

BY-LAW NO. 1

A by-law relating generally to the conduct
of the affairs of the

World Federation of Athletic Training and Therapy

(the “**Organization**”)

BE IT ENACTED as a by-law of the Organization as follows:

1. INTERPRETATION

1.1. Definitions. In this by-law and all other by-laws of the Organization, unless the context otherwise specifies or requires, the following terms shall have the following meanings, respectively:

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time.

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Organization.

“**Athletic Training and Therapy**” refers to professional categories that comply with the scope and practise as determined by a practise analysis from time to time approved by the Board. The term may include equivalent terms approved by the Board including but not exclusive to Athletic Therapist, Athletic Trainer, Sports Therapist, Sport Rehabilitator, Athletic and Rehabilitation Therapist.

“**Board**” means the board of directors of the Organization.

“**By-law**” means this by-law and all other by-laws of the Organization as amended and which are from time to time in force and effect.

“**Director**” means a member of the Board.

“**Meeting of Members**” includes an annual Meeting of Members or a special Meeting of Members.

“**Member**” means a member of the Organization.

“Officer” has the meaning set forth in Section 9.0.

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.

“proposal” means a proposal submitted by a Member that meets the requirements of the Act.

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.

“Signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Organization by Section 2.5 of this by-law or by a resolution passed pursuant thereto.

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

- 1.2. Sex and Number. In these by-laws and in all other by-laws of the Organization hereafter passed unless the context otherwise requires, words importing the singular number or the masculine sex shall include the plural number or the feminine sex, as the case may be, and vice versa, and references to persons shall include firms and Organizations.
- 1.3. Parliamentary Procedures. The most newly revised edition of the Roberts Rules of Order shall govern all parliamentary procedures .
- 1.4. Interpretation. In the event of a dispute, the Board shall have authority to make an interpretation concerning any word, term or phrase in these by-laws, which is ambiguous, contradictory or unclear. English will be the official language of the Organization.

2. BUSINESS OF THE ORGANIZATION

- 2.1. Official Language. The official language of the Organization will be English.
- 2.2. Head Office. The head office of the Organization shall be situated in the province within Canada as indicated by the Articles, and at such place within such province as the Board may determine.
- 2.3. Financial Year. Until changed by the Board, the end of the financial year of the Organization shall be June 30th of each year.

- 2.4. **Banking Arrangements.** The banking business of the Organization shall be transacted with such bank or banks or trust company or trust companies as the Board may designate, appoint or authorize from time to time. All such banking business, or any part thereof, shall be transacted on the Organization's behalf by such Officer(s) and/or other person(s) as the Board may from time to time designate, direct or authorize.
- 2.5. **Contracts, Documents, or Instruments in Writing.** In addition to the President, Secretary, or Treasurer, the Board may by Special Resolution, from time to time direct a person or persons authorized to sign any deeds, transfers, assignments, contracts, obligations and other instruments in writing on behalf of the Organization, hereinafter referred to as a Signing Officer. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Organization shall be signed by at least one of the following: the President, Secretary, Treasurer, or an authorized Signing Officer of the Organization for amounts up to and including \$1,000 (one thousand dollars). Contracts, documents or instruments in writing requiring signature of the Organization for amounts over \$1,000 (one thousand dollars) shall be signed by the President, and one of the following parties: the Secretary, Treasurer, or an authorized Signing Officer. All contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Secretary or Treasurer of the Organization may certify a copy of any instrument, resolution, by-law or other document of the Organization to be a true copy thereof.

3. CONDITIONS OF MEMBERSHIP

- 3.1. **Member Approval.** Membership in the Organization shall be limited to any corporation, association, organization, or similar organized group interested in furthering the objects of the Organization, and whose application for admission as a member has been approved by the Board of the Organization.
- 3.2. **Membership Classes, Dues, Fees and Contributions.** The Organization shall have two classes of members: Charter Voting Members and Associate Non-Voting Members. Membership dues, fees, and contributions shall be determined for each class of membership from time to time in accordance with Board policy and presented to the Voting Members at a Meeting of Members. All Members in membership categories requiring payment of annual dues shall pay such dues on or before midnight on June 30th in advance of the year of membership.
- 3.3. **Charter Voting Members.**

- 3.3.1. Each Voting Member shall be a national organization incorporated to represent the profession of Athletic Training and Therapy that has
- 3.3.2. been approved for Voting Membership by the Board of Directors; and
- 3.3.3. sent a delegate to at least one WFATT World Congress and/or the WFATT business meeting.
- 3.3.4. Only one Voting Member will be permitted per country unless determined otherwise by the Board.

