

BY-LAW NUMBER 1

**A by-law relating generally to the transaction of the affairs of**  
**World Federation of Chiropractic**  
**La Federación Mundial de Quiropráctica**  
**Fédération Mondiale de Chiropratique**

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## BY-LAW NUMBER 1

### A by-law relating generally to the transaction of the affairs of the World Federation of Chiropractic

#### ARTICLE 1 DEFINITIONS

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##### 1.1 Definitions

In this by-law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires:

- (a) “**Annual Financial Statements**” means the comparative financial statements of the Corporation, as prescribed by the CNCA, the report of the Public Accountant, if any, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or the By-laws;
- (b) “**Annual Meeting**” means an annual meeting of the Members of the nature described in Section 4.1;
- (c) “**Annual Organizational Meeting**” means the first meeting of the Board held immediately following each Annual Meeting for the purpose of appointing Officers;
- (d) “**Articles**” means the articles of incorporation of the Corporation and any articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation from time to time in force and effect;
- (e) “**Board**” means the board of directors of the Corporation; the Board is also known as the “Council”;
- (f) “**By-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (g) “**Chiropractor**” means a health professional who has received an education satisfying the international accreditation standards that have been established by the chiropractic profession and/or an education approved by the Board;
- (h) “**CNCA**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. C-23 including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time;
- (i) “**Committee**” means a committee established by the Board pursuant to Section 5.11 or, where the context permits, a subcommittee of such committee;

- (j) “**Corporation**” means the “**World Federation of Chiropractic**” (in Spanish “La Federación Mundial de Quiropráctica” and in French “Fédération Mondiale de Chiropratique”), a corporation incorporated as a corporation without share capital under the CNCA;
- (k) “**Declared Incapable**” means:
  - (i) an individual who has been found under any applicable law as being incapable of managing his or her property or who has been declared to be incapable by a court of competent jurisdiction; or
  - (ii) an individual in respect of whom the Corporation has obtained a letter from a physician who is licensed to practice medicine in one or more of the provinces or territories of Canada declaring such person to be incapable of managing property;
- (l) “**Director**” means a director of the Corporation;
- (m) “**Founding Member**” means a Member that was involved in the creation and establishment of the Corporation;
- (n) “**Member**” means a member having the qualifications and entitlements described in Section 3.1;
- (o) “**Members**” means the members of the Corporation;
- (p) “**Meeting of Members**” or “**Assembly**” means a meeting of Members and includes an Annual Meeting or Special Meeting;
- (q) “**Officer**” means an officer of the Corporation;
- (r) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (s) “**Persons**” includes individuals, firms and corporations;
- (t) “**President**” means the president of the Board;
- (u) “**Public Accountant**” means the person from time to time appointed pursuant to Section 12.1;
- (v) “**Region**” means the following geographic regions: Africa, Asia, Eastern Mediterranean, Europe, Latin America, North America, and Pacific;
- (w) “**Secretary-General**” means the secretary-general of the Corporation;

- (x) “**Secretary-Treasurer**” means the secretary-treasurer of the Corporation;
- (y) “**Special Meeting**” means a meeting of Members other than an Annual Meeting;
- (z) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- (aa) “**Specified Number of Directors**” has the meaning ascribed thereto in Section 5.2(b); and
- (bb) “**Vice-President**” means the first vice-president of the Corporation.

## 1.2 Interpretation

In the By-laws, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and *vice versa*. Words in one gender shall include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. The division of this By-law into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to an Article or a Section is to the corresponding article or section hereof. Whenever the words “**include**”, “**includes**” or “**including**” are used in this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words “**without limitation**”.

## ARTICLE 2 GENERAL

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### 2.1 Registered Office

Until changed in accordance with the CNCA, the registered office of the Corporation shall be in the Province of Ontario, Canada.

### 2.2 Financial Year

Unless otherwise approved by the Board, the financial year of the Corporation shall end on the 31st day of December in each year.

### 2.3 Books and Records

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

## **2.4 Official Languages**

The official languages of the corporation shall be English, French and Spanish.

## **ARTICLE 3 MEMBERS**

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### **3.1 Members**

#### (a) Composition

Each Member shall:

be a national association of chiropractors;

- i. be an organization that limits its voting membership to chiropractors, providing that chiropractic students shall be deemed to be chiropractors for the purposes of this section;
- ii. be an organization that is broadly representative of chiropractors within the relevant country;
- iii. have paid the then applicable membership fee and met other requirements for recognized membership in accordance with the membership policy adopted by the Board from time to time; and
- iv. be approved by the Members before being admitted.

