suspension;
 - b) not be permitted to continue to serve as any committee *MEMBER*; or
 - c) continue as a *MEMBER* on the *BOARD* for the duration of the suspension;
 - d) not be eligible for nomination or election of the *BOARD* or any committee for the duration of the suspension.
- 3.5.9 Any *MEMBER* who resigns, or is under suspension, or has their membership terminated is not entitled to any reimbursement of membership fee.
- 3.5.10 Any *APPROVED REFLEXOLOGY PRACTITIONER* or *REFLEXOLOGY TEACHER* of the *ASSOCIATION* may willingly suspend his/her membership for personal, family or health reasons at no penalty for a maximum period of 24 months when:
- a) a written request is submitted to the *ASSOCIATION*;
 - b) approximate date of return is indicated;
 - c) *CONTINUING EDUCATION CREDITS* will continue with the additional 24 months to complete the minimum requirements;
 - d) the *MEMBER'S* name will be removed from the website;
 - e) the *MEMBER* will continue to receive *RABC* news and updates;
 - f) The *RABC* annual membership fee continues to be paid.
- 3.5.11 Any *MEMBER*, as per 3.5.10, who fails to return from a personal suspension of membership by the approximate date indicated or after 24 months:
- a) will have the option to extend their membership suspension by written request to the *ASSOCIATION*; or
 - b) will then be considered withdrawn from the membership;
 - c) will need to reapply as a new *MEMBER* and take the *RABC* Proficiency Exams;
 - d) but any *MEMBER* who requires a longer time of leave may provide another written request to the *ASSOCIATION*, upon which it will be reviewed by the membership *DIRECTOR*, and/or the *RABC BOARD*.

3.6 MEMBERSHIP MEETINGS

- 3.6.1 Annual General Meetings - the annual general meeting shall be held in compliance with the BC Society Act and shall be open to *MEMBERS*, except as provided under Bylaw 3.5.8, and open to the public.
- 3.6.2 At every annual general meeting, a *DIRECTORS'* report, duly signed financial statements and if required by the BC Society Act, the report of the auditors shall be presented and the *DIRECTORS* shall be elected.
- 3.6.3 Notice of the annual general or other meetings of *MEMBERS* shall be provided to *MEMBERS* by way of any or all of the following means:
- a) by *POST* sent not less than fourteen (14) days prior to the meeting;
 - b) by electronic mail such as e-mail not less than ten (10) business days prior to the meeting;
 - c) by notice published in an *ASSOCIATION* newsletter, or on the *ASSOCIATION* website.
- 3.6.4 Elections and special resolutions that affect the Constitution and Bylaws of the *ASSOCIATION* shall be held and resolved at the Annual General Meeting or at a special general meeting only.
- 3.6.5 Special General Meetings - Special *MEMBERS* meetings may be convened by order of the President or by three (3) *DIRECTORS* of the *BOARD* at any date and time and at any place within British Columbia or, if a majority of *MEMBERS* so agree, within or outside Canada.
- 3.6.6 The *CHAIRPERSON* or the *BOARD* shall convene a special general meeting within ninety (90) days after receipt by a *DIRECTOR* of a request for a special general meeting, which request is signed by at least twenty-five (25) percent of *ASSOCIATION MEMBERS*. The request shall state the purpose of the requested special general meeting:
- a) notice of a special general meeting of the *ASSOCIATION* shall be issued to each *MEMBER* at least fourteen (14) days prior and indicate the time, place and purpose of the requested special general meeting;
 - b) omission to deliver notice of a special general meeting or the failure to receive a notice of a special general meeting by a *MEMBER* does not invalidate the request for a special general meeting.
- 3.6.7 *MEMBER* meetings may be convened by order of the *CHAIRPERSON* or by the *BOARD* at any date and time and at any place within British Columbia or, if a majority of *MEMBERS* so agree, within or outside Canada. An AGM or a special general meeting may be held by electronic means that permits *MEMBERS* to adequately participate in the meeting.

