

Manitoba Athletic Therapists' Association, Inc.

Constitution

BY-LAW NO. 1

A By-law relating generally to the conduct of affairs and transaction of business of the Manitoba Athletic Therapists' Association incorporated; a volunteer based not-for-profit organization (hereinafter called the "Association")

Be it enacted as By-law No. 1, and as the Constitution of the Manitoba Athletic Therapists' Association, Inc., as follows:

1. OBJECTIVES AND STATEMENT OF PURPOSE

1.1 The Association shall remain a not-for-profit organization. The objectives of the Association shall be to advance, encourage, and improve the Athletic Therapy profession in Manitoba, providing a means for a free exchange of ideas, while providing the best possible injury prevention and care for athletes and active individuals.

2. HEAD OFFICE

2.1 The head office of the Association shall be in the City of Winnipeg, in the Province of Manitoba, at such place as designated by the Executive Committee.

3. SEAL

3.1 The seal shall have the words "MANITOBA ATHLETIC THERAPISTS' ASSOCIATION INC." thereon, and shall be kept at the head office.

An impression thereof is stamped in the margin hereof.

4. BOARD OF DIRECTORS

4.1 The affairs of the Association shall be managed by the Board of Directors (hereinafter referred to as the "Board"), six (6) in number, and most of the Board shall constitute a quorum for the transaction of business.

4.2 The term of office of a Director shall be two years. Directors shall be eligible for re-election at the Annual General Meeting but no person shall hold any one office for a period in excess of three consecutive two-year terms, and such elections shall be held at the Annual General Meeting.

4.3 At the first meeting of the Board of Directors, the responsibilities of a President, Vice-President, Secretary, Treasurer, Registrar and Director shall be assigned to the members of the Board.

4.4 Any member may be nominated by filing a nomination form signed by three nominators, and consented to by the nominee, who all must be members in good standing of the Association at the date of submission. Further each member nominated for a position on the Board of Directors shall reside and work within the Province of Manitoba. Said nomination must be submitted to the Secretary of the Association, prior to close of nomination at the Annual General Meeting.

4.5 The remaining officers of the Association shall be such that other officers as the Board of Directors may, by law determine, and may appoint at meetings of the Board.

4.6 Subject to the provisions of any written Employment Agreement, the Board may remove, at its pleasure, any of the respective officers which it appoints.

4.7 The office of a Director shall be automatically vacated if:

- a) the Director resigns his office, by delivering a written resignation to Secretary of the Association;
- b) he is found to be of unsound mind;
- c) he becomes bankrupt, or suspends payment, or compounds with his creditors, or makes an unauthorized assignment, or is declared insolvent;
- d) he is convicted of any criminal offence;
- e) he is found to contravene the Code of ethics of the Association;
- f) at a Special General Meeting of Directors, where a resolution voted upon by secret ballot, is passed by two-thirds of the members present at the meeting, that he be removed from office.

4.8 If a Board member resigns from office or the office is vacated, the Board shall appoint a member to fill the position until the next Annual General Meeting. At the next Annual General Meeting, the newly elected Board member shall complete the term of the vacated office.

4.9 Meetings of the Board may be held at any time and place, or virtually, to be determined by the Board, provided that five (5) days' notice of such meetings shall be sent in writing to each Director. No formal notice shall be necessary, if all directors are present at the meeting, or waive notice thereof in writing.

4.10 Directors shall not receive any stated remuneration of their services, but by resolution of the Board, expenses of their attendance and for their performance of duties, may be allowed at each meeting of the Board. Nothing herein contained shall preclude any Director from serving the Association as an officer, or in another capacity in receiving compensation therefor.

4.11 Directors shall have power to authorize expenditures, and receive donations and benefits on behalf of the Association, and may delegate by resolution to an officer of the Association, the right to employ and pay salaries to employees, to further the objects of the Association.

4.12 The President shall preside at all meetings of the Board, and supervise and manage the business of the Association, and see that all Resolutions of the Board are carried into effect.

4.13 The Vice-President shall, in the absence or disability of the President, perform the duties, and exercise the powers of the President, and in addition, perform such other duties as shall from time to time be imposed upon him by the Board.

4.14 The Treasurer shall have the responsibility (which he may delegate onto an employee of the Association) for the custody of the corporate funds and securities; the keeping of full and accurate accounts of receipts, disbursements, and books belonging to the Association, and the depositing of monies and other valuable effects, in the name of and to the credit of the Association, in such depositories as may be designated by the Board of Directors from time to time. He shall have the responsibility to disperse the funds of the Association, as may be ordered by the Board, taking proper vouchers for such disbursements, and he shall render to the President and the Directors at the regular meeting of the Board, or whenever they may require, an account of his transactions as Treasurer, and of the financial position of the Association. He shall also perform such other duties as may from time to time be determined by the Board.

4.15 The Secretary shall ensure that a competent person attends all meetings of the members; acts as clerk thereof; and records all votes and minutes of the proceedings in the books to be kept for that purpose. He 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 shall be. He shall be custodian of the seal of the Association, which he shall deliver only when the authorized by resolution of the Board to do so, and only to such person or persons as may be named in the resolution.

4.16 The Registrar shall keep the membership register and associates' roster, as well as keeping account of membership fees and such other duties as shall be imposed by the Board. The Registrar shall verify CATA membership via the CATA website.

4.17 The Board may exercise all such powers of the Association as are not, by the Corporations Act of Manitoba, or by this Constitution, or by-laws thereunder, required to be exercised by members at general meetings of members.

4.18 All cheques, orders for the payment of money, notes, bills of exchange and acceptances, shall be signed by such officer or person, or officers, or persons, and in such manner as the Board of Directors may from time to time designate. Contracts or documents, or instruments in writing, requiring the signature of the Corporation, must be signed by the President and Secretary, and having been so signed, shall be binding upon the Corporation, without any further authorization or formality.

4.19 The Board of Directors shall have the power, by resolution, to appoint any officer or officers, or any other person, to sign contracts, documents, instruments in writing on behalf of the Corporation, and to affix the corporate seal when required.

4.20 The Board may, by unanimous vote of all its members, alter this Constitution. However, such alteration shall have force and effect only until the next annual or special/general meeting of members, when absence of such confirmation, the amendment shall cease to be effective from the date of such meeting.

4.21 The Board may, in addition to its other powers, make rules to provide for:

- a) scheduled fees to charge by members, and billing guidelines to be adhered to by members, both of which are subject to review by the voting membership at the annual general meeting;

5. MEETINGS OF MEMBERS

5.1 The fiscal year of the Association shall end on March 31st.

5.2 The Annual General Meeting of the members of the Association shall be held within three (3) months after the fiscal year end, at the head office of the Association, or elsewhere, including virtually, in the Province of Manitoba, as the Board of Directors may designate. At such meeting, the members shall elect a Board of Directors, and receive a report of the Directors. Quorum for the Annual General Meeting shall consist of one-sixth of the voting membership.

5.3 In the event that quorum is not met at the Annual General Meeting all voting items will be tabled until a Special Meeting of the members can be called

5.4 A Special Meeting of members may be called at any time:

- a) On resolution of the Board; or
- b) On a written request addressed to the President, and signed by not less than twenty (20) percent of the voting members.

5.5 Thirty (30) days prior written notice of any Annual or Special Meeting of the members shall be sent to each member at the most recent email address shown in the records of the Association. The members in attendance shall constitute a quorum at any Special meeting.

5.6 Each Certified member and each Enfranchised Associate member at all such meetings shall be entitled to present or second motions, and vote on each issue dealt with at such meetings.

5.7 Every question shall be decided by a majority of the votes of the members present. No member shall be entitled to vote by proxy.

5.8 All meetings of members, Directors, and committees shall be conducted in accordance with Robert's Rules of Order.

6. AUDITORS

6.1 The members shall at each Annual General Meeting, appoint an Accountant, to hold office until the next Annual General Meeting, whose remuneration shall be fixed by the Board, and who may also fill any vacancy in the office of an Auditor, to audit the books, accounts and records, at least once each year, and provide a completed report at the Annual General Meeting.

7. MEMBERSHIP

7.1 The Board shall cause to be kept by the Registrar, a Register in which will be entered the names of all members in good standing.

7.2 Membership Categories

Every person whose name is entered in the Registrar of the Association shall hold status in only one of the following classes:

- a) Persons registered with the C.A.T.A. as Certified Athletic Therapists;
- b) Persons registered with the C.A.T.A. as Athletic Therapy Certification Candidates;
- c) Non-Practicing (meaning a CATC who does not provide Athletic Therapy services)

7.3 Members who have paid the current prescribed fees and owe no debts to the Association are members, or entitled to be members in good standing, of the Association, provided that:

- i. They make a one-time submission of attendance at a Personal Health Information Act (PHIA) seminar;
- ii. They remain a member in good standing with the C.A.T.A.;
- iii. They provide annual proof of liability insurance once becoming a Certified Athletic Therapist;
- iv. They have not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- v. They have complied with the constitution, bylaws, policies, rules and regulations of the Association; and
- vi. They have fulfilled all terms and conditions of any disciplinary action.

7.4 In addition to the Register, the Board shall cause to be kept by the Registrar, a Roster of persons wishing to be associated with, but not members of, the Association, and which is limited to Athletic First Aiders, who are at Level I, II, or III.

7.5 A member of the Association shall, upon registration, pay an annual fee (as determined by the Board of Directors from time to time), in accordance with his membership classification at the time of filing his application with the Registrar.

7.6 Upon receipt of the application and fee, the Registrar shall issue the Membership stamp and registration certificate to those Certified Athletic Therapists who meet the requirements as laid out in this Constitution.

7.7 Any member suspended from the CATA will automatically be suspended by the MATA until reinstated by the CATA.

7.8 The annual dues for membership in the Association shall be determined by a majority of the voting membership at its Annual General Meeting.

7.9 Upon resignation from the Association, a member so resigning, will not be entitled to any refund of fees, nor may he assign or transfer his membership.

8. PROTECTION OF BOARD OF DIRECTORS

8.1 Every Board member, or other person who has undertaken any liability on behalf of the Association, and their heirs, executors, administrators and assigns, shall at all times be indemnified and saved harmless, out of the funds of the Association, from and against all costs, charges and expenses whatsoever, which he may sustain or be incurred by him in the execution of the duties of his office, and from and against all other costs, charges and expenses which he sustains or incurs, except those that are occasioned by his own willful neglect or default.

8.2 No Board member, or Association member, shall be liable for the acts, neglects, or defaults of any other Board or Association member.

9. Professional Misconduct

9.1 "Any member who is determined to have violated the Constitution, the Code of Ethics, the scope of practice, policies, or other governing laws and regulations of the association is guilty of professional misconduct."

Complaints of misconduct shall be directed to the Board of Directors who will subsequently follow procedure as directed in the document "M.A.T.A. Code of Ethics". If satisfactory resolution of the issue cannot be met the M.A.T.A. or the involved member(s) shall have the right to defer forward any and all complaints to the national association (C.A.T.A.).

10. Committees

10.1 The Board may appoint annually from amongst its members, the committees, and from amongst members of the Association, from time to time, such other committees as may be necessary and desirable.

11. INTERPRETATION:

11.1 In all by-laws of the Association, and in this Constitution, where the context so requires or permits, the singular shall include the plural, and the plural the singular, and the masculine shall include the feminine, and the feminine the masculine, and the word "person", shall include individuals, firms, and corporations.

11.2 In the event of dissolution of the Association, all assets, remaining following the payment of all debts and liabilities, shall be distributed to a not-for-profit or charitable organization having similar objectives to those of the Association.