Other than Founding Members of the Corporation, there shall only be one Member from each country.

#### (b) Entitlement

Members shall be entitled to:

- i. receive notice of any Meeting of Members;
- ii. designate one or more delegates pursuant to section 3.6. Such delegate(s) shall be entitled to attend any Meeting of Members and vote on all matters on which Members are entitled to vote, in the manner and form indicated in the By-laws; and
- iii. receive a copy of the Annual Financial Statements.

### **3.2 Withdrawal by Member**

Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing, together with a certified copy of a resolution passed by the board of directors of that Member approving the resignation, which shall be effective when such written resignation is delivered to the Board, or at the time specified in the written resignation, whichever is later.

A Member shall remain liable for payment of any dues or fees for the period of membership which became payable by such Member to the Corporation prior to the effective time of such Member's resignation.

### **3.3 Removal of Member**

Subject to Section 3.6, a Member may be removed by the Members by a Special Resolution passed by the Members present and entitled to vote at a Members Meeting authorizing the removal of such Member, for any reason which the Members in their discretion deem to be in the interests of the Corporation, including where a Member:

- (a) violates any provision of the Articles or By-laws, or any policies or practices of the Corporation in effect from time to time; and/or
- (b) engages in any conduct which may be detrimental to the Corporation, including its reputation.

### **3.4 Process for Removal**

In the event that the Board determines that a Member should be removed from membership in the Corporation, the President or such other Officer as may be designated by the Board, shall provide 35 calendar days' notice of intent to propose removal to the Member from membership in the Corporation and shall provide reasons for the proposed removal. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such 35-day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Board intends to propose removal of the Member from the membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a decision to propose removal of a Member and shall notify the Member concerning such decision within a further 35 calendar days from the date of receipt of the submissions. If the Board decides to recommend removal of a Member, the Board will, at the next Members Meeting (Annual Meeting or Special Meeting), place before the Members a motion for removal. The Members' decision shall be final and binding on the Member, without any further right of appeal.



### 3.5 Transferability and Termination of Membership

Membership in the Corporation is not transferable and the membership of a Member shall lapse and terminate on the earliest to occur of any one of the following events:

- (a) the liquidation or dissolution of such Member;
- (b) the withdrawal or resignation of such Member in accordance with Section 3.2;
- (c) the removal of such Member in accordance with Section 3.3; or
- (d) the liquidation or dissolution of the Corporation under Part 14 of the CNCA.

### 3.6 Delegates

(a) Each Member shall be entitled to appoint the following number of delegates to attend Members' Meetings:

No. Members	No. Delegates (Votes)
Up to 50	1
51 to 100	2
101 to 250	3
251 to 500	4
501 to 1000	5
1001 to 2000	6
2001 to 3000	7

Thereafter one (1) delegate/vote for each 1000 members or fraction thereof:

provided that where there is more than one Member from one country and such Members are present and voting they shall be entitled to a total aggregate number of delegates calculated on the basis that all their members belong to one Member from that country, and the number of delegates shall be apportioned between them equally for the first 2000 members (six votes) and thereafter according to the percentage of their individual membership numbers of their combined membership number; and

provided that the Member shall have paid its dues to the Corporation in full based upon such membership.

(b) Each Member may appoint one or more alternate delegates and shall notify the Secretary-General of the names and addresses of its delegates and any alternate delegates three months prior to the opening of any Meeting of Members (including an Assembly of Members) or at such other time as the Board may determine.

### **3.7 Dues**

Annual membership dues shall be fixed from time to time by Ordinary Resolution of the Board. Member dues shall be payable on January 1 of each financial year.

## **ARTICLE 4 MEMBERS' MEETINGS (INCLUDING ASSEMBLY OF MEMBERS)**

### **4.1 Annual Meetings of Members**

An Annual Meeting shall be held not later than 18 months after the incorporation of the Corporation, and thereafter, not later than 15 months after the holding of the preceding Annual Meeting but no later than six months after the end of the Corporation's preceding financial year, at such place within or outside Canada, on such day and at such time as the Board may determine. At every Annual Meeting, in addition to any other business that may be transacted:

- (a) the Annual Financial Statements for the preceding financial year shall be presented;
- (b) the Public Accountant for the ensuing year shall be appointed; and
- (c) the remuneration of the Public Accountant shall be fixed or provision shall be made for such remuneration to be fixed by the Board, as contemplated by Section 12.3;
- (d) consider and determine whether to approve applications for membership;
- (e) consider and determine whether to approve any recommendations from the Board for removal of a Member pursuant to Section 3.6;
- (f) consider and determine whether to approve the annual dues recommended by the Board;
- (g) consider reports of the Board and committees and motions relating to the adoption of such reports in whole or in part and to arrange for such action to be taken thereon as may seem appropriate;
- (h) consider resolutions properly submitted by Members provided that such resolutions are within the objects of the Corporation; and
- (i) appoint a place and time at which the next Annual General Meeting shall take place.