- 3.6.8 No error or omission in giving notice to *MEMBERS* of any annual general meeting or other *MEMBER* meeting or any adjourned meeting shall invalidate any resolution passed or any proceedings taken at any meeting of *MEMBERS*.
- 3.6.9 In the event the *CHAIRPERSON* is absent, the persons who are present and entitled to vote shall choose another *DIRECTOR* as *CHAIR* for the *MEMBER* meeting and if no *DIRECTOR* is present or if all the *DIRECTORS* present decline to take the *CHAIR*, then the persons who are present and entitled to vote shall choose one of their number to be the *CHAIR*.
- 3.6.10 A *MEMBER* entitled to attend a meeting of *MEMBERS* may in any manner waive notice of a meeting.
- 3.6.11 The *CHAIR* of any meeting of *MEMBERS* may with the consent of the *MEMBERS* adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the general membership.
- 3.6.12 A quorum at any *MEMBERS* meeting is required by the Societies Act and shall consist of no less than ten percent (10%) of eligible voting *MEMBERS* present in person, present by video/teleconferencing, or by proxy. A vote is passed when sixty-six percent (66%) of the *MEMBERS* present or by proxy agree on the motion. No business shall be transacted at any *MEMBERS* meeting unless there is a quorum present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of *MEMBERS* or within a reasonable time thereafter as determined by *MEMBERS* present, the persons present and entitled to vote may adjourn the meeting to a fixed time and place and may not transact any other business. The provisions contained herein with regard to notice shall apply to such adjournment.

3.7 VOTING OF MEMBERS

- 3.7.1 *MEMBERS* of all membership *CATEGORIES*, except for *FRIENDS OF RABC*, the public, and as per stated under 3.5.8., shall be entitled to vote at annual general meetings, special general meetings or *MEMBERS* meetings in person or by proxy provided that:
- a) their membership is not cancelled, suspended or terminated;
 - b) their membership fees are not in arrears or other money is owed to the *ASSOCIATION*.
- 3.7.2 Unless specifically provided by the BC Society Act, every resolution or question to be determined by vote at *MEMBER* meetings shall be by *MEMBER* show of hands, video/teleconference, or ballot and shall be resolved by a majority vote. The *CHAIR* of the meeting shall determine the manner of voting.

- 3.7.3 In case of equality in votes the *CHAIR* of any meeting of *MEMBERS* shall be entitled to cast a deciding vote.
- 3.7.4 At any meeting of *MEMBERS*, a declaration by the *CHAIR* of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 3.7.5 *MEMBERS* may vote at *MEMBERS* meetings in person, by video/teleconferencing, or by proxy. At every meeting at which a *MEMBER* is entitled to vote, every *MEMBER* has one vote.

3.8 VOTING BY PROXY

- 3.8.1 A proxy ballot shall include instructions for the *MEMBER* executing the proxy.
- 3.8.2 Every *MEMBER* entitled to vote may be a holder of one or more proxy ballots and represent the eligible *MEMBERS* voting by proxy. *MEMBERS* acting as a proxy holder with one or more proxies, shall execute one additional vote for each proxy held.
- 3.8.3 A *MEMBER* who wishes to vote by proxy and does not personally select a proxy holder shall be represented by a proxy holder appointed by the *ASSOCIATION*.
- 3.8.4 The *BOARD* may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of *MEMBERS* is to be held. The *CHAIR* of any meeting of *MEMBERS* may at the *CHAIR*'s discretion accept electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a *MEMBER*, notwithstanding that no proxy conferring such authority has been lodged with the *ASSOCIATION*, and any votes given in accordance with such electronic or written communication accepted by the *CHAIR* of the meeting shall be valid and shall be counted.

