

BY-LAW NO. 1
A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE AFFAIRS OF
WORLD FEDERATION OF CHIROPRACTIC
(hereinafter referred to as the "Corporation")

DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATION

1. In the By-Law and all other By-laws and Resolutions of the Corporation, unless the context otherwise requires, the following definitions shall apply:

(a) "Act" means the *Canada Corporations Act*, R.S.C. 1970 chapter C. 32, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to the provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;

(b) "Assembly" means any general or special meeting of members of the Corporation;

(c) "By-Law" or "By-Laws" means this By-law and all other By-laws of the Corporation from time to time in force and effect.

(d) "Council" means the board of directors of the Corporation; and

(e) "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 Council.

2. In this By-law and all other By-laws and resolutions of the Corporation hereafter passed, unless the context otherwise requires, the following interpretations shall apply:

(a) words importing the singular number include the plural and vice versa;

(b) words importing the masculine gender include the feminine and neuter gender;
and

(c) references to persons shall include firms and corporations.

3. Headings used in this By-law are for convenience of reference only and shall not effect the construction or interpretation thereof.

NAME

4. The name of the corporation shall be the World Federation of Chiropractic (herein referred to as the "**Corporation**").

CORPORATE SEAL

5. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

OBJECTS

6. The objects of the Corporation are the establishment and operation of a chiropractic professional association for the purposes of:

(a) uniting members of the chiropractic profession and protecting the character and status of the profession, promoting ethical practice, settling questions of professional usage and courtesy among members of the profession;

(b) encouraging improved standards of chiropractic education and practice in order to provide the highest quality of service to the community;

(c) cooperating with appropriate national or international organizations to provide information, counsel and assistance in the fields of chiropractic and world health;

(d) encouraging research with respect to chiropractic, in part through regular international congresses of chiropractic;

(e) assisting in developing an informed public opinion among all peoples with respect to chiropractic.

OFFICIAL LANGUAGES

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

HEAD OFFICE

8. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, or, if authorized by by-law, at any other location in Canada.

MEMBERSHIP

9. The first directors of the Corporation shall constitute its first members. Thereafter, membership in the Corporation shall be limited to associations, societies, organizations and other persons interested in furthering the objects of the Corporation and shall consist of anyone whose:

(a) application for admission as a Constituent Member has received the approval of the Assembly.

(b) application for admission as a non-voting member has received the approval of the Council.

10. Applications for membership shall be made in writing to the Council. Following appropriate study, the Council may recommend membership but, subject to Section 11, the

affirmative vote of a majority of the Constituent Members present and voting shall be necessary for final entry to Constituent Membership in the Corporation.

11. A Constituent Member shall meet the following criteria before being admitted as such:

- (a) the organization must be a national association of chiropractors;
- (b) the organization limits its voting membership to chiropractors, providing that chiropractic students shall be deemed to be chiropractors for the purposes of this sub-section;
- (c) the organization is broadly representative of chiropractors within the relevant country.

Other than in exceptional circumstances there shall only be one Constituent Member from each country.

DUES

12.

(a) The amount of dues for all members shall be determined by the Council, subject to ratification by the Assembly.

(b) All dues for Constituent Members shall be assessed on an annual basis for each calendar year and shall be due and payable in advance on the first day of January in each year, or alternatively by equal quarterly payments on the first day of each of January, April, July and October.

(c) All dues for non-voting members shall be assessed on the basis approved by the Council.

(d) No Constituent Member shall be permitted to participate in an Assembly unless the dues of the member shall have been paid in full prior to the relevant Assembly.

13. In addition to any other duties or obligations provided for in these By-laws, each member shall:

(a) Do all in its power to promote a knowledge of, and an active interest in, the objectives and work of the Corporation;

(b) Reply to all inquiries and questionnaires from the Corporation as quickly as possible and/or within the time limit specified by the Council; and

(c) Keep the Corporation informed of any events or developments in its country of interest to the Corporation.

14. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary-General of the Corporation. A Constituent Member choosing to terminate its membership shall give notice in

writing to the Corporation and shall be liable for dues up to and including the year in which such notice is given.

15. Upon the grounds that the conduct or policy of a member is detrimental to the honour and interests of the chiropractic profession, or is calculated to bring the profession into disrepute, the Council may discipline or provisionally terminate the membership of a member provided that the final termination of membership of a Constituent Member pursuant to this paragraph requires the affirmative vote of two-thirds of the members present and voting at an Assembly.

