

**BYLAWS**  
**OF**  
**ORTHO-BIONOMY® ASSOCIATION OF CANADA**  
 (The “Corporation”)



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## **PART 1 – INTERPRETATION**

1.1 In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa and references to persons shall (not) include firms and corporations.

1.2 Any reference to the *Act* will be interpreted as the *Canada Not-for-Profit Corporations Act*

## **PART 2 - CORPORATE SEAL**

2.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The Registrar shall be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

## **PART 3 – HEAD OFFICE**

3.1 A majority of the directors at a meeting of the board of directors may from time to time determine the location of the office of the Corporation.

## **PART 4 – CONDITIONS OF MEMBERSHIP**

4.1 Membership in the Corporation shall be available to persons interested in furthering the objectives of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation. A member must be a person who has reached the Age of Majority in their province or territory.

4.2 The classes of membership of the Corporation are described and comprised as follows:

- (a) **Advanced Instructor Members**, also known as Professional Members: persons who have satisfactorily completed an Advanced Instructor course approved by the Corporation and have received an Advanced Instructor Certificate.
- (b) **Instructor Members**, also known as Professional Members: persons who have satisfactorily completed an Instructor course approved by the Corporation and have received an Instructor Certificate.

- (c) **Advanced Practitioner Members**, also known as Professional Members: persons who have satisfactorily completed an Advanced Practitioner course approved by the Corporation and have received an Advanced Practitioner Certificate;
- (d) **Practitioner Members**, also known as Professional Members: persons who have satisfactorily completed a Practitioner course approved by the Corporation and have received a Practitioner Certificate.
- (e) **Associate Members**: persons who have satisfactorily completed a specified number of course units and requirements approved by the Corporation.
- (f) **Student Members**: persons who have satisfactorily completed a specified number of course units and requirements approved by the Corporation, and are interested in the furtherance of the work of the Corporation.

(g) **Honorary Life Membership:**

Honorary Life Membership may be granted to a member who has:

1. Made significant contributions to the formation of the Corporation and/or
2. Greatly contributed to the Corporation while a continuous Professional Member in good standing and /or
3. Been a Professional Member of the Corporation in good standing for minimum of 5 consecutive years, has reached the age of 75 years and is still practicing Ortho-Bionomy. When this member is no longer practicing, their status will revert to that of Honorary Member.
4. An Honorary Life Member may attend Annual General Meetings and Special General Meetings and is a voting member, and is eligible to hold office. He or she may serve as an advisor or on a committee at the discretion of the Board of Directors.
5. Payment of membership dues other than Website Advertising fees will be waived while the member continues to practice.
6. Honorary Life Membership may be granted by the Board of Directors or a nomination may be made by a member in good standing. The nomination must be accompanied by a letter explaining how the nominee has contributed to the Corporation.
7. Honorary Life Membership will be granted upon unanimous approval by the Board of Directors.

(h) **Honorary Membership:**

The purpose of granting an Honorary Membership is to commemorate and honor those individuals who have contributed to Ortho-Bionomy in Canada. Honorary Membership may be granted to an individual who:

1. Is or has been a Professional member of an official Ortho-Bionomy organization.

2. Has greatly contributed to the advancement and promotion of Ortho-Bionomy in Canada.
  3. An Honorary Member may attend Annual General Meetings and Special General Meetings, but is a non-voting member and is not eligible to hold office. He or she may serve as an advisor at the discretion of the Board of Directors.
  4. Honorary Membership may be granted by the Board of Directors or a nomination may be made by a member in good standing. The nomination must be accompanied by a letter explaining how the nominee has contributed to Ortho-Bionomy in Canada.
  5. Honorary Membership will be granted upon unanimous approval of the Board of Directors.
  6. Honorary Membership will automatically be awarded to a Professional Member who has been awarded an Honorary Life Membership, is 75 years of age or older and is no longer practicing Ortho-Bionomy.
- (i) **Friends of OBAC Membership:** a person or organization interested in Ortho-Bionomy and in supporting the work of the Corporation. A Friends of OBAC member may;
1. Attend Annual General Meetings and Special General Meetings but does not have the right to vote or be eligible for elections;
  2. Have any other services and benefits as determined by the Board.
- (j) **Inactive Membership:** an Associate or Professional Member of the Corporation who is not currently in practice, but wishes to maintain their membership number and to stay informed about the activities of the Corporation. An Inactive Member may;
1. Attend Annual General Meetings and Special General Meetings but does not have the right to vote or be eligible for election;
  2. Have any other services and benefits as determined by the Board.

4.3 Only Professional Members, Associate Members and Honorary Life Members in good standing shall be entitled to vote on matters submitted to a vote of the members, and each shall be entitled to one vote.