A copy of the Annual Financial Statements shall be sent to the Director appointed by the Minister to exercise the powers of the Director under the CNCA at least 21 days before the date fixed for the Annual Meeting.

## **4.2 Special Meetings of Members**

A Special Meeting may be held from time to time as required to address matters that are appropriate to come before the Members, as determined by the Board or by the application of the CNCA, the Articles or the By-laws. Such meetings shall be held at such place within or outside Canada on such day and at such time as the Board may determine.

## **4.3 Calling of Meetings**

The Board, the President or the Vice-President shall have power to call, at any time, a Meeting of Members. In addition, the Board shall call a Special Meeting on written requisition of Members holding five percent of votes that may be cast at a meeting of Members.

## **4.4 Notice of Members' Meetings**

- (a) Written notice of the time and place of all Meetings of Members shall be given to each Director, the Public Accountant and each Member entitled to vote at such meetings and whose name is entered in the register of Members at the close of business on the record date for notice (which shall be 21 to 60 days before the date of the meeting) or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given.
- (b) For the purpose of this Section 4.4, notice shall be given as follows:
  - (i) by mail, courier or personal delivery to each person entitled to attend such meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - (ii) by telephonic, electronic or other communication facility to each person entitled to attend such meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; provided that a Member may request that the notice be given to such Member by non-electronic means.
- (c) Notice of a Meeting of Members shall state the nature of the business to be transacted in sufficient detail to permit a Member to form a reasoned judgment on the matters being considered and shall state the text of any Special Resolution to be submitted to the meeting.

## **4.5 Waiver of Notice**

Any person who is entitled to notice of a meeting of Members may waive notice either before or after the meeting, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.6 Chairing Meetings**

The President (or, in the President's absence, the Vice-President) shall be the chair at all Meetings of Members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the chair of the meeting.

#### **4.7 Persons Entitled to be Present**

The only persons entitled to attend a Meeting of Members shall be the delegate designated by each Member, the Public Accountant and any other persons who are entitled or required under any provision of the CNCA or the Articles or By-laws to be present at the meeting. Any other persons (herein "**Observers**") may be admitted only on the invitation of the chair of the meeting or with the consent of the President. Only the delegates designated by the Members will have the right to speak at such meetings although others duly present at any such meeting shall be allowed to speak with the consent of the meeting. A Member must send the request to the President to have one or more Observers attend at least 30 days prior to a meeting in order to gain consent for such Observers to attend a meeting.

#### **4.8 Exclusion of Observers**

The Chair may request an Observer to leave any portion of a Meeting where an actual or a potential conflict of interest has been identified. Members may request to the chair that an Observer be excluded from a meeting or a portion of a meeting. Such a request must be approved by a Special Resolution.

#### **4.9 Quorum**

Delegates of 15 Members present in person or by proxy and entitled to vote shall constitute a quorum at any meeting of Members. No business shall be transacted at any meeting of Members unless a quorum is present.

#### **4.10 Proxies**

At any Meeting of Members, a proxy holder, who must be a delegate of a Member and duly appointed by a Member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting and other rights that such delegates of the Member appointing them would be entitled to exercise if present at that meeting. A proxy shall be in writing and executed by the Member. A proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the Secretary-General before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. For greater certainty, nothing in this Section 4.10 shall entitle a proxy holder who is not otherwise qualified to be elected as a Member or a Director to stand for election as such.

#### **4.11 Votes to Govern**

At any Meeting of Members, every question shall, unless otherwise required by the CNCA, the Articles or the By-laws, be determined by the majority of the votes of Members duly cast on the question.

#### **4.12 Voting By Show of Hands**

Every question at a Meeting of Members shall be decided in the first instance by a show of hands unless prior to or following a show of hands, the chair of the meeting determines, or a majority of Members present and entitled to vote thereat resolve, to vote on the matter by ballot, in which case Section 4.13 shall apply. Whenever a vote by show of hands or a ballot in accordance with Section 4.13 shall have been held upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the question, and the results of the vote so taken shall be the decision of Members upon the question.

#### **4.13 Ballot**

If a ballot is required or demanded, the ballot shall be held in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the holding of the ballot.

#### **4.14 Attending by Teleconference, Videoconference and Other Electronic Means**

If the notice of meeting or the Board so permits, any person entitled to attend a Meeting of Members may participate in such meeting by teleconference, videoconference or any other electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A Member so participating in a meeting is deemed for the purposes of the By-laws and the CNCA to be present at the meeting.

#### **4.15 Voting While Participating Electronically**

A Member participating in the meeting by any of the foregoing means set out in Section 4.14 and entitled to vote may vote, and that vote may be held by teleconference, videoconference or any other electronic means that the Corporation has made available for that purpose.

#### **4.16 Casting Vote**

In the case of an equality of votes on any question presented to the Members the question shall be deemed to be decided in the negative. For greater certainty, neither the President nor the chair of the meeting shall have a second or casting vote.

#### **4.17 Written Resolution in Lieu of Meeting**

Subject to the provisions of the CNCA, a resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a Meeting of Members. Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-law relating to meetings of Members.

### **ARTICLE 5 DIRECTORS**

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#### **5.1 Authority and Responsibility**

Subject to the CNCA, the Articles and the By-laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

#### **5.2 Number of Directors**

The number of Directors shall be within the minimum and maximum numbers provided for in the Articles, provided that:

- (a) the Members are empowered to change such number of Directors from time to time within such minimum and maximum numbers or delegate those powers to the Directors; provided that no decrease in the number of Directors shall shorten the term of an incumbent Director; and
- (b) subject to the terms of the Articles, the Board may increase the number of Directors between the Annual Meetings within the minimum and maximum numbers by an amount that does not exceed one-third of the number of elected or appointed Directors; provided that any Director so appointed shall hold office for a term expiring not later than the close of the next Annual Meeting. The number of Directors so in office at the conclusion of an Annual Meeting, as the same has been increased from time to time pursuant to this Section 5.2(b), if at all, is referred to as the “**Specified Number of Directors**”.

#### **5.3 Composition of the Board**

Directors shall be selected on a regional basis as follows:

- (a) For each region there shall be one seat on the Board for every 3000 or part thereof of members of Members within the region, provided that dues have been fully paid upon the basis of such membership
- (b) In each region any Member with more than 3000 members may appoint one member to the Board for every 3000 members of the Member, provided that the Member shall have paid its dues in full based upon such membership; and

- (c) In each region, Board seats not filled pursuant to section 5.3(b) shall be selected by a vote of the Members within that region provided that a Member that shall have appointed one or more members to the Board pursuant to the provisions of subsection (b) above shall reduce its number of votes accordingly

#### **5.4 Qualifications**

In addition to meeting any applicable region requirements set out in Sections 5.3(a), (b) and (c), in order to serve as a Director, an individual must:

- (a) be a chiropractic member of a Member in good standing with the Corporation;
- (b) not have been removed as a Director in accordance with Section 5.8 in the preceding six years;
- (c) be 18 years of age or older;
- (d) not be Declared Incapable; and
- (e) not be an undischarged bankrupt.

#### **5.5 Appointment and Term**

Subject to the Articles and the Bylaws, the Members shall appoint the Directors designated by the Members pursuant to Section 5.3 at an Annual Meeting. All appointments shall be made in accordance with any Board policy in place from time to time. Each Director shall be appointed to hold office until the second Annual Meeting after such Director is appointed, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-appointment.

#### **5.6 Consent to Serve**

An individual who is appointed to hold office as a Director is not a Director, and is deemed not to have been appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the appointment took place and did not refuse to hold office as a Director; or
- (b) the individual was not present at the meeting when the appointment took place and:
  - (i) consented to hold office as a Director in writing before the appointment or within 10 days after the day on which the appointment took place; or
  - (ii) has acted as a Director after the appointment.

## **5.7 Resignation**

Any Director who wishes to resign from the Board prior to the expiry of his or her term of office shall deliver a written resignation to the Secretary-General and such resignation shall be effective at the time of receipt of such written resignation by the Secretary-General or at the time specified therein, whichever is later. The Secretary-General will provide a copy of the written resignation to the Board.

## **5.8 Removal**

Subject to the provisions of Section 5.9, the Members may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Director before the expiry of such Director's term of office, and may, by a majority of votes cast at that meeting, approve the appointment of any individual from the respective region / Member who meets the qualifications set out in Section 5.3 (a), (b) or (c), in place of such Director, as the case may be, for the remainder of the term of the Director.

