



# CHA By-Laws

(Update 2017)

Last reviewed December 2017: Still relevant

## Chapter 1 – General

1.1 This Association shall be known as the “Canadian Halotherapy Association”

1.2 English and French can be used when conducting business with the Association.

1.3 Definitions

**Annual Meeting** – meeting that occurs once a year with all members

**Bylaws** - all bylaws affiliated with Association

**Membership Year** – means the membership year of the Association that runs from January 1<sup>st</sup> to December 31<sup>st</sup>

## Chapter 2 – Code of Ethics

2.1 All members of the Canadian Halotherapy Association shall use the Code of Ethics as a guide for professionalism and respect

## Chapter 3 –Membership

3.1 The CHA will use the Code of Ethics and bylaws to govern their members which they will agree to accept and uphold.

3.2 The membership categories of the Association shall be: corporate, associate and friend of the association

### 3.3 Corporate/Full Members

3.31 Companies/Halotherapy distributors with developed knowledge for Halotherapy and are equipped with the proper tools to distribute Halotherapy. These members will maintain a good standing with the CHA deeming them as a corporate/full member. Annual fee would be required by the Corporate Member to the Association.

### 3.4 Associate Member

3.41 Individuals within the medical field such as health practitioners, naturopaths who do not own their own Halotherapy distributing company but respect, acquired knowledge of Halotherapy. These members will maintain a good standing with the CHA deeming them as an associate member. Annual fee would be required by the Associate to the Association.

### 3.5 Friend of the Association

3.51 Any individual who is interested in Halotherapy. They do not need to have any relation to owning a Halotherapy distributing facility and/or a health representative. These members shall be considered a friend of the association member. Donation would be required by Friend of the Association to the Association. Any value is recommended.

### 3.6 Applicants from within Canada

The following individuals within Canada are eligible to become members within the Association upon regular annual Association fee:

#### (a) Halotherapy distributors

- (i) individuals who are providing/distributing Halotherapy that is recognized and acknowledged by the Canadian Halotherapy Association as legitimate ‘Halotherapy’
- (ii) demonstrate that they are members in good standing based on the rules and regulations of the Canadian Halotherapy Association Corporate Membership

#### (b) Non – Halotherapy Distributors

- (i) individuals who are not providing/distributing Halotherapy that have graduated from a recognized medical & alternative medical institution within Canada – labelled as health practitioners
- (ii) and have demonstrated they are in good standing based on the rules and regulations of the jurisdiction they practise medicine, during and prior to their retirement within Canada

#### (c) Friend of the Association Members

- (i) individuals living in Canada who are interested in expanding their knowledge about Halotherapy yet have no background, experience as a distributor or a health practitioner

### 3.7 Applicants from Outside of Canada

The following individuals outside of Canada are eligible to become members within the Association upon regular annual Association fee:

#### (a) Halotherapy distributors

- (i) individuals who are providing/distributing Halotherapy that is recognized and acknowledged by the Canadian Halotherapy Association as legitimate ‘Halotherapy’
- (ii) demonstrate that they are members in good standing based on the rules and regulations of the Canadian Halotherapy Association Corporate Membership

#### (b) Non – Halotherapy Distributors

- (i) individuals who are not providing/distributing Halotherapy that have graduated from a recognized medical & alternative medical institution outside of Canada–also labelled as health practitioners
- (ii) and have demonstrated they are in good standing based on the rules and regulations of the jurisdiction they practise medicine, during and prior to their retirement within their country.



- (c) Friend of the Association Members  
(i) individuals living outside of Canada who are interested in expanding their knowledge about Halotherapy yet have no background, experience as a distributor or a health practitioner

#### **Chapter 4 - Fees**

4.1 All membership categories will be subjected to an annual fee; distributed by the Canadian Halotherapy Association (price will be determined by the Canadian Halotherapy Association)

#### **Chapter 5 – Rights & Privileges of Members**

5.1 One representative from the Corporation (Corporate Membership) are required to attend open meetings of General Council as observers

5.2 All members are entitled to attend open meetings of General Council

5.3 Members are eligible for services and benefits of the Association under the terms and conditions established by the Board of Directors (this varies from time to time)

#### **Chapter 6 – Termination, Removal or Suspension of Membership**

6.1 During the duration of the individual's membership, if a member fails to meet the conditions of the membership (refer to Chapter 2), the Board of Directors has a right to terminate or suspend the membership immediately.