4.4 The board of directors may establish such annual membership dues for each class of members as it deems proper.

4.5 Membership shall terminate upon resignation by the member, by failure to pay membership dues by the date fixed by the board of directors, or by expulsion pursuant to paragraph 4.6 below. If a lapsed member wishes to rejoin, the Board will determine whether they will need to pay any back dues and fulfill any educational and/or experiential requirements.

4.6 Before being expelled as a member, the procedure as set forth in 4.6 a, b and c will be followed:

- (a) Upon determination by the board of directors that cause exists for consideration of expulsion of a member, notice shall be given to such a member, personally or by first class mail, setting forth the reasons expulsion is to be considered. The notice shall be given or mailed at least fifteen days prior to the date of the meeting of the board of directors to consider expulsion and shall state the time and place of the meeting and notify the member of his or her right to be heard;
- (b) The member shall be permitted to be heard personally or in writing before action is taken by the board of directors upon the expulsion question. The member may also present statements of others, orally or in writing, on his or her behalf;
- (c) Following the hearing, the board of directors shall decide whether or not a member has engaged in conduct seriously prejudicial to the interests of the Corporation and should be expelled. The decision of the board of directors shall be final and shall be effective five (5) days after notice to the member concerned.

4.7 A member may transfer to another class of membership upon meeting the requirements for that level of membership and payment of any associated fees.

4.8 Only accredited instructors in good standing may grant or authorize educational credits or certificates towards Ortho-Bionomy of Canada status

## **PART 5 – MEMBERS’ MEETINGS**

5.1 The annual or any other general meeting of the members shall be held within thirty (30) days after the end of the Corporation’s fiscal year, or on such a date and at such a time as may be fixed by the Board of Directors, in the city where the head office of the Corporation is situated, or at such other place designated by the board of directors.

5.2 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the annual review shall be presented and an annual reviewer appointed for the ensuing year. The members may consider and transact any business, either special or general, at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than five (5%) percent of the voting rights. Ten (10%) percent of the members entitled to vote in person or by proxy at any annual or special general meeting of members will constitute a quorum.

5.3 Twenty-one (21) to sixty (60) days written notice shall be given to each voting member of any annual or special general meeting of members. 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. Notice of each meeting of members must remind the member if he or she has the right the vote by proxy and that annual financial statement and documents are available upon request at the Head Office.

5.4 Each voting member present at a meeting shall have the right to exercise one vote. Participation at voting meetings of members may attend and vote remotely through a live, virtual platform. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy may be in the following form:

“The undersigned Member of Ortho-Bionomy Association of Canada hereby appoints \_\_\_\_\_ of \_\_\_\_\_ or, failing the person appointed above, \_\_\_\_\_ as the proxy of the undersigned to attend and act at the \_\_\_\_\_ meeting of the Members of the said Corporation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_\_.

\_\_\_\_\_  
Signature of Member”

A proxy holder must be a member of the Corporation.

5.5 A majority of the votes cast by the members present and carrying voting rights shall determine the questions in the meetings except where the vote or consent of a greater number of members is required by the *Act* or these by-laws.

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

5.7 Any action which may be taken at any general or special meeting of members may be taken without a meeting if the written ballot of every member is solicited by ballots setting forth the action to be taken. If the number of votes cast by ballots on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## **PART 6 – BOARD OF DIRECTORS**

6.1 The property and business of the Corporation shall be managed by a board of directors, comprised of a minimum of five (5) and a maximum of nine (9) directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals who have reached the Age of Majority in their respective province or territory, and who have power under law to contract. Directors must be members of the Corporation.

6.2 Not less than one (1) director shall be an instructor member of the Corporation.

6.3 Elected directors will serve for one (1), two (2), or three (3) years from the date of election in a combination that is most suitable to the Board. Directors must retire at the third annual general meeting following their election when their successors shall be elected. Retiring directors may stand for re-election, but no director shall be eligible to serve for more than six (6) consecutive years without taking one year off. The rotation of the board of directors will be determined annually by the Board in a combination that is most suitable to the Board.

6.3.1 Any voting member, in good standing and having been such a member with the Corporation for at least one (1) year, shall be eligible for election or appointment as an Officer or Director, except for the office of President.

6.4 If no successor is elected, the person previously elected or appointed continues to hold office until the next AGM

6.5 The office of director shall be automatically vacated:

- (a) If, at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the members present at the meeting that he or she be removed from office.
- (b) If a director has resigned his or her office by delivering a written resignation to the secretary of the Corporation;

- (c) If he or she is found by a court to be of an unsound mind;
- (d) On death;
- (e) If, at a meeting of the board of directors, a resolution is passed by a three-quarter (3/4) vote of the directors that he or she should be removed from office:
  - i. For absence from meetings as specified in the Board Attendance Policy;
  - ii. For offences to the Ortho-Bionomy Association of Canada and violations of the Code of Ethics;
  - iii. If the director is no longer a member in good standing;
  - iv. If the director has violated Board Policy and/or the Board Code of Conduct;

Provided that, if any vacancy shall occur for any reason in this paragraph contained, the board of directors, by majority vote, may, by appointment, fill the vacancy with a member of the Corporation until the next AGM.

6.6 The directors shall serve as such without remuneration and no director shall, directly or indirectly, receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

6.7 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

## **PART 7 – POWERS OF DIRECTORS**

7.1 The directors 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 herein 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.

7.2 The directors 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 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 interests of the Corporation in accordance with such terms as the board of directors may prescribe.

7.3 When passed by a vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering any of the following, the board of directors is hereby authorized, from time to time:

- (a) to borrow money on the credit of the Corporation, from a 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 board of directors may deem expedient;
- (b) 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;
- (c) to secure any such bonds, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

7.4 The board of directors 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.

7.5 The board of directors 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 board of directors at the time of such appointment.

7.6 Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or, in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

## **PART 8 – DIRECTORS' MEETINGS**

8.1 Meetings of the board of directors may be held at any time and place to be determined by the board of directors provided that forty-eight (48) written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.2 A majority of directors in office from time to time, but no less than three (3) shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors 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 Corporation.

8.3 The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.

8.4 The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) The board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) Each director has equal access to the specific means of communication to be used;
- (c) Each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

8.5 The board of directors may appoint a day or days in any month or months for regular meetings of the board at a place or hour to be named by the board and a copy of any resolution of the board fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

## **PART 9 – INDEMNITIES TO DIRECTORS AND OTHERS**

9.1 Every director of the Corporation 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:

- (a) 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 her, or in respect of any act, deed, matter or 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;
- (b) All other costs, charges and expenses which he or her 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 wilful neglect or default.

## **PART 10 - OFFICERS**

10.1 The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any other officers as the board of directors may, by by-law, determine. Any two offices may be held by the same person. Save for the president and vice-president who must be directors and members of the Corporation, all other officers need not be directors or members.

10.2 The president shall be elected at an annual general meeting of the members. Retiring presidents may stand for re-election but will not be eligible to hold office for more than four (4) consecutive years. Officers other than the president of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual general meeting of members.

10.2.1 Any voting member, in good standing and having been such a member with the Corporation for at least one (1) year and having served at least one (1) year as a member of the Board of Directors, shall be eligible for election as President of the Corporation.

10.3 The president and vice-president of the Corporation shall hold office for a one (1) or two (2) year term as determined by the board, or until their successors are elected or appointed in their stead. The secretary and treasurer shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by the board of directors at any time.

## **PART 11 – DUTIES OF OFFICERS**

11.1 The president shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Corporation and of the board of directors. He or she 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 board of directors are carried into effect.

11.2 The 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 board of directors.

11.3 The treasurer shall have 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 board of directors 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 directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all of transactions and a statement of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the board of directors.

11.4 The secretary may be empowered by the board of directors, upon resolution of the board of directors, 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 meetings of the members and of the board of directors, and shall perform other such duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be.

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

## **PART 12 – COMMITTEES**

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

## **PART 13 – EXECUTION OF DOCUMENTS**

13.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding on the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors 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 board of directors.

## **PART 14 – MINUTES OF THE BOARD OF DIRECTORS**

14.1 The minutes of the board of directors shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

## **PART 15 – FINANCIAL YEAR**

15.1 The financial year of the Corporation shall be as the directors may, from time to time by resolution, determine.

## **PART 16 – AMENDMENT OF BY-LAWS**

16.1 Special By-Law Amendments: A majority of the directors at a meeting of the board of directors may propose the enactment, repeal or amendment of the by-laws of the Corporation dealing with conditions of membership, the designation of any class or group of members or adding, changing or removing any rights and conditions of any such class or group, dividing any class or group of members into two or more classes or groups and fixing the rights and conditions of each class or group, notice of meetings to members, transferability of membership or absentee voting. Any such proposal will not be in effect until sanctioned by a two-thirds vote of members at the next meeting of members.

16.2 General By-Law Amendments: A majority of the directors at a meeting of the board of directors may enact, repeal or amend with immediate effect any other by-laws of the Corporation. Such enactment, amendment or repeal is effective until the next meeting of members when a majority vote of members confirms amends or rejects it.

## **PART 17 – ANNUAL REVIEW**

17.1 The members shall, at each annual meeting, establish an annual review of the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The annual reviewer shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the reviewer. The remuneration of the reviewer shall be fixed by the board of directors.

17.2 The annual reviewer of the Corporation may not be a director, officer or employee of the Corporation or of an affiliated corporation, or associated with that director, officer or employee unless all members have consented.

## **PART 18 – BOOKS AND RECORDS**

18.1 The directors 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.

## **PART 19 – RULES AND REGULATIONS**

19.1 The board of directors may prescribe such 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 rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and, failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.