4.0 BOARD OF DIRECTORS

- 4.0.1 The governing body of the *ASSOCIATION* shall be the *BOARD* of *DIRECTORS*. There shall be a maximum of nine (9) *DIRECTORS* and no fewer than three (3):
- a) *DIRECTORS* to be elected from and by *MEMBERS* in accordance with this Bylaw;
 - b) a maximum of four (4) *DIRECTORS* may be appointed by the *BOARD* who are *MEMBERS* in *GOOD STANDING* with the *ASSOCIATION*;
 - c) appointed *DIRECTOR*(s) are required to stand for election at the next AGM;
 - d) the immediate past *CHAIRPERSON*/President, provided she/he holds no other elected office in the *ASSOCIATION* shall be an ex-officio *DIRECTOR* for one year only and does not vote at the *BOARD* meetings;
 - e) every *BOARD DIRECTOR* shall be at least nineteen (19) years of age;
 - f) every *BOARD DIRECTOR* have access to computer and knowledge of use.

4.0.2 *DIRECTORS* shall serve without payment for their services but must receive reimbursement for all expenses necessarily and reasonably incurred by a *BOARD DIRECTOR* while engaged in the affairs of the *ASSOCIATION*.

4.0.3 Election of the *RABC BOARD DIRECTORS* shall be at the annual general meeting.

4.0.4 Nomination procedure for elected *DIRECTORS* of the *BOARD*:

- a) the Secretary shall supervise and administer all *BOARD* elections and may establish procedures consistent with these by-laws for that purpose;
- b) in the event of irregularity or dispute with respect to any nomination, ballot or election, the Secretary, in consultation with the *BOARD*, shall be the arbiter thereof, and his or her decision is final;
- c) nomination forms shall be mailed electronically or by *POST* to *MEMBERS* of the *ASSOCIATION* at least forty-five (45) days prior to the expiry of the term of office of the elected *DIRECTOR* in respect of which the election is being held;
- d) any *MEMBER* may nominate for office another *MEMBER* in *GOOD STANDING*, and if applicable has met the required *CE Credits*, with the nominee's consent and in accordance with the *ASSOCIATION*'s nomination procedure;
- e) nomination forms must be returned to the Secretary at least twenty (20) days prior to the expiry of the term of office of the elected *DIRECTOR* in respect of which the election is being held;
- f) a candidate may withdraw his or her nomination for election to the *BOARD* and shall so advise the Secretary in writing not more than five (5) days after the close of nominations;
- g) the Secretary shall disqualify any nominee whose nomination or election contravenes the BC Society Act, regulations, and/ or this Bylaw, or who does not meet the requirements of this Bylaw;
- h) the Secretary shall notify the nominee of the reasons for disqualification in writing and report the disqualification with reasons to the *BOARD*;
- i) Omission to deliver nomination forms to a *MEMBER* or the failure to receive a nomination form by a *MEMBER* entitled to receive such a form shall not invalidate the election or any proceeding in relation thereto.

4.0.5 Election procedure for elected *DIRECTORS* of the *BOARD*:

- a) an election ballot shall be mailed electronically or by *POST* to *MEMBERS* not less than fifteen (15) days prior to the expiry of the term of office of the elected *DIRECTOR* in respect of which the election is being held;
- b) each *MEMBER* in *GOOD STANDING*, and with the exception of 3.5.8, is entitled to cast one vote for each *DIRECTOR* position to be filled;
- c) a ballot shall not be counted unless it is received by the Secretary during or prior to the start of the annual general meeting and/or prior to the expiry of the term of office of the *DIRECTOR* in respect of which the election is being held;

- d) the ballot shall be received in a sealed manner and marked ballot;
- e) the *MEMBER(s)* receiving the most votes is (are) elected;
- f) where the number of nominees is equal to the number of positions to be filled, the Secretary shall declare the nominees to be elected by acclamation;
- g) where the number of nominees is less than the number of positions to be filled, the *BOARD*, shall appoint a *MEMBER(s)* as practicable;
- h) in the case of a tie vote, the Secretary shall determine the successful nominee by random draw;
- i) a recount takes place only at the request of a nominee for the election in respect of which the recount is requested and where the difference between the votes received by the leading nominees or the position(s) to be filled is not more than 5% of the total votes cast;
- j) omission to deliver notice of election to a *MEMBER* or the failure to receive a notice of election by a *MEMBER* entitled to receive such notice shall not invalidate the election or any proceeding in relation thereto.