3.4. Associate Non-Voting Members. Each Associate Non-Voting Member shall be:

- 3.4.1. an academic institution that offers an academic program in Athletic Training or Therapy recognized by the relevant Voting Member; or
- 3.4.2. a state, provincial, or regional association whose mandate is to promote and/or regulate the profession of Athletic Training and Therapy within its jurisdiction as sanctioned by the relevant Voting Member; or
- 3.4.3. an Athletic Training and Therapy organization with a special interest or focus on a defined population; or
- 3.4.4. a corporate partner approved by the Board; or
- 3.4.5. an allied health profession organization with a collaborative interest with the Organization
- 3.4.6. an individual who, as determined by a vote of the Board or the Voting Members, has enhanced the Organization or has rendered valuable services to Athletic Training and Therapy through unique or long-term service or has merited special recognition for his/her work in a parallel field.

3.5. Rights and Privileges of Charter Voting Membership.

All Charter Voting Members who have maintained status shall have the right to:

- 3.5.1. vote at every Meeting of Members;
- 3.5.2. nominate an individual for election as a Director;
- 3.5.3. receive membership news updates;
- 3.5.4. access the members' portal on the Organization's website;
- 3.5.5. attend and contribute to the Annual Members Meeting;
- 3.5.6. apply to host the WFATT world congress; and
- 3.5.7. use the term "Voting Member of the World Federation of Athletic Training and Therapy".

3.6. Rights and Privileges of Associate Non-Voting Membership. All Associate Non-Voting Members who have maintained status shall have the right to:

- 3.6.1. receive membership news updates;
- 3.6.2. access the members' portal on the Organization's website;
- 3.6.3. attend and contribute to the Annual Members Meeting;
- 3.6.4. apply to host the WFATT world congress; and
- 3.6.5. use the term "Associate Member of the World Federation of Athletic Training and Therapy".

- 3.7 Membership Renewal. Membership is renewable annually for all classes of membership, except for Associate Members who qualify under Section 3.4.5, whose term of Membership shall be indefinite, subject to article 3.8.
- 3.8 Non-Transferability of Membership. Membership in the Organization is not transferable or assignable.
- 3.9 Resignation. Any member may withdraw from the Organization by delivering to the Organization a written resignation and lodging a copy of the same with the Secretary of the Organization, provided that notwithstanding any such resignation the member so resigning shall remain liable to the Organization in respect of any outstanding financial obligations and professional accountability. The effective date of the resignation shall be the date set out in the resignation or, if no date is set out, the date that the resignation is received by the Secretary.
- 3.7. Suspension and Termination of Membership.

Membership may be terminated or suspended upon the occurrence of any of the following:

- 3.7.1. terminated automatically upon the written resignation of the member delivered to the Secretary in accordance with Section 3.9 above;
- 3.7.2. suspended automatically upon failure to pay membership dues, fees or contributions within such time period as may be set by the Board;
- 3.7.3. terminated or suspended upon a proven breach of the by-laws, policies or other governing documents of the Organization, in force and effect from time to time, as determined by Ordinary Resolution of the Board;
- 3.7.4. terminated or suspended if the member fails to maintain any qualifications for membership required by the by-laws, policies or other governing documents of the Organization, in force and effect from time to time; or
- 3.7.5. terminated upon dissolution or liquidation of the Organization.

In the event that the Board determines pursuant to Section 3.3.3 that a membership should be suspended or terminated, the President shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the suspension or expulsion. The Member may make written submissions to the President, in response to the notice receiving within such twenty (20) day period. In the event that no written submission is received, the President may proceed to notify the Member that the Member is suspended or expelled from membership. If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member of such final decision within a further twenty

(20) day period from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.8. Reinstatement.