## **5.9 Written Statement**

A Director may submit to the Secretary-General a written statement giving reasons for resigning, or if a meeting is called for the purpose of removing them, for opposing their removal or replacement. Where the Secretary-General receives such a statement, the President shall immediately:

- (a) give notice to the Members of the statement in accordance with Section 11.1; and
- (b) send a copy of the statement to the Director appointed by the Minister pursuant to Section 281 of the CNCA.

## **5.10 Vacation of Office**

The office of a Director shall automatically be vacated when such Director:

- (a) dies or resigns in accordance with Section 5.7;
- (b) is removed from office in accordance with Section 5.8; or
- (c) ceases to meet the qualifications for being a Director set out in Section 5.4;
- (d) the membership of the Member from which the Director is elected is terminated; or
- (e) misses two consecutive Board meetings or three Board meetings in a calendar year, unless the Board has resolved to excuse such absences.



### **5.11 Vacancies**

If a majority of the Specified Number of the Directors is then in office, vacancies on the Board may be filled for the remainder of the term by the remaining Directors, if such Directors determine it appropriate (except for vacancies resulting from a failure to appoint the minimum number of Directors provided for in the Articles) and provided that any replacement Director meets the same criteria set out in Section 5.3 that the Director whose vacancy is being filled met. If there is not a quorum of Directors, or if there has been a failure to elect the minimum number of Directors provided for in the Articles, the remaining Directors shall forthwith call a Special Meeting of the Members to fill the vacancies, provided that if the Directors fail to call such meeting or if there are no Directors then in office, the meeting may be called by any Member.

### **5.12 Committees**

The Board may constitute such Committee or Committees as it deems necessary or advisable, from time to time, and subject to the CNCA (including the limitations on delegations set out therein), each for such purpose as may be prescribed by the Board; provided that for greater certainty, the functions of each committee shall be advisory only. Each such Committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. Any member of any such Committee may be removed from a Committee at any time at the discretion of the Board. Membership in each Committee shall not be restricted to persons who are Directors, provided that if an Audit Committee is established, it shall be composed of not less than three Directors, a majority of whom are neither officers nor employees of the Corporation or any of its affiliates. The Public Accountant shall be entitled to attend each meeting of the Audit Committee, if such Committee is established, and to call a meeting of that Committee. The Board shall have the power to disband any Committee which it creates.

### **5.13 No Remuneration of Directors**

The Directors shall receive no remuneration from the Corporation for acting as such, but may be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses properly incurred by them in attending meetings of the Board, of any Committee, or of the Members, or otherwise properly incurred by them in connection with carrying out the activities of the Corporation in accordance with any expense policy adopted by the Board from time to time.

## **ARTICLE 6 DIRECTORS' MEETINGS**

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### **6.1 Place of Meetings**

Except as otherwise required herein or by law, the Board may hold its meetings at any place within Canada (or if the Board determines that it is in the best interests of the Corporation, at any place outside Canada) as it may from time to time determine.

### **6.2 Calling of Meetings**

Board meetings may be formally called by the President, the Secretary-Treasurer or by any two Directors.

### **6.3 Number of Meetings**

There shall be a minimum of one meeting of the Board per year or such greater number of meetings as is determined, from time to time, by the Board.

### **6.4 Regular Meetings**

The Board may, by resolution, establish the date, time and place of regular meetings of the Board ("**Regularly Scheduled Meetings**"). A copy of such resolution or a list of such dates, time, and places shall be sent to each Director immediately following the passage of such resolution. With the exception of meetings at which the matters referred to in Section 6.6 are to be discussed, thereafter no other notice in respect of a Regularly Scheduled Meeting will be required to be sent.

### **6.5 Notice of Directors' Meetings**

Subject to the provisions of Section 6.4, notice of meetings of the Board shall be given by mail, pre-paid delivery, telephone, fax, e-mail or other means of recorded electronic communication to each Director not less than two days before the meeting is to take place.

### **6.6 Content of Notice**

A notice of the meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice of a meeting of Directors shall provide notice of any of the following matters to be dealt with at the meeting: a resolution to:

- (a) submit to the Members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of the Public Accountant (or, if the Board is at any time given the power to appoint additional Directors between Annual Meetings, a decision to appoint additional Directors);
- (c) issue debt obligations except as authorized by the Directors;

- (d) approve the Annual Financial Statements; or
- (e) adopt, amend or repeal any By-laws.