16. In the event that a member has not paid dues for two (2) consecutive calendar years, the Secretary-General shall formally notify the member in writing that membership will be automatically terminated unless payment is received within ninety (90) days.

ASSEMBLIES

17. The annual or any other general Assembly of the members shall be held on such day or days and at such location as the Council shall appoint and stipulate in any notice of such Assembly.

18. The Assembly shall be composed of the following:

(a) Delegates selected by Constituent Members in accordance with the provisions of this By-law. Such delegates shall be the only members with the right to vote at an Assembly.

(b) Such others as may be granted the right to speak on the floor of the Assembly, but not the right to vote, on recommendation of the Council and approval of the Assembly.

19. Each Constituent Member shall be entitled to appoint the following delegates to the Assembly:

Number of Members	Number of 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 one thousand (1000) members or fraction thereof:

provided that where there is more than one (1) Constituent Member from one (1) country and such Constituent 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 (1) Constituent Member from that country, and the number of delegates shall be apportioned between them equally for the first two thousand (2000) members (six (6) votes) and thereafter according to the percentage of their individual membership numbers of their combined membership number;

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

20. Each Constituent Member may appoint one or more alternate delegates and shall notify the Secretariat of the names and addresses of its delegates and any alternate delegates three (3) months prior to the opening of any Assembly or at such other time as the Council may determine.

21. The delegates or alternates of a Constituent Member may carry the proxy vote(s) of and represent up to two (2) other Constituent Members.

22. The delegates of a Constituent Member must reside in and/or practise within that Constituent Member's country (A) provided that they may reside and practise in another country (B) if that country's Constituent Member (B) is consulted and gives written approval.

23. Constituent Members shall provide each of their delegates and alternate delegates with properly authenticated credentials certifying their appointment to represent the Constituent Member at the Assembly. The Council shall appoint a Credentials Committee consisting of three (3) delegates to verify credentials.

24. The vote or votes of a Constituent Member may be cast by each delegate representing it or, where a Constituent Member is entitled to more than one (1) delegate, by a single delegate casting all votes to which the Constituent Member is entitled. A vote by proxy shall be permitted on behalf of a Constituent Member not in attendance, subject to the limitations found in the provisions of Section 21. In the case of equality of votes, the officer presiding at the Assembly does not have a second or casting vote.

25. The presence in person of delegates representing not less than fifteen (15) Constituent Members entitled to vote shall be necessary to constitute a quorum for the transaction of business.

26. The President, or in his or her absence the First Vice-President, shall preside at all Assemblies.

27. The business of each Assembly shall be:

- (a) To consider and determine applications for membership;
- (b) To consider and act upon the annual dues determined by the Council;
- (c) To consider the annual financial statement and balance sheet presented by the Council and to arrange for such action to be taken thereon as may seem appropriate;
- (d) To consider reports of the Council 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;
- (e) To consider resolutions properly submitted by Constituent Members provided that such resolutions are within the objectives of the Corporation;

- (f) To appoint a place and time at which the next Assembly shall be held;
 - (g) To consider and act upon such other and further business as may properly come before the Assembly.
28. The agenda for the Assembly shall be prepared by the Council, which shall have power to decide whether or not a resolution submitted by a Constituent Member falls within the objectives of the Corporation. Notice to submit to the Assembly a resolution relating to the funds or to the policy of the Corporation shall be given to the Secretariat not less than four (4) months before the Assembly at which it is to be considered. Any other matter to be considered by the Assembly, unless otherwise required under the letters patent of the Corporation or these By-laws, shall be submitted to the Secretariat at least two (2) months prior to the date of the Assembly at which the matter is to be considered.
29. The Council, at its discretion, after due consideration, may waive any time limit imposed by the letters patent or these By-laws for the submission of matters for consideration by the Assembly.
30. Unless otherwise required under the letters patent or these By-laws, any matter before the Assembly shall be adopted by a majority of the votes given thereon.
31. The Council may adopt such rules of procedure for the conduct of business of the Assembly as it deems advisable.
32. The Secretariat shall keep minutes of each Assembly, which shall be transmitted to members of Council and the Assembly within two (2) months of the Assembly.
33. Assemblies shall be held at such time and place as determined by the Assembly on the recommendation of Council. However, if necessary in the sole judgement of the Council, the time and place of such Assembly may be changed by the Council.
34. A special Assembly shall be convened at any time by the Council or on the requisition of not less than twelve (12) Constituent Members. At least three (3) months= notice of special Assemblies shall be given to the members of the Assembly. The notice shall state the place and purpose of the Assembly. No business shall be dealt with by a special Assembly other than that for which it is specifically convened.
35. All Assemblies shall be open to all members.
36. Three (3) months written notice shall be given to each member of any annual or special general Assembly. Such notice shall be sent by mail or by facsimile or electronic transmission. Notice of any Assembly where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each Assembly must remind the member if the member has the right to vote by proxy.
37. In all matters in which these Bylaws require notice to be given to Members such notice shall be deemed to have been duly given two (2) weeks after a properly stamped envelope was