3.8.1. Any member suspended from the Organization for failure to pay membership dues, fees or contributions within such time period as may be set by the Board must follow reinstatement procedures for his membership category as established by the Board. The Board must approve reinstatement of members in this circumstance.

3.8.2. Upon any termination or during any period of suspension of membership, the rights and privileges of the member, including rights in the property of the Organization, automatically cease.

4. MEETINGS OF MEMBERS

4.1. Place and Time of Meetings. A Meeting of Members shall be held at such place in Canada, on such day, and at such time as the Board may determine, or, if all the Members entitled to vote at such meeting so agree, outside Canada.

4.2. Calling a Meeting of Members. The Board or the President or the Vice President shall have power to call a Meeting of Members of the Organization at any time. Without limiting the foregoing, the Board shall call a special Meeting of Members on written requisition of members carrying not less than 5 percent of the voting rights within twenty-one (21) days of receiving the requisition. If the Board does not call a meeting, any Member who signed the requisition may call the meeting.

4.3. Annual Meeting of Members. The annual Meeting of Members shall be held at such time and on such day of each year as the Board may from time to time determine, for purpose of considering the financial statements and reports to be presented at the annual Meeting of Members, appointing an auditor to audit the financial statements of the Organization, considering the report of the activities of the Organization for the previous year, and such other business as may be properly brought before the meeting. The annual Meeting of Members shall be held no later than eighteen (18) months after the Organization came into existence and subsequently, not later than fifteen (15) months after the last preceding annual Meeting but not later than six (6) months after the end of the Organization's preceding financial year. The annual financial statements of the Organization shall be sent to the members twenty-one (21) to sixty (60) days prior to the annual Meeting of Members.

4.4. Meetings of Members by Electronic Communications Devices. Meetings of Members may be held entirely through any electronic communications devices

provided that all persons participating can hear or communicate with each other. In addition, a Member may participate in a meeting through electronic communications devices. Participation through electronic communications devices shall constitute presence at such meetings. Notwithstanding any other provision of this by-law, any person participating in a Meeting of Members pursuant to this Section who is entitled to vote at the meeting may vote by means of telephonic, electronic, or other communication facility that the Organization has made available for the purpose.

4.5. Chairperson. The President of the Board, if present, shall be chairperson of any Meeting of Members. If the Organization has no such Officer, or if he is not present within fifteen minutes from the time fixed for holding the meeting, the members present shall choose another Board member as chairperson. If no Board member is present, or if all the Board members present decline to act as chairperson at any Meeting of Members, the Voting Members present shall choose one of the voting members to be chairperson. The Board may appoint any individual who has expertise in parliamentary procedure to act as moderator for the annual Meeting of Members. Unless otherwise specified in Section 3.0, the moderator shall not have voting privileges and shall function according to the policies and procedures established for this position.

4.6. Quorum. A quorum for the transaction of business at any Meeting of Members shall consist of 50% + 1 of the eligible Voting Members. If a quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting even if quorum is not present throughout the meeting. For the purpose of determining quorum, a person may be present in person or by telephonic or other electronic means.

4.7. Voting. Each Voting Member present at a meeting shall have the right to exercise one vote. Every question to be decided at a Meeting of Members shall be decided in the first instance by a show of hands for those in physical attendance. A member electronically attending the meeting will provide his vote by means commensurate with the electronic meeting application. Unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Organization shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. A member in physical or electronic attendance may demand a poll at any time and, unless such demand is withdrawn, such poll shall be taken in such manner as the chairperson shall direct.

4.8. Proxy. There shall be no proxy vote.

4.9. Majority Vote. Subject to the provisions of the by-laws and the Act, at all Meetings of Members every question shall be decided by a majority of the votes cast

on the question unless otherwise specified in this by-law. In case of an equality of votes, either on a show of hands, a ballot, or the results of electronic voting, the Chairperson shall not have a second or casting vote, and the question shall be deemed to have been defeated.