### **6.7 Meetings without Notice**

A meeting of the Board may be held at any time and place without notice if all Directors who are present, and all those who are not present, either before or after the meeting, waive notice thereof, and the attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. No notice is required to be given in order to conduct business at each Annual Organizational Meeting, provided that a quorum is present.

### **6.8 Attending by Teleconference, Videoconference and Other Electronic Means**

If all of the Directors present at or participating in the meeting consent, any Director may attend a meeting of the Board by teleconference, videoconference and other electronic means as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of the Committee held while a Director holds office.

### **6.9 Voting While Participating Electronically**

A Director participating in the meeting by any of the foregoing means set out in Section 6.8 may vote, and that vote may be held by teleconference, videoconference or any other electronic means that the Corporation has made available for that purpose.

### **6.10 Chairing Meetings**

The President (or, in the President's absence, the Vice-President) shall be the chair at all meetings of the Directors. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the Directors present and entitled to vote shall choose one of their number to be the chair of the meeting.

### **6.11 Quorum**

The presence of a majority of the Specified Number of Directors shall be necessary to constitute a quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present.

### **6.12 Written Resolution in Lieu of Meeting**

A resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors.

### **6.13 Voting**

Subject to the CNCA, the Articles and the By-laws, any question arising at any meeting of the Board shall be decided by a simple majority of votes provided that Directors from one Region shall never be entitled to cast more than half less one of the total votes cast on any resolution. Each Director (including for greater certainty, the chair of the meeting) is entitled to exercise one vote. All votes at any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question.

### **6.14 Casting Vote**

In the case of an equality of votes at any Board meeting, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

### **6.15 Persons Entitled to be Present**

The only persons entitled to attend meetings of the Directors shall be the Directors and others who are entitled or required under any provision of the CNCA, the Articles or the By-laws to be present at the meeting. Observers may be admitted only on the invitation of a chair of the meeting or with the consent of the meeting. Only the Directors will have the right to speak at such meetings although others duly present at any such meeting shall be allowed to speak with the consent of the meeting. A Member must send the request to the President to have one or more Observers attend at least 30 days prior to a meeting in order to gain consent for other such persons to attend a meeting.

### **6.16 Exclusion of Observers**

The Chair may request an Observer to leave any portion of a meeting where an actual or potential conflict of interest has been identified. Directors may request to the Chair that an Observer be excluded from a meeting or a portion of a meeting. Such a request must be approved by a Special Resolution.

### **6.17 Rules of Order**

The Board shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each Board meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the Articles or the By-laws, the provisions of the Act, the Articles or the By-laws shall prevail.

## ARTICLE 7 OFFICERS

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### 7.1 Appointment

The Directors shall appoint from time to time, a President, a Vice-President and a Secretary-Treasurer, each of whom shall be a Director, and a Secretary-General, who may, but need not be a Director. In addition, the Board may appoint from time to time, such other Officers as the Directors may determine. Except as otherwise provided herein, an Officer may, but need not be, a Director. One person may not hold more than one office.

### 7.2 Duties of Officers

Subject to the provisions of the CNCA, the following shall be the duties of the following Officers:

- (a) **President** - The Chair, when present, shall preside at all Meetings of Members and the Board and shall sign all contracts, documents or instruments in writing which require his or her signature and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to them by the Board.
- (b) **Vice-President** - The Vice-President shall be vested with and may exercise all of the powers and perform all of the duties of the President where the President is absent or unable or unwilling to act. The Vice-President shall attend all Meetings of the Members and the Board. The Vice-President shall also perform other duties as are determined by the Board from time to time.
- (c) **Secretary-Treasurer** - The Secretary-Treasurer shall attend all meetings of the Members and the Board. The Secretary-Treasurer shall record all proceedings and prepare minutes of all proceedings in the books kept for that purpose. The Secretary-Treasurer shall give or cause to be given all notices required to be given to the Members, Directors, the Public Accountant and members of Committees. The Secretary-Treasurer shall sign such documents, contracts or instruments in writing as require his or her signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary-Treasurer.
- (d) **Other Officers** - The powers and duties of all other Officers appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

### 7.3 Variations of Powers and Duties

The Board may, from time to time, and subject to the provisions of the CNCA, vary, add to or limit the powers and duties of any Officer.