mailed at the post office addressed to the last address given to the Corporation or three (3) days after a fax was sent or an email delivered to be last fax or email address given to the Corporation.

38. If all of the members consent thereto generally or in respect of a particular Assembly, one (1) or more members may participate in an Assembly by means of such conference telephone or other communication facility as to permit all members participating in the Assembly to communicate with each other simultaneously and instantaneously, and a member participating in such Assembly by such means is deemed to be present at the Assembly. Where necessary votes shall be taken by recording the verbal assent or dissent of the members participating from separate locations. The establishment of a quorum at Assemblies held pursuant to this section and appropriate security with respect to such Assemblies shall be achieved as follows: either the conference telephone or other communications facility will be a facility operated by a third party supplier of such facilities, which supplier will be notified of the quorum and the need for security related to the Assembly and will be requested to achieve the establishment of quorum and a reasonable level of security; or the notice calling the relevant Assembly will provide a password without which the relevant participant will not be able to participate in the Assembly for the purposes of quorum and in order to maintain appropriate security.

39. At all Assemblies, every question shall be decided by a show of hands, unless a secret ballot is required by the presiding officer or approved by the presiding officer following a request from any member. Whenever a vote by a show of hands has been taken upon a question, a declaration by the presiding officer that a resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact that without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a secret ballot is conducted. If, at any Assembly, a secret ballot is taken, it shall be taken in a manner as the presiding officer directs. The result of a secret ballot shall be deemed to be the resolution of the Assembly at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking.

40. Subject to the provisions of this By-Law, any Assembly may be adjourned at any time and from time to time by the presiding officer with the consent of the members present and any business may be transacted at any adjourned Assembly that might have been transacted at the original Assembly from which the adjournment took place in accordance with the notice calling the same, provided that no such notice of such adjournment needs to be given to the members.

41. No error or omission in giving notice of any Assembly or any adjourned Assembly of the members shall invalidate such Assembly or make void any proceedings taken thereat and any member may at any time waive notice of any annual or general Assembly and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, member of Council or officer for any Assembly or otherwise, the address of the member, member of Council or officer shall be the member's last address recorded on the books of the Corporation.

COUNCIL

42. The property and business of the Corporation shall be managed by a board of directors (known as the "Council"), comprised of a minimum of three individuals and selected in accordance with this By-law. Members of Council must be individuals, at least 18 years of age, with power under law to contract.

43. For purposes of determining the membership of the Council, and to otherwise assist in the administration of the affairs of the Corporation, the geographic regions below shall be designated as regions within the Corporation:

- Africa
- Asia
- Eastern Mediterranean
- Europe
- Latin America
- North America
- Pacific

44. Council members shall be selected on a regional basis as follows:

(a) For each region there shall be one seat on the Council for every three thousand (3000) or part thereof of members of Constituent Members within the region, provided that dues have been fully paid upon the basis of such membership.

(b) In each region any Constituent Member with more than three thousand (3000) members may appoint one member to the Council for every three thousand (3000) members of the Constituent Member, provided that the Constituent Member shall have paid its dues in full based upon such membership.

(c) In each region Council seats not filled pursuant to the provision of sub-section (b) shall be filled by vote of the Constituent Members within the region. Each Constituent Member shall have the following number of votes:

Number of Members	Number of 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) vote for each one thousand (1000) members or part thereof:

provided that the Constituent Member shall have fully paid its dues based upon such membership, and further provided that a Constituent Member that has appointed one or more

members to the Council pursuant to the provisions of sub-section (b) above shall reduce its number of votes accordingly.

45. Elections for members of Council pursuant to Section 42 shall be administered by the Secretariat pursuant to such procedures as may be decided from time to time by the Council.

46. Members of the Council shall at all times be chiropractic members of Constituent Members in good standing with the Corporation.

47. Constituent Members may elect or appoint a successor to fill any vacancy caused by the death, resignation, disability or inability to serve of a Council member elected or appointed from a region.

48. Termination of membership of a Constituent Member shall automatically terminate the term of any Council member appointed or elected from its membership. Upon such termination the Secretary-General shall determine if the region is entitled to replace the said Council member under the provisions of these By-laws and, if so, an appointment or election shall be held to determine a replacement.

49. Council members shall serve for a term of three (3) years, and shall be eligible for re-appointment or re-election.

50. A member of Council may appoint a substitute or alternate for the purposes of a Council meeting provided that this written notice shall be given to the Secretary-General at least thirty (30) days prior to the meeting of the Council at which such substitute or alternate will serve, and providing that any substitute or alternate shall at all times be a member of a Constituent Member in good standing with the Corporation.

51. If for any reason a member of Council chooses to resign, a letter of resignation shall be directed to the Secretary-General, who in turn shall call it to the attention of the Council.

52. The office of member of the Council shall be automatically vacated:

(a) if at a special general Assembly, a resolution is passed by two-thirds (2/3rds) of the members present at the Assembly that he or she be removed from office;

(b) if a Council member has resigned his or her office by delivering a written resignation to the Secretary-General of the Corporation;

(c) if he or she is found by a court to be of unsound mind;

(d) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;

(e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, and if no quorum of members of Council remains in office, the remaining members of Council shall forthwith call a special Assembly to fill the vacancies for the unexpired terms.

53. When a member of Council is deemed to have automatically resigned in accordance with Section 49, the Corporation shall not be required to take any further action other than the sending of written notification to the member of Council that he or she is no longer a member of Council effective as of a certain date as determined by the Council.

54. A retiring member of Council shall remain in office until the dissolution or adjournment of the Assembly at which his or her retirement occurs.

POWERS OF COUNCIL

55. The members of Council of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

56. The members of Council shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The members of Council shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Council may prescribe.

57. The Council is hereby authorized, from time to time

(a) to borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Council in its discretion may deem expedient;

(b) to limit or increase the amount to be borrowed;

(c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Council;

(d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

58. The Council shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

59. The Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Council at the time of such appointment.

60. Remuneration for all officers, agents and employees and committee members shall be fixed by the Council by resolution. Subject to prior written approval, all members of Council, officers, agents, employees and committee members shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

COUNCIL MEETINGS

61. The President, or in his/her absence the First Vice-President, shall preside over meetings of the Council. If the President and the First Vice-President are both absent, the members of the Council shall elect one of their own number to preside over the meeting.

62. Voting in the Council shall be by show of hands. The affirmative vote of a majority of those present and voting shall be sufficient to carry a resolution, provided that Council members from one Region shall never be entitled to cast more than half less one (1) of the total votes cast on any resolution notwithstanding the other provisions of these By-laws.

63. No business shall be transacted at any meeting of the Council unless at least a majority of the members are present.

64. The Council may adopt such rules of procedure for the conduct of its business as it deems advisable provided that , at all meetings of the Council every question shall be decided by a majority vote and that, in the event of any equality of votes, the chair of the meeting shall not have a second or casting vote.

65. The Secretariat shall keep minutes of the proceedings of each meeting of the Council. The minutes shall be circulated to the members of the Council within two (2) months of the meeting and be confirmed by the Council at its next meeting.

66. The Council shall meet at least once each year and at such other times as the Council may deem to be necessary. Meetings shall be held at such places as the Council may determine upon not less than fourteen (14) days notice sent by mail, telecopier or electronic transmission. No error or omission in giving notice of any meeting of the Council or any adjourned meeting of the Council of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of Council may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each member of Council is authorized to exercise one (1) vote at all meetings of the Council.

67. All meetings of the Council in person shall be open to all members of the Corporation, provided that the Council may conduct closed sessions for the Council alone as part of the overall Council meeting.

68. If all of the members of Council consent thereto generally or in respect of a particular meeting, one (1) or more members of Council may participate in a meeting of the Council or of a committee of the Council by means of such conference telephone or other communication facility as to permit all members of Council participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of Council participating in such meeting by such 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 Council and of committees of the Council held while a member of Council holds office. Votes shall be recorded by noting the verbal assent or dissent of the members of Council. The establishment of quorum at meetings held pursuant to this section and appropriate security with respect to such meetings shall be achieved as follows: either the conference telephone or other communications facility will be a facility operated by a third party supplier of such facilities, which supplier will be notified of the quorum and the need for security related to the meeting and will be requested to achieve the establishment of quorum and a reasonable level of security; or the notice calling the relevant meeting will provide a password without which the relevant participant will not be able to participate in the meeting for the purposes of quorum and in order to maintain appropriate security.

CONFLICT OF INTEREST

69. Members of Council and their spouses, children, parents, siblings or the spouses of such children, parents or siblings shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which they have any direct or indirect personal interest, gain or benefit without the disclosure of such contract, business transaction, financial arrangement or other matter in accordance with Section 70.

70. Any member of Council who has any direct or indirect personal interest, gain or benefit in a actual or proposed contract, business transaction, financial arrangement or other matter, with the Corporation in potential contravention or actual contravention of section 65, shall disclose their interest therein at the first opportunity at a meeting of the Council.

71. The chair of the Council shall request any member of the Council who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Corporation to absent himself or herself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

INDEMNITIES TO MEMBER OF COUNCIL AND OTHERS

72. Every member of Council or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against all costs, charges and expenses which such member of Council, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his or her own fraud or wilful neglect.

OFFICERS

73. The officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, and a Secretary-Treasurer and any such other officers as the Council may determine. No two offices may be held by the same person.

74. The President, First Vice-President, Second Vice-President and Secretary-Treasurer of the Corporation shall be elected by the Council from among the members of Council. Other officers need not be members of Council, nor members.

75. The President, First Vice President, Second Vice President and Secretary-Treasurer shall be elected for a term of two (2) years and shall be eligible for re-election or re-appointment upon the expiry of their terms of office provided that no person shall be eligible to serve more than two (2) terms in any given office.

76. The officers shall be appointed by resolution of the Council at the first meeting of the Council following an Assembly in which the Council is elected. The first officers of the Corporation may be appointed by the first members of Council of the Corporation, following incorporation.

77. Officers shall be subject to removal by resolution of the Council at any time.

78. If for any reason an officer chooses to resign from his or her position a letter of resignation shall be directed to the Secretary-General, who in turn shall call it to the attention of the Council.

79. The position of an officer shall be automatically vacated if any of the following situations occur:

(a) if an officer resigns by a delivery of a written resignation to the Secretary-General of the Corporation;

(b) if at a special general Assembly of the members, a resolution is passed by the members present at the Assembly that he or she be removed from office;

(c) if he or she is found by court to be of unsound mind;

(d) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;

(e) on death.

provided that if any vacancy shall occur for any reason in this paragraph contained, the Council by resolution may appoint a person to fill such vacancy for the unexpired term of such officer's position.

DUTIES OF OFFICERS

80. The President of the Corporation shall preside at all Assemblies and meetings of the Council, assisted by the Vice-Presidents.

81. The President and Vice-Presidents shall be entitled to attend each Assembly without the right to vote.

82. In the event of the death, disability, inability or resignation of the President and/or Vice-Presidents during his/her/their term of office, the Council shall make such appointment or other provision as it may deem expedient for the discharge of the duties of the office or offices concerned.

83. The President shall have the general and active management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the Council are carried into effect.

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

85. The Second Vice-President shall, in the absence or disability of the President and the First Vice-President, perform the duties and exercise the powers of the President and the First Vice-President and shall perform such other duties as shall from time to time be imposed upon him or her by the Council.

86.

(a) The Secretary-Treasurer shall be a member of the Council, elected by the Council from among its members. The Secretary-Treasurer shall provide for the receipt of all monies payable to the Corporation, and shall provide for the discharge of accounts of the Corporation which have been ordered by the Council to be paid. The Secretary-Treasurer shall provide for keeping and maintaining the books and accounts of the Corporation and shall submit a full and proper accounting to the Council at each of its meetings. The Secretary-Treasurer shall serve a term of two (2) years and shall be eligible for re-election.

(b) The Secretary-Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Council from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Council at the regular meeting of the Council, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she may be empowered by the Council, upon resolution of the Council, to carry out his or her affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and

record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all Assemblies and meetings of the Council, and shall perform such other duties as may be prescribed by the Council or President, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Council to do so and to such person or persons as may be named in the resolution. He or she shall also perform such other duties as may from time to time be directed by the Council.

87. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Council requires of them.

COMMITTEES

88. The Council may appoint committees whose members will hold their offices at the will of the Council. The members of Council shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

89. The Council may from time to time delegate any or all of its powers to an Executive Committee comprised of the Officers of the Corporation. The Executive Committee shall exercise such powers as are authorized by the Council. Any Executive Committee member may be removed by a majority vote of the Council. Executive committee members shall receive no remuneration for serving as such but, subject to prior written approval, are entitled to reasonable expenses incurred in the exercise of their duty.

90. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given by electronic mail to each member of the committee. A majority of members of a committee shall constitute a quorum for meetings of a committee. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

SECRETARIAT

91. There shall be a Secretariat conducted under the direction of a Secretary-General appointed by the Council. The Secretary-General shall hold office for such period and under such terms and conditions as the Council shall determine.

92. The business of the Corporation shall be conducted from the offices of the Secretariat. The Secretary-General shall employ such assistants as he or she may deem to be necessary and appropriate to conduct the business of the Corporation.

93. The Constituent Members of the Corporation within a region may establish a regional organization to administer such matters within the region as they deem advisable but such a Regional Organization shall be the responsibility of and administered at the cost of the

Constituent Members in the region and shall not be a formal part of the structure of the Corporation.

EXECUTION OF DOCUMENTS

94. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two officers or members of Council and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Council shall have power from time to time by resolution to appoint an officer or the Secretary-General to sign all or specific contracts, documents and instruments in writing on behalf of the Corporation. The Council may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Council.

95. All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed by two officers or members of Council or other persons whether or not an officer or a member of Council of the Corporation designated in such manner as the Council may from time to time determine by resolution.

FINANCIAL

96. Unless otherwise ordered by the Council, the fiscal year end of the Corporation shall be the 31st day of December in each year.

97. Reasonable expenses incurred by members of Council in attending meetings of the Council shall be met by the Corporation.

98. The expenses of delegates and others incurred in attending Assemblies shall not be a charge upon the funds of the Corporation.

99. Secretariat and editorial expenses shall be met by the general funds of the Corporation on the periodical production to the Secretary-General of vouchers stating the expenses incurred.

100. The accounts of the Corporation shall be kept by the Secretary-General. Any Constituent Member may inspect the accounts. The Council shall appoint an independent auditor.

101. The Council shall annually publish a report on the general state and proceedings of the Corporation for the past year, a financial statement and balance sheet for the past year audited by a professional accountant, and an estimate of the probable income and expenditure of the Corporation for the coming year.

102. The Corporation may accept funds from foundations, corporations or other interested parties for special projects.

DISSOLUTION

103. A decision to dissolve the Corporation shall require a special Assembly called for that purpose and the consent of at least two-thirds of the Constituent Members.

AMENDMENT OF BY-LAWS

104. These Bylaws may be amended at any Assembly by the affirmative vote of two-thirds of the delegates present and voting, provided however that no such amendment shall be considered unless it has been received by the Secretariat at least six (6) months prior to the Assembly at which it is to be considered and provided that notice of the amendment has been given to Constituent Members at least three (3) months before the Assembly at which it is to be considered, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

105. The members shall, at each Assembly, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next Assembly. The auditor shall hold office until the next Assembly provided that the members of Council may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Council. The auditor may not be a member of Council, officer or employee of the Corporation, without the consent of all members of the Corporation.

BORROWING

106. The Council can:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; or
- (c) use the property of the Corporation as security for a loan or payment of a debt;

and, for greater certainty and without limiting any other power of delegation of the Council in any manner, may delegate such authority to a committee of the Council.

107. The Council may authorize any member of Council, committee, officer or employee of the Corporation or any other person:

- (a) to make arrangements to borrow monies;
- (b) to fix the terms and conditions of a loan;
- (c) to change those arrangements, terms or conditions as the members of Council may authorize; and
- (d) generally, to manage, transact and settle the borrowing of monies by the Corporation.

BOOKS AND RECORDS

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

RULES AND REGULATIONS

109. The Council may prescribe such policies, rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such policies, rules and regulations shall have force and effect only until the next Assembly of the members of the Corporation when they shall be confirmed, and failing such confirmation at such Assembly, shall at and from that time cease to have any force and effect.

PASSED AND ENACTED on the _____ day of _____, _____.