- 4.10. Notice of Meeting. The Organization shall give each Director, the public accountant of the Organization, and each member entitled to vote at a Meeting of Members written notice of the time and place of the meeting at least twenty-one (21) days prior to the meeting, in accordance with the Act. Notice of any meeting 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. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the physical and/or electronic address of the member, Director or Officer shall be the last Recorded Address on the books of the Organization.
- 4.11. Error or Omission to Give Notice. No error or omission in giving notice of any Meeting of Members or any adjourned Meeting of Members of the Organization shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any meeting.
- 4.12. Resolution in Lieu of Meeting. Subject to the Act, 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.
- 4.13. Proposals at Annual Meeting. A Voting Member may submit to the Organization notice of any matter that the Member proposes to raise at the annual Meeting of Members (a “**Proposal**”). The Organization shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member.

5. BOARD OF DIRECTORS

- 5.1. Authority. All corporate powers must be exercised by or under the authority of, and the affairs of the Organization managed under the direction of the Board, subject to any limitation set forth in the by-laws, Constatting Documents or policies in force and effect from time to time.
- 5.2. Member Representation. Each Voting Member shall have the right to nominate an individual for election to the Board. The Board shall be composed of one nominee from each Voting Member.

5.3. Qualification. The following persons are disqualified from being a Director of the Organization:

- 5.3.1. anyone who is not an individual;
- 5.3.2. anyone who is not at least 18 years of age;
- 5.3.3. anyone who has been declared incapable by a court in Canada or in another country;
- 5.3.4. anyone who has the status of bankrupt; and
- 5.3.5. anyone who is not a member in good standing of the Voting Member that nominated him/her for election.

5.4. Term of Office. Each Director shall be elected by Ordinary Resolution of the Voting Members at an annual Meeting of Members for a term that shall expire at the annual Meeting of Members held two (2) years after the date of election. There shall be no limit on the number of terms that an individual can serve as Director.

As set out in the Articles, the Board may appoint additional Directors to hold office until the next annual Meeting of Members, but no more than one-third (1/3rd) of the total number of Directors appointed by the Members at the previous meeting may be appointed by the Board.

5.5. Expiration of Term. Upon the expiry of his term, a Director shall retire from the Board. If qualified, he shall be eligible for re-election by the Voting Members if nominated by a Voting Member.

5.6. Vacating the Office of Director. The office of Director shall be automatically vacated:

- 5.6.1. if the Director is found, by Ordinary Resolution of the Board, to be in violation of the Policies and Procedures of the Organization;
- 5.6.2. if qualified Voting Members pass an Ordinary Resolution in favour of the removal of the Director, in which case, the Members may, at such meeting, elect a qualified individual nominated by the relevant Voting Member to fill the resulting vacancy for the remainder of the term of the Director so removed;
- 5.6.3. if the Director has resigned his office by delivering a written resignation to the President of the Organization, which resignation will take effect as of the date set out in the resignation or, if no date is set out, on the date of receipt of the resignation by the President;
- 5.6.4. if the Director fails to maintain the qualifications set out in Section 5.3 above;
- 5.6.5. if the Director elects to exercise his right to commence litigation against the Organization, its Directors or its Officers, or where a Director is in breach

of the Organization's Conflict of Interest policy, the Director will immediately relinquish his privilege to hold office until such time as the matter is resolved;

5.6.6. upon death of the Director; or

5.6.7. upon dissolution or liquidation of the Organization.

5.7. Vacancy. Subject to Section 5.6.2, a vacancy on the Board may be filled for the remainder of the term by a qualified individual nominated by the relevant Voting Member by Ordinary Resolution of the Board. If the relevant Voting Member is unable to nominate a replacement, the position will remain vacant until such time as the Voting Member can make a nomination and the Board passes an Ordinary Resolution appointing such person as Director.

5.8. Remuneration of Employees. The Directors may fix the remuneration of the employees of the Organization.

5.9. Services Performed in Other Capacity. A Director may receive reasonable remuneration and expenses for any services to the Organization that he performs in any other capacity.

5.10. Remuneration for Directors. The Directors of the Organization shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided, however, that a Director will be reimbursed for all reasonable expenses incurred in carrying out his duties as a Director of the Organization.

6. POWERS OF THE BOARD

6.1. The Board of the Organization will have the power and authority as is reasonably necessary to administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract, which the Organization may lawfully enter into. The Board may, save as hereinafter provided, generally exercise all such other powers and do all such other acts and things as the Organization is otherwise authorized to exercise and do.