#### **7.4 Term of Office**

- (a) Officers who are Directors shall be appointed at an Annual Organizational Meeting and shall serve until the conclusion of the second Annual Organizational Meeting next following his or her appointment as an Officer or until such Officer: (i) resigns by delivering a written resignation to the President or the Secretary-General, which resignation shall be effective at the time it is received by the Chair or the Secretary-General, or at the time specified in the resignation, whichever is later; (ii) is removed by the Board; or (iii) ceases to be a Director, whichever first occurs.
- (b) Officers who are not Directors shall hold office until such Officer's successor is appointed, or until such Officer's earlier resignation or removal.
- (c) The Board, in its discretion, may remove any Officer, without prejudice to such Officer's rights under any employment contract or at law.

#### **7.5 Remuneration of Officers**

The Officers shall be paid such remuneration for their services as the Board may from time to time determine, except that no Officer who is also a Director shall be entitled to receive remuneration for acting in either capacity. Officers shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices in accordance with any expense policy adopted by the Board from time to time. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

#### **7.6 Agents and Attorneys**

The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

### **ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS**

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#### **8.1 Limitation of Liability**

Every Director and Officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title

to any property acquired by or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Corporation are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.

## **8.2 Indemnity**

Subject to the limitations contained in the CNCA, but without limiting the right of the Corporation to indemnify any individual under the CNCA or otherwise to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each Director or Officer or former Director or Officer (and each such Director's, Officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects), or another individual who acts or acted at the Corporation's request as a Director or an Officer or in a similar capacity of another entity), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided that the individual to be indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

## **8.3 Advance of Costs**

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses related to a proceeding referred to in Section 8.2. The individual shall repay the money if the individual does not fulfil the conditions of Sections 8.2(a) and (b).

## **8.4 Insurance**

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 8.2 against any liability incurred by the individual in the individual's capacity as a Director or an Officer, or in the individual's capacity as a director or an

officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

### **8.5 Indemnities Not Limiting**

The provisions of this Article 8 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

## **ARTICLE 9 DISCLOSURE OF INTEREST**

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### **9.1 Disclosure of Interest**

A Director or an Officer shall disclose to the Corporation, in writing or by requesting to have it entered into the minutes of meetings of the Directors or of Committees, the nature and extent of any interest that the Director or Officer has in the material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

### **9.2 Time of Disclosure for Director**

The disclosure required by Section 9.1 shall be made, in the case of a Director:

- (a) at the meeting at which the proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting referred to in Section 9.2(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director develops an interest after the contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who has an interest in the contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

### **9.3 Time of Disclosure for Officer**

The disclosure required by Section 9.1 shall be made, in the case of an Officer who is not a Director:



- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the Officer develops an interest after the contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) if an individual who is interested in the contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

#### **9.4 Time of Disclosure for Director or Officer**

If the material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after he or she becomes aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of the meetings of Directors or of Committees, the nature and extent of his or her interest.

#### **9.5 Voting**

A Director who is required to make a disclosure under Section 9.1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (a) is for indemnity or insurance pursuant to Article 8; or
- (b) relates primarily to the director's remuneration as a director, an officer, an officer, an employee, an agent or a mandatary of the corporation or an affiliate

#### **9.6 Continuing Disclosure**

For the purposes of this Section, a general notice to the Directors declaring that a Director or an Officer is to be regarded as having an interest, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or Officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 9.1(b) or (c);
- (b) the Director or Officer has a material interest in the party; or
- (c) there has been a material change in the nature of the Director's or the Officer's interest in the party.

#### **9.7 Access to Disclosures**

The Members may examine the portions of any minutes of meetings of Directors or any minutes of meetings of Committees that contain disclosures contemplated by Section 9.1,

and of any other documents that contain those disclosures, during the Corporation's usual business hours.

## **9.8 Avoidance Standards**

A contract or transaction for which disclosure is required under Section 9.1 is not invalid, and a Director or Officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of Committee that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with Section 9.1;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

## **ARTICLE 10 EXECUTION OF DOCUMENTS, BANKING AND BORROWING**

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### **10.1 Signatories**

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by the Secretary-General, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) any two Directors or any one Officer with any one Director, provided that no individual shall execute, acknowledge or verify any instrument in more than one capacity; or
- (b) any individual or individuals appointed by Ordinary Resolution of the Board to sign a specific document or specific type of document or generally on behalf of the Corporation.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

### **10.2 Facsimile Signatures**

The signatures of any person authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

### **10.3 Banking**

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorize.