4.0.6 The Secretary shall as soon as reasonably practicable:

- a) notify all *MEMBERS* of the election results at the Annual General Meeting or by publishing the names of the *MEMBERS* elected, acclaimed or appointed to the *BOARD* on the *ASSOCIATION'S* Website and in the next issue of the *ASSOCIATION'S* Newsletter;
- b) the Secretary shall keep all ballots cast for a period of not less than thirty-one (31) days following publication of the election results or recount.

4.0.7 The term of office for an elected *DIRECTOR* shall be two (2) years. An elected *DIRECTOR* shall not serve on the *BOARD* for more than ten (10) consecutive years;

- a) an elected *DIRECTOR* who has served ten (10) consecutive years shall not stand for re-election until the expiration of twelve (12) months from the end of the year in which he or she was last a *DIRECTOR*;
- b) where the term of office of an elected *DIRECTOR* expires after two (2) years, he/she is required to stand for re- election, should he/she want to continue.
- c) an elected *DIRECTOR* shall resign from the *BOARD* by written notice to the *BOARD*. The resignation of an elected *DIRECTOR* shall take effect immediately upon receipt of such notice by the *BOARD*.

4.0.8 The term of office for an appointed *DIRECTOR* shall be no more than one year and then are required to stand for election from and by the *MEMBERS* at the next AGM.

4.0.9 The office of a *DIRECTOR*, whether that *MEMBER* is elected or appointed, shall become vacant if that *DIRECTOR*:

- a) dies;
- b) resigns by notice in writing to the *BOARD*;
- c) in the case of elected *DIRECTORS*, ceases to be registered with the *ASSOCIATION*;
- d) in the case of elected *DIRECTORS*, moves his or her place of work or employment outside the province of British Columbia;
- e) is, in the opinion of any affirmative vote of two-thirds of the remaining *DIRECTORS*, absent without reasonable excuse for more than three consecutive meetings of the *BOARD*, subject, in the case of appointed *DIRECTORS*; or
 - i) where a vacancy occurs in the elected *directorship*, the remaining *DIRECTORS* shall appoint a replacement for the remainder of that elected *DIRECTOR'S term*;
 - ii) the exercise of the powers of the *BOARD* shall not be impaired by reason of a vacancy in its directorship;
- f) is legally found to be of unsound mind.

4.0.10 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.

4.1 MEETING OF DIRECTORS

4.1.0 Meetings of the *BOARD* may be held at any place or location in British Columbia:

- a) the *BOARD* shall meet at least four (4) times in each fiscal year within the province of British Columbia at a time and location as determined by the *BOARD*;
- b) the *BOARD* by resolution may appoint a day and time in any month for regular meetings. Each *DIRECTOR* shall be sent one (1) notice of such day and time, but no other notice shall be required for regular meetings;
- c) the *CHAIRPERSON* or any three (3) *DIRECTORS* may convene a meeting of *DIRECTORS* at any time. All *DIRECTORS* shall be given three (3) days written notice of special meetings;
- d) written notice as described in 4.1.0c) includes notice conveyed by electronic means;
- e) requests for special *BOARD* meetings shall state the purpose of the requested meeting;
- f) at special meetings no decision will be taken on any matter other than the matters stated in the notice of the special meeting;
- g) *BOARD* meetings by teleconference or other electronic means that permits each *DIRECTOR* to adequately communicate with each other, shall be with verbal consent of the majority of *DIRECTORS* at least forty-eight (48) hours in advance of the meeting. Each *DIRECTOR* must have equal access to the specific means of communication to be used;
- h) a quorum of the *BOARD* is three (3) *DIRECTORS*.

- 4.1.1 In the absence of the *CHAIRPERSON*, the Co-*CHAIR* shall *CHAIR* a meeting, but if neither is present, the *DIRECTORS* present may choose one of their number to *CHAIR* a meeting.
- 4.1.2 The *DIRECTORS* shall have power to authorize expenditures on behalf of the *ASSOCIATION* from time to time for the purpose of furthering the objects of the *ASSOCIATION*. The *BOARD* shall have the power to enter into a financial arrangement with a financial institution 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 the *ASSOCIATION* in accordance with terms as described by the *BOARD*.
- 4.1.3 Any forms required pursuant to the Act, Regulations or Bylaws shall be determined by the *BOARD*.
- 4.1.4 The *BOARD* may retain legal counsel for the purpose of assisting the *ASSOCIATION* and its *BOARD*, Officers or Committees in carrying out their powers or duties under the Act, Regulations or Bylaws.
- 4.1.5 The *BOARD* shall cause to be kept proper books of account and accounting records in respect of all financial transactions of the *ASSOCIATION*.
- 4.1.6 At every annual general meeting the Treasurer of the *ASSOCIATION* shall present a financial statement for the prior fiscal year for approval by the *MEMBERS*.
- 4.1.7 The *DIRECTORS* shall cause to be kept a Minute Book of the *ASSOCIATION* that contains minutes of all *ASSOCIATION* meetings within which *ASSOCIATION* business is discussed. Minute Book to be recorded and saved electronically, including a hard copy of the current year, and previous year AGM meeting minutes. Minutes shall contain;
- a) the names of the *MEMBERS* present at each meeting;
 - b) the motions proposed at each meeting and the results of the voting thereon;
 - c) the Minute Book to contain a summary of all the approved motions of the current year include the meeting date, and marked complete, when completed.
- 4.1.8 The *DIRECTORS* shall cause to be kept a Policy Manual that contains Policies that have been approved by the *BOARD* of the *ASSOCIATION*.
- a) the entries of the Policy are required to be dated;
 - b) a hard copy of each updated Policy to be saved electronically, including a hard copy of the current Policy to be included in the Minute Book.
- 4.1.9 The *BOARD* of *DIRECTORS* may conduct business as decided at the beginning of each term on behalf of the membership when the best interests of the membership is considered, by using a majority vote process with the President making the deciding vote in case of a tie and/or by engaging in a consensus process where all *BOARD DIRECTORS* have had the opportunity to voice an opinion and all *DIRECTORS* agree on the motion.

4.2 ELECTION OF OFFICERS

4.2.0 The President shall be elected by majority vote of the *MEMBERS*:

- a) the *CHAIRPERSON* of the *BOARD* shall be President;
- b) the term of office of the President is two (2) years. The President is eligible to be re-elected as President but is not eligible to serve as President for more than ten (10) consecutive years;
- c) the President is the Chief Executive Officer of the *ASSOCIATION* and must supervise the other *DIRECTORS* in the execution of their duties;
- d) the duties of the President include but are not limited to:
 - i) presiding at all meetings of the *BOARD* and the Annual General Meeting;
 - ii) acting as a signing officer for the *ASSOCIATION* and signing documents on behalf of the *ASSOCIATION* as required;
 - iii) acting in accordance with the requirements of his or her office in carrying out the duties and responsibilities of the *BOARD*.
- e) the President shall have such authority and full power to manage and direct the day to day business and affairs of the *ASSOCIATION*, in addition to the performance of such duties as prescribed from time to time by the *BOARD*.

4.2.1 The Secretary shall be elected by majority vote of the *MEMBERS*:

- a) the term of office of the Secretary is two (2) years. The Secretary is eligible to be re-elected as Secretary but is not eligible to serve as Secretary for more than ten (10) consecutive years;
- b) the Secretary shall record minutes of *BOARD* meetings and ensure their accuracy and availability. Minutes to include:
 - i) date, time and location of meeting;
 - ii) list of those present and absent;
 - iii) list of items discussed with some detail;
 - iv) list of reports presented;
 - v) text of motions presented and description of their disposition;
- c) the Secretary shall ensure the approved minutes are maintained in the corporate records;
- d) the Secretary shall:
 - i) administer and oversee the nomination and election procedure of the *BOARD of DIRECTORS*;
 - ii) issue notices of meetings of the *ASSOCIATION* and the *BOARD*;
- e) in the absence of the Secretary from a meeting, the *BOARD* must appoint another person to act as Secretary at the meeting.

4.2.2 The Treasurer shall be elected by majority vote of the *MEMBERS*:

- a) the term of office of the Treasurer is two (2) years. The Treasurer is eligible to be re-elected as Treasurer but is not eligible to serve as Treasurer for more than ten (10) consecutive years;
- b) the Treasurer shall ensure proper books and accounting records are kept in respect of all financial records of the *ASSOCIATION* necessary to comply with the Society Act of British Columbia;
- c) duties of the Treasurer include:
 - i) acting as a signing officer for the *ASSOCIATION* and signing of documents on behalf of the *ASSOCIATION* as required;
 - ii) rendering financial statements to the *BOARD*, *RABC MEMBERS* and others when required;
 - iii) ensuring the required documents are filed with the BC Society Registrar within 30 days of the *ASSOCIATION*'s annual general meeting, as required by the Act;
- d) in the case of an inability for the Treasurer to act in his/her capacity for any reason, all or any of the powers of the Officer shall be delegated to another *DIRECTOR* for a time unless otherwise determined by resolution of the *BOARD*.

4.2.3 The Vice-President shall be elected by majority vote of the *BOARD*:

- a) the term of office of the Vice President is two (2) years. The Vice-President is eligible to be re-elected as Vice-President but is not eligible to serve as Vice-President for more than ten (10) consecutive years;
- b) the Vice-president shall also be Co-*CHAIR* of the *BOARD* unless otherwise determined by resolution of the *BOARD*.

4.2.4 By majority vote, the *BOARD* shall elect a Membership *DIRECTOR* and a Communications and Newsletter *DIRECTOR*(s) from the *DIRECTORS* of the *BOARD*. The Membership *DIRECTOR* may be any *RABC MEMBER* in *GOOD STANDING* who is not a *RABC REFLEXOLOGY TEACHER*, not directly affiliated with any *REFLEXOLOGY* school, and not an Owner/Operator/Manager of a business that hires *REFLEXOLOGISTS*, or other Health Practitioners, nor involved in the hiring process of such as business.

5.0 STANDING COMMITTEES

5.0.1 The *BOARD* shall approve the Terms of Reference for all panels and standing and ad hoc committees.

5.0.2 The Terms of Reference shall state the mandate of each panel and committee, its composition and its quorum.

5.0.3 The activities of all committees shall be conducted in accordance with the BC Society Act. Regulations, this By-law, and the committee's Terms of Reference.

- 5.0.4 All committees shall perform their duties under the direction of the *BOARD*.
- 5.0.5 Each committee *MEMBER* serving on a standing or ad hoc committee shall be reimbursed by the *ASSOCIATION* for expenses associated with his or her duties as a committee *MEMBER* in accordance with guidelines established within these Bylaws.
- 5.0.6 The *ASSOCIATION* Standing Committees shall be;
- a) Educational Standards and Approvals Committee (ESAC) shall:
 - i) be composed of a minimum of three *MEMBERS* of the *ASSOCIATION* in *GOOD STANDING* including *RABC REFLEXOLOGY TEACHER(s)*;
 - ii) recommend the establishment, maintenance, review and elevation of educational standards for practicing *MEMBER* classes;
 - iii) prepare reports, with recommendations to the *BOARD*, concerning evaluations of existing educational programs.

 - b) *RABC PROFICIENCY EXAMINATIONS* Committee:
 - i) be composed of a minimum of two (2) *MEMBERS* of the *ASSOCIATION* in *GOOD STANDING*, who are not *RABC REFLEXOLOGY TEACHERS*, and are not directly affiliated with any *REFLEXOLOGY* school, and are not an Owner/Operator/Manager of a business that hires *REFLEXOLOGISTS*, or other Health Practitioners, nor involved in the hiring process of such a business;
 - ii) coordinate and administer the *RABC PROFICIENCY EXAMINATIONS* to applicants, unless determined otherwise by the *BOARD*;
 - iii) vetting a *REFLEXOLOGY INSTITUTION OR ASSOCIATION* to ensure it meets or exceeds *RABC's MEMBER* category requirements, and *RABC PROFICIENCY EXAMINATIONS* with recommendations to the *BOARD* on whether to add as an *RABC RECOGNIZED REFLEXOLOGY INSTITUTION OR ASSOCIATION*;
 - iv) prepare reports, if necessary, with recommendations to the *BOARD*, concerning new applications seeking *ASSOCIATION* accreditation;
 - v) review, inspect and, if necessary, recommend to the *BOARD* the probation, suspension or removal or accreditation of an educational program that fails to meet *ASSOCIATION* standards;
 - vi) establish for approval by the *BOARD* any fees necessary to cover the costs of investigating applications by an educational program that seeks *ASSOCIATION's* accreditation; or re-evaluations of programs that have already been accredited by the *ASSOCIATION*.

5.1 AD HOC COMMITTEES

- 5.1.0 Ad hoc committees may be established by the *BOARD* from time to time to address issues or to perform functions not specifically mandated to standing committees, but which are within the purview of the BC Society Act, Regulations and this Bylaw.
- 5.1.1 Unless otherwise established in the BC Society Act or Regulations, the *CHAIRPERSON* and *MEMBER* of ad hoc committees shall be appointed by the *BOARD*.
- 5.1.2 Any committee may conduct meetings by mail, email, telephone, video conference or other electronic means.
- 5.1.3 Each committee *CHAIR* shall prepare and submit to the *BOARD* an annual report of the committee's activities for presentation at the Annual General Meeting.
- 5.1.4 A committee *MEMBER* may be removed by a majority vote of the *BOARD*.
- 5.1.5 All committee appointments are for a term of up to three (3) years.

6.0 FINANCIAL

- 6.0.1 As required by the BC Society Act, the *BOARD* shall appoint a Chartered Accountant or a Certified General Accountant to perform an annual financial audit of the *ASSOCIATION*:
 - a) the Treasurer shall submit the *ASSOCIATION'S* financial information to the auditor within sixty (60) days of the end of each fiscal year;
 - b) a copy of the auditor's report shall be included in the annual report of the *ASSOCIATION*.
- 6.0.2 All cheques, drafts or money orders drawn on the *ASSOCIATION'S* bank account shall bear two (2) signatures and be signed by the Treasurer and the President or Vice-President:
 - a) where the stipulation for the President and Vice President to provide their signature is impractical due to their place of residence, the *BOARD* shall appoint and authorize the signatures of other *DIRECTORS* for validating cheques, drafts or money orders, or authorize expenditures by email for e-transfer or credit-card payment.

6.0.3 In order to carry out the purposes of the *ASSOCIATION* the *DIRECTORS* may, on behalf of and in the name of the *ASSOCIATION*, raise and secure the payment or repayment of money in a manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures:

- a) no debenture shall be issued without the sanction of a special resolution at a General Meeting;
- b) the *MEMBERS* may by special resolution restrict the borrowing powers of the *DIRECTORS*, but a restriction imposed expires at the next Annual General Meeting;
- c) no expenditure in excess of \$2000.00 (two thousand dollars) shall be issued without the sanction of a special resolution at a General Meeting.

6.0.4 In the event of the liquidation or dissolution of this Society/*ASSOCIATION*, after all expenses are paid, the remaining funds and/or property of the Society/*ASSOCIATION* may be distributed, according to the majority decision of the remaining *RABC MEMBERS* at the time either, to the remaining *MEMBERS* or would be gifted to a "like-minded" *ASSOCIATION* or charity.

7.0 BYLAWS AND REGULATION ENACTMENT

Bylaw Amendments

7.0.1 An *ASSOCIATION* Bylaw shall be made, amended or repealed at the Annual General Meeting or Special General Meeting of the *ASSOCIATION* provided that twenty (20) days' notice, in writing or electronically, of the making, proposed amendment or repeal of the Bylaw and of the meeting are given to *MEMBERS* of the *ASSOCIATION*.

Amendments to Rules and Regulations

7.0.2 The *BOARD* may prescribe such rules and regulations not inconsistent with the Bylaws relating to the management and operation and other matters provided for in these Bylaws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting when they shall be confirmed or in the case of default of confirmation at such annual meeting, shall, at that time, cease to have force and effect.

END