6.2. The Board shall have power to authorize expenditures on behalf of the Organization from time to time and may delegate by resolution to an Officer or Officers of the Organization the right to employ and pay salaries to employees. The Directors 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 Organization in accordance with such terms as the Board may prescribe.

6.3. The Board is hereby authorized, from time to time, without further authorization required from the Members:

6.3.1. to borrow money upon the credit of the Organization, from any bank, Organization, 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 Board in its discretion may deem expedient;

6.3.2. to limit or increase the amount to be borrowed;

6.3.3. to issue or cause to be issued bonds, debentures or other securities of the Organization and to pledge or sell the same for sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and

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

6.4. The Board shall take such steps as they may deem requisite to enable the Organization 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 Organization.

6.5. The Board may appoint or dismiss 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 Board at the time of such appointment.

6.6. The powers hereby conferred are in supplement of and not in substitution for any powers possessed by the Directors or Officers of the Organization or by the Board independently of this by-law.

7. BOARD MEETINGS

7.1. Place and Time of Meeting. Meetings of the Board may be held at any time and place to be determined by the Board. Meetings of the Board may be called by the President, any Vice-President or any two Directors at any time.

7.2. Notice of Meeting. Notice of any meeting of the Board shall be given in writing to each Director in the manner provided by Section 7.1 of this by-law. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those

absent have waived notice or otherwise signified their consent to the meeting being held in their absence. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-laws otherwise provide, no notice of the meeting need specify the purpose or the business to be transacted at the meeting. There shall be at least two (2) in-person or electronic meetings per year of the Board.

- 7.3. Waiver of Notice. Notice of any meeting of the Board or any irregularity in any meeting, or in the notice thereof may be waived by any Director.
- 7.4. Errors and Omissions. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting.
- 7.5. Board Meetings by Telephonic or Electronic Communication Devices. Board meetings may be held through telephonic, electronic, or other communication facility provided that all Directors have consented to such participation and all persons participating can hear each other. Participation in a meeting through telephonic, electronic, or other communication facility shall constitute presence at such meeting. Notwithstanding any other provision of these by-laws, any Director participating in a Board meeting pursuant to this Section may vote by means of telephonic, electronic, or other communication facility that the Organization has made available for the purpose.
- 7.6. Quorum at Board Meetings. A majority of the Directors in office shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Organization. For the purpose of determining quorum, a Director may be present in person or by telephonic or electronic means. A quorum must be maintained throughout the entire meeting.
- 7.7. Chairperson. The President of the Board shall be the chairperson of any meeting of the Board. If the Organization has no such officer or if he is not present, the Directors present shall choose one of the Directors as chairperson.
- 7.8. Majority of Votes. Every question arising at any Board meeting shall be decided by a majority of votes cast on the question. Each Director is authorized to exercise one (1) vote.
- 7.9. Voting. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 7.10. Regular Meetings. Notwithstanding the notice requirements listed under this section, the Board may on unanimous consent, appoint a day or days in any month or months for regular meetings at any hour and place to be named, and for such regular meetings no notice need be sent.
- 7.11. Minutes of the Board. The ratified minutes of the Board shall be available to the general membership of the Organization. Specific details of certain articles that relate to confidentiality issues or financial (e.g., ongoing contract negotiations) may be withheld.
- 7.12. Resolutions in Writing. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, shall be as valid as if it had been passed at a meeting of the Board. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.
- 7.13. Method of Notice. A notice of the time and place of a meeting of the Board shall be given to each Director by the following means:
- 7.13.1. by mail, courier, or personal delivery to each Director, provided that if a notice is sent by mail, the notice shall be sent not later than two (2) days before the meeting; or
 - 7.13.2. by electronic or communication facility to each Director, provided that the notice shall not be sent later than two (2) days before the date of the meeting.

8. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 8.1. Standard of Care. Every Director and Officer, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Organization and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer shall comply with the Act, the Articles, and the By-Law.
- 8.2. Indemnity. The Organization shall indemnify every Director, Officer, former Director or Officer, or another individual who acts or acted at the Organization's request as a director or officer or in a similar capacity of another entity, from and against:
- 8.2.1. all costs, charges, and expenses which such Director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced, or prosecuted against him, or in respect of any act, deed, or matter of thing

whatsoever made, done, or permitted by him in or about the execution of the duties of his office, or in respect of any such liability; and

- 8.2.2. all other costs, charges, and expenses, which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default;

provided that such person must have acted honestly and in good faith with a view to the best interests of the Organization 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 Organization's request; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

- 8.2.3. Nothing in this Section shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this Section.

8.3. Limitation of Liability. Provided that the standard of care required of the Director or Officer under the Act and the By-Law has been satisfied, no Director or Officer of the Organization for the time being shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the Organization through the insufficiency of title to any property acquired by the Organization for or on behalf of the Organization or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Organization shall be placed out or invested. No Director or Officer of the Organization for the time being shall be liable for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm, or Organization with whom or which any monies, securities, or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful act or through his own willful neglect or default.

8.4. The Organization may purchase and maintain insurance for the benefit of any person referred to in Section 8.2 against any liability incurred by him in his capacity as a Director or Officer of the Organization where he acts or acted in that capacity at the Organization's request.

9. OFFICERS

9.1. Election of Officers.

9.1.1. The Board shall elect a President to a term of office as determined by the Board.

9.1.2 The Board shall elect bi-annually three or more Vice Presidents from among those persons who are Directors of the Organization two of whom will be assigned the duties of secretary and treasurer. Each Officer will remain in office until a successor, if any, to such office has been elected and qualified. Such election will take place at a meeting of the Board. The nominee for the office receiving the majority of the votes shall be the elected officer.

9.2. Multiple Officeholders. In any election of Officers, the Board may elect and appoint a single person to no more than two (2) offices simultaneously, except that separate individuals must hold the offices of President, Vice-President, Secretary, and Treasurer.

9.3. Terms of Officers. Other than the President, and Vice-Presidents, the terms of all Officers of the Organization shall be as determined from time to time by the Board.

9.4. Vacating Position of Officers. The office of an Officer of the Organization shall be automatically vacated:

- 9.4.1. if the Officer is found, by Ordinary Resolution of the Board, to be in violation of the Policies and Procedures of the Organization;
- 9.4.2. if the Board votes, by Ordinary Resolution, in favour of removing the Officer;
- 9.4.3. if the Officer has resigned his office by delivering a written resignation to the Secretary of the Organization (such resignation to take effect as of the date set out in the resignation or, if no date is set out, as of the date on which the Secretary received the resignation);
- 9.4.4. if the Officer is removed as a Director pursuant to these by-laws;
- 9.4.5. upon death of the Officer; or
- 9.4.6. upon dissolution or liquidation of the Organization.

9.5. President. The President shall have the general powers and duties of supervision and management of the affairs and operations of the Organization, as are necessary and incidental to his office.

- 9.6. Vice-President. The Vice-President or, if more than one, the Vice-Presidents, in order of seniority based on term of office as a Vice-President, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board.
- 9.7. Secretary. The Secretary shall, when present, act as secretary of all Board meetings and Meeting of Members and shall have charge of the minute books of the Organization and the documents and registers. He shall give or cause to be given notices of all Meetings of Members and of the Board. He shall be custodian of the seal of the Organization and shall affix the same to any instrument requiring the same. He will certify all documents of the Organization requiring certification.
- 9.8. Treasurer. The Treasurer shall have the custody of the funds and securities of the Organization and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Organization in the books belonging to the Organization and shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Organization 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 Board from time to time. He shall disburse the funds of the Organization as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Organization. He shall also perform such other duties as may from time to time be directed by the Board.
- 9.9. Agents and Attorneys. The Board shall have the power from time to time to appoint agents or attorneys for the Organization with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 9.10. Other Officers. The duties of all other Officers of the Organization shall be such as the terms of their engagement call for or the Board requires of them.
- 9.11. Executive Director. The Board may select by Special Resolution an Executive Director of the Organization who, subject to the authority of the Board and President, shall have general supervision over the activities and the operations of the Organization.
- 9.12. Remuneration for Officers. Unless otherwise provided in the Organization's by-laws and polices or procedures, the Officers of the Organization shall serve without remuneration; provided, however, that an Officer will be reimbursed for all reasonable expenses incurred in carrying out his duties as an Officer of the Organization and may be compensated for services provided to the Organization in a different capacity.