### **10.4 Borrowing**

Subject to any limitations set out in the Articles or the By-laws, the Board may, from time to time, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

### **10.5 Board Delegation**

From time to time the Board may authorize any Director, Officer or Committee, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **ARTICLE 11 NOTICE**

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### **11.1 Procedure for Sending Notices**

Any notice (which term includes any communication or document) to be given sent, delivered or served pursuant to the CNCA, the By-laws or otherwise, to a Member, Director or Public Accountant shall be sufficiently given if sent to the principal address of the applicable person as last shown in the Corporation's records. A notice so delivered shall be deemed to have been received when it is delivered. A notice so mailed shall be deemed to have been received on the fifth day after mailing (excluding each day during

which there exists any general interruption of postal services due to strike, lockout or other cause). A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The Chair may change or cause to be changed the recorded address of any Member, Director or Public Accountant in accordance with the information believed by them to be reliable.

### **11.2 Undelivered Notices**

If any notice given to a Member pursuant to Section 11.1 is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of such Member's new address.

### **11.3 Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the day of the meeting or other event shall be included.

### **11.4 Waiver of Notice**

Any Member, Director, member of a Committee or Public Accountant may waive any notice required to be given to such person under any provision of the CNCA, the By-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

### **11.5 Error or Omission in Notice**

No error or omission in giving notice of any meeting or adjourned meeting of Members, Directors or Committee to any Member, Director, member of any Committee or the Public Accountant, no non-receipt of the notice by any such person where the Corporation has provided notice in accordance with the By-laws, and no error in any notice not affecting its substance, shall invalidate any meeting to which the notice pertained or otherwise founded on such notice or make void any resolutions passed or proceedings taken thereat, and any Member or Director may ratify, approve and confirm any or all proceedings taken thereat.

### **11.6 Certification re: Delivery**

The statutory declaration of the Secretary-Treasurer or the President or of any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

## **ARTICLE 12 PUBLIC ACCOUNTANT**

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### **12.1 Public Accountant**

The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant to hold office until the next Annual Meeting, and if an appointment is not so made, the Public Accountant in office will continue in office until a successor is appointed. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of Public Accountant arising between Annual Meetings.

### **12.2 Qualification**

The person or firm appointed as a Public Accountant shall not be a Director, an Officer or an employee of the Corporation, or a business partner or employee of any such person, but shall: (a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada; (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the CNCA; and (c) be independent, within the meaning of the CNCA, of the Corporation, its affiliates, the Directors and Officers, and the directors and officers of the affiliates.

### **12.3 Remuneration**

The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Members or, by the Board if it is authorized to do so by the Members. The remuneration of a Public Accountant appointed by the Board shall be fixed by the Board.

## **ARTICLE 13 ANNUAL FINANCIAL STATEMENTS**

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### **13.1 Statutory Requirements**

The Corporation may, instead of sending copies or a summary of the Annual Financial Statements to the Members, notify the Members that the Annual Financial Statements are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE 14 FUNDAMENTAL CHANGES**

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**14.1 Amendment of Articles or By-Law.** Pursuant to the provisions of the CNCA and notwithstanding any provisions in the By-Laws to the contrary, a Special Resolution of the

Members is required to make any amendment to the Articles or the By-Laws of the Corporation to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to the provisions of the CNCA, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to the Members entitled to vote at a Meeting of Members;
- (m) change the method of voting by the Members not in attendance at a Meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the CNCA to be set out in the Articles.

## **ARTICLE 15 BY-LAWS**

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### **15.1 By-laws, Amendment or Repeal**

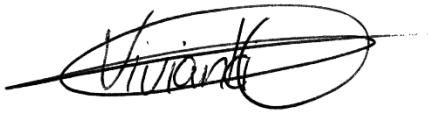
Unless the CNCA, the Articles or the By-laws otherwise provide, the Directors may, by resolution, make, amend or repeal any By-law and any such By-law or amendment or

repeal shall be effective when approved by the Board. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next Annual or Special Meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

### 15.2 Effect of Repeal of By-laws

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

**MADE** by the Board on the 18<sup>th</sup> day of August 2020.



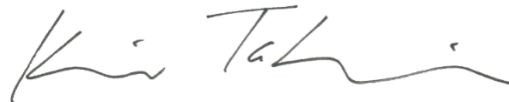
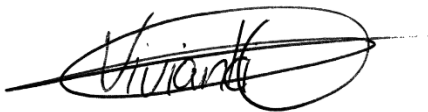
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Vivian Kil,  
President

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Kei Takeyachi,  
Secretary-Treasurer

**CONFIRMED** by the Members on the 17th day of November, 2020.



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Vivian Kil,  
President

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Kei Takeyachi,  
Secretary-Treasurer