6.2 If a member fails to pay the Association annual fee in accordance to the Canadian Halotherapy Rules and Operations, membership in the association shall be terminated automatically.

6.3 By accepting membership in the Association under the terms of the bylaws, all members agree that when the termination of their membership occurs, they waive all and any right or claim to damages that occurred due to the membership being terminated.

6.4 When resigning your membership, notice must be given directly to the Chief Executive Officer

#### **Chapter 7 – Annual Meeting**

7.1 An annual meeting shall take place once a year. Location and time will be determined by the Board of Directors. The place and time will be announced to all members at least 30 days prior to the meeting. Attendance is recommended but not mandatory.

The business that will be conducted within these Annual Meetings include:

- (a) questions and concerns to be asked to the Board of Directors by the members
- (b) update on any changes, repeals or additional bylaws
- (b) information about upcoming events, fundraisers, research projects and other mandatory projects completed by the CHA

#### **Chapter 8 – Board of Directors**

##### **Duties and Powers**

8.1 The Board of Directors has executive authority of the Canadian Halotherapy Association and are responsible for the management of the affairs of the Association, including risk management. The Board of Directors:

- a) Shall appoint a Chair of the Audit and Finance Committee from its members;
- b) Shall approve the budget and establish membership fees
- c) Unless otherwise stated in these bylaws, shall establish committees, and task forces as necessary to carry out the work of the Association, appoint the members of such bodies, and receive their reports;
- d) Shall consider, approve or amend programs, budgets of each committee
- e) Shall request progress reports on a regular basis
- f) May authorize the payment of travel and maintenance expenses to directors, officers, chairs and individuals engaged in the business of the Association
- g) Shall appoint representatives of the Association to outside bodies;
- h) Shall elect a vice-chair who will cover chair meetings of
- i) Shall create and amend the Operating Rules and Procedures of the Association and have authority for enactment, amendment or repeal of the bylaws for referral to the members at the Annual Meeting.
- j) Shall grant awards

8.2 The Board of Directors shall create a review of their year for every Annual Meeting.

8.3 The Board of Directors is hereby authorized:

- (a) to borrow money upon the credit of the Association in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- (b) to mortgage, hypothecate, charge, pledge, or give security in any manner whatever upon, all or any of the property, real and personal, immovable and moveable, undertakings and rights of the Association, present and future; and
- (c) to delegate to such appointed officials, officers or directors as they may designate, all or any of the foregoing powers to such extent and in such manner as they may determine

#### **Chapter 9: Rules of Meetings and Order of the Canadian Halotherapy Association**



9.1 The Association shall abide to all rules and regulations listed within these bylaws, the Operating Rules and Procedures, The Constitution and any other rules that the Association may adopt.

9.2 Participation at meetings by telephone or electronic means

(a) Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how a particular member or group of members voted.

(b) Provided all of the directors or committee members consent, a director or committee member may participate in a meeting of directors or committee members by means of an electronic, telephonic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director or committee member participating in the meeting by such means shall be deemed to have been present at that meeting.

9.3 Meetings held by electronic means

(a) If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

(b) Members of the Board of Directors or committees may participate at meetings by means of such telephone or other communication facilities as permit all persons participating to communicate with and to hear each other.

9.4 Adjournment

The chair of the meeting may, with the consent of the meeting, adjourn the meeting, but no business shall be transacted at the resumption of any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.5 Absentee Voting

The Board may, by resolution, prescribe one or more of the following methods of voting by Members not in attendance at a meeting of Members:

(a) By appointing a proxyholder in accordance with the provisions set out in the Operating Rules and Procedures;

(b) By using a mailed in ballot in the form provided by the Association provided that the Association has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted; or

(c) By means of a telephonic, electronic or other communication facility, if the Association makes available such a communication facility and the facility enable the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

9.6 Remote Ballot for the Board of Directors and committees of the Board;

(a) The chair may take a remote ballot on any urgent matter or any appointment and in addition shall take a remote ballot, in the case of the Board at the request in writing of 6 directors and in the case of the Executive Committee at the request in writing of 2 committee members. 15

(b) In the case of a resolution an affirmative vote by two-thirds of the directors or committee members who are eligible to vote shall have the same force and effect as a resolution duly passed at a regular meeting. In the case of an appointment, a candidate must receive an affirmative vote by a majority of the total directors who are eligible to vote. An appointment made by remote ballot shall have the same force and effect as an appointment at a regular meeting.

(c) A remote ballot is taken in the following manner: the questions submitted shall be in a form to which an affirmative or negative answer can be given or the appointment proposed shall be in a form by which it can be completed. The ballot shall be sent to all directors or committee members, accompanied by an explanatory note stating the circumstances of the emergency (where the matter is urgent) and giving the last date on which ballots will be received. A remote ballot may be sent to each director or committee member and returned to the Association by each such director and committee member by (i) personal delivery or courier; or (ii) electronic means. A remote ballot sent by electronic means (an "electronic ballot") is considered to have been provided when it leaves an information system with the control of the originator or another person who provided the document on the originator's behalf. An electronic ballot is considered to have been received when it enters the information system provided by the addressee. No ballot will be



counted unless it is received by the Chief Executive Officer not later than the date given. The Chief Executive Officer shall examine the ballots, record and announce the vote.

#### **Chapter 10. Amendments to Bylaws**

10.1 Proposals for amendments to the bylaws may be submitted by 1 or more members. These proposals must be received by the Chief Executive Officer and the Chair of the Governance Committee 90 days before the date of the Annual Meeting for consideration by the Board of Directors and the Governance Committee.

10.2 Amendments to the bylaws may be proposed by the Board of Directors or the Governance Committee. These proposals must be received by the Chief Executive Officer in time for a notice to be published in an Association publication with distribution to all members and on the Association website at least 30 days before the Annual Meeting.

10.3 Amendments that have been proposed and published or communicated as in Section

10.4, become effective when adopted by a two-thirds vote of the members present and voting at the Annual Meeting.

#### **Chapter 11. Operating Rules and Procedures**

11.1 The Board of Directors may prescribe and amend from time to time such operating rules and procedures not inconsistent with the bylaws relating to the management and operation of the Association and other matters provided for in this bylaw as they may deem expedient.

#### **Chapter 12. Execution of Documents**

12.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any 2 of its officers. Notwithstanding the foregoing, the Board of Directors may from time to time direct the way the person or persons by whom a document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

#### **Chapter 13. Liability and Indemnity**

13.1 The Association will not hold the members of the Board of Directors, the Executive Committee or any member acting on its behalf individually or collectively liable for decisions or actions taken in good faith on behalf of the Association.

13.2 For the protection of officers, directors, officials and members of the Association, except as otherwise provided by law:

(a) No officer, director, official or other member or the Association is liable for any of the following acts or omissions: (i) the acts or omissions of any other officer, director, official, member or employee; (ii) joining in any act for conformity; (iii) any loss, damage or expense happening to the Association (I) through the insufficiency or deficiency of title to any property acquired on behalf of the Association; or (II) for the insufficiency or deficiency of any security upon or in which any of the monies of the Association are placed out or invested; (iv) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or assets are lodged or deposited; (v) any loss, conversion, misapplication or misappropriation of any monies, securities or other assets belonging to the Association; (vi) any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or (vii) any other loss, damage or misfortune which may happen in the execution of or in relation to the duties of the office or trust; unless the act or omission happens by or through the wrongful and wilful act, neglect or default of the officer, director, official or other member of the Association.

(b) No officer, director, official or other member of the Association is liable for any contract, act or transaction entered into, done or made for the Association, whether or not completed, if it has been authorized or approved by the Board of Directors;

(c) If any officer, director, official or other member of the Association (i) is employed by or performs services for the Association other than in the individual's role in the Association; or (ii) is a member of a firm or a shareholder, director or officer of a company employed by or performing services for the Association; the fact that the individual is an officer, director, official or other member of the Association shall not alter the individual's entitlement to proper remuneration for the services performed.

13.3 Indemnities to Officers, Directors and Others Every officer, director, official or other member of the Association, or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by the Association, their heirs, executors, administrators and estates are indemnified out of the funds of the Association, from and against:

(a) all costs, charges and expenses incurred in the execution of the duties of the office (i) in or about any proceedings commenced against the individual; (ii) in respect of any other liability; and

(b) all other costs, charges and expenses incurred in relation to the affairs of the Association; unless the costs, charges or expenses happen by or through the individual's wrongful and wilful act, neglect or default.



#### Chapter 14. Winding Up the Association

14.1 In the event of the dissolution or winding up of the Association, it is specially if all of the assets remaining after the payment and satisfaction of the Association's debts and liabilities shall be distributed to 1 or more organizations in Canada carrying on similar activities or having objects similar to 1 or more of the objects of the Association.

14.2 The Association is to carry on its operations without pecuniary gain to the Association's members, and any profits or other accretions to the Association are to be used in promoting its objects.