10. COMMITTEES

10.1. Appointment of Committees. The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit, except those that may not be delegated by the Board under the Act. Any such committee may formulate its own rules or procedures, subject always to the regulation or direction as the Board may from time to time make. A committee member shall serve without remuneration; provided, however, that a committee member will be reimbursed for all reasonable expenses incurred in carrying out his duties as a member of the committee. Subject to the Organization's by-laws and policies and procedures, any committee member may be removed by Ordinary Resolution of the Board.

11. AMENDMENT OF BY-LAWS

- 11.1. The Board may, by Ordinary Resolution, make, amend, or repeal any By-Law. Any such new By-Law, amendment, or repeal shall be effective from the date of the Board resolution and shall remain effective until the next Meeting of Members, where it may be confirmed, rejected, or amended by the Members. If the By-Law, amendment, or repeal is confirmed by the Members, it shall remain effective; if it is not confirmed by the Members, it shall cease to have effect. This Section does not apply to a By-Law, amendment, or repeal that requires a Special Resolution pursuant to the Act.
- 11.2. Copies of the new By-Law, or repealed or amended By-Law, will be electronically distributed by the Board to all Voting Members at least three (3) weeks prior to the relevant Meeting of Members.
- 11.3. A Voting Member may make a proposal to make, amend, or repeal a By-Law.
- 11.4. Upon the enactment of this By-Law, all previous By-Laws of the Organization shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-Law prior to its repeal. All Directors, Officers, and persons acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law.

12. NOTICES

12.1. Method of Giving Notice. Any notice (includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant the by-laws or otherwise to a member, Director, Officer of the Organization or member of a committee of the Board or to the auditor of the Organization shall be sufficiently given:

12.1.1. if delivered personally to the person to whom it is to be given or if delivered to such person's Recorded Address of the Organization or in the case of a Director to the latest address as shown in the last notice that was sent by the Organization and received by the Director;

12.1.2. if mailed to such person at such person's Recorded Address by prepaid ordinary or air mail; or

12.1.3. if sent to such person by telephonic, electronic, or other communication facility at such person's Recorded Address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the Recorded Address as aforesaid, a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency, or its representative, for dispatch. The Secretary may change or cause to be changed the Recorded Address of any member, Director, Officer or auditor in accordance with any information believed by him to be reliable.

12.2. Signature to Notices. The signature to any notice or demand may be written, stamped, typewritten, printed, or electronic, or partly written, stamped, typewritten or printed.

12.3. 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 date of the meeting or other event shall be included.

12.4. Proof of Service. A certificate of the President, the Vice-President, the Secretary, the Treasurer, or any other Officer of the Organization in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any member, Director, Officer or auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, Director, Officer or auditor of the Organization as the case may be.

12.5. Errors and Omissions. The accidental omission to give any notice to any member, Director, Officer of the Organization, member of a committee of the Board or auditor of the Organization, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

13. BOOKS AND RECORDS

13.1. Corporate Documents. The Directors shall see that all necessary books and records of the Organization required by the by-laws of the Organization or by any applicable statute or law are regularly and properly kept.

14. RULES, REGULATIONS AND POLICIES

14.1. The Board may prescribe, without ratification from the membership, such rules, regulations and policies not inconsistent with this By-law relating to the management and operation of the Organization, as they deem expedient

14.2. Mediation and Arbitration. Disputes or controversies among Members, Directors, or Officers of the Organization are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 14.3.

14.3. Dispute Resolution Mechanism. In the event that a dispute or controversy among Members, Directors, or Officers of the Organization arising out of or related to the Articles or By-Law, or out of any aspect of the operations of the Organization, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or Officers of the Organization as set out in the Articles, or By-Law, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above. All proceedings

relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

15. INVALIDITY OF ANY PROVISION OF THIS BY-LAW

15.1. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by- law.

ENACTED by the Board of Directors this 10th day of May, 2019

Chair of the Meeting:

Secretary of the Meeting: