



By-laws of the International Chiropractic Regulatory Society

1. Definitions

In these By-laws and all other by-laws of the Corporation, unless the context otherwise requires:

"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, 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 Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"By-law" means these By-laws and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means International Chiropractic Regulatory Society, which may also be referred to as "ICRS";

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of subsection 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

Definitions per the Act and Regulations

Direct hyperlink to the Canadian Act

Direct hyperlink to the Canadian Regulations

2. Interpretation

In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary-treasurer of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

5. Financial Year End

The financial year end of the Corporation shall be December 31 in each year.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The board of directors of the Corporation may, with authorization of the members, borrow money on the credit of the Corporation.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and on the members' only section of the website. These documents shall also be provided electronically to every member.

9. Ethical Conduct and Conflict of Interest

In accordance 141 (Disclosure of Interest) of the Act, directors, committee members, appointees, and employees shall abide by the Corporation By-laws, rules, guidelines, policies and procedures and shall avoid engaging in activities which constitute or may be perceived as a conflict of interest with regard to Corporation matters.

Such activities shall be self-disclosed and maintained on a registry which is reviewed at pertinent meetings, until removed by the reporting individual.

10. Membership Conditions

Subject to the Articles of Incorporation, there shall be three classes of members in the Corporation, namely, Regulatory members, Partner members, and Associate members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation in accordance with these By-laws and policies adopted by the board by resolution. The decision of the board to approve applicants for membership is subject to ratification by special resolution of the Regulatory members at the next meeting of the Corporation. Each Regulatory member must be in good legal standing in their own country.

The stated goal of the Corporation is to reach decisions by consensus of Regulatory and Partner members. However, where there is disagreement, the members of the Regulatory class have exclusive voting rights as put forth in the Corporation's Articles of Incorporation.

The following conditions of membership shall apply:

Regulatory Members

Regulatory membership shall be available to organizations that have applied and have been accepted for Regulatory membership in the Corporation.

- a. The following shall be eligible for this class of membership:
 - i. A national chiropractors' regulatory authority; or
 - ii. A national or multi-national association of chiropractor regulatory authorities; or
 - iii. Where no national regulatory authority or national association of chiropractic regulatory bodies exists, a state, provincial, or territorial chiropractic regulatory authority.
- b. Regulatory member rights
 - i. As set out in the Articles of Incorporation, each Regulatory member is entitled to receive notice of, attend and vote at all meetings of the Corporation and each such Regulatory member shall be entitled to one (1) vote at such meetings, to be cast by the designated delegate.
 - ii. Other Regulatory member representatives may attend, participate, and provide input to Corporation meetings as recognized by the Corporation Chair but shall not vote.
 - iii. A Regulatory member may propose resolutions and matters for discussion at Corporation meetings.
 - iv. The term of membership of a Regulatory member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Partner Members

Partner membership shall be available to organizations that have applied and have been accepted for Partner membership in the Corporation.

- a. The following shall be eligible for this class of membership:

Other internationally collaborative or multi-national organizations or national bodies with a nexus to and involvement with the regulation of chiropractors involved in accreditation, examination, education, and professional association.
- b. Partner member rights

As set out in the Articles of Incorporation, each Partner member is entitled to receive notice of all meetings of the Corporation and may designate two delegates to attend. Delegates may participate meetings of the Corporation but shall not vote.

- c. Other representatives of Partner members may attend, participate, and provide input to Corporation meetings as recognized by the Corporation Chair but shall not vote.
- d. A Partner member may propose resolutions and matters for discussion at Corporation meetings.
- e. The term of membership of a Partner member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Associate Members

Associate membership shall be available to organizations that have applied and have been accepted for Associate non-voting membership in the Corporation.

- a. The following shall be eligible for this class of membership:

Any other organizations that have a direct role in the regulation of chiropractors or other matters related to quality and integrity of the practice of chiropractic.
- b. Associate Member Rights

As set out in the Articles of Incorporation, each Associate member is entitled to receive notice of all meetings of the Corporation and may send representatives to attend but shall not vote. Representatives of Associate members may provide input to Corporation meetings as recognized by the Corporation chair.
- c. The term of membership of an Associate member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Regulatory members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Delegate designation

The board shall establish policies regarding the designation of delegates. Per the Act, alternate delegates are not permitted.

11. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Regulatory members is required to make any

amendment to add, change or delete this section of the By-laws.

12. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

13. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with subsection 167 (Requisition of Meeting) of the Act, on written requisition of at least one Regulatory member, subject to approval by the majority of Regulatory members. If the directors do not call a meeting within twenty-one (21) days of approval by the Regulatory members, any member who signed the requisition may call the meeting.

14. Absentee Voting at Members' Meetings

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

15. Membership Dues

Membership dues shall be approved by majority vote at an annual meeting of the Corporation.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within ninety (90) days of the membership renewal date the members in default shall be suspended without membership privileges. Membership in the Corporation is automatically revoked if dues have been in arrears for one year.

16. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member organization is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the Articles of Incorporation or By-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

No refund of membership dues will be made for early termination.

17. Effect of Suspension or Termination of Membership

Subject to the Articles of Incorporation, upon any suspension or termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

18. Discipline of Members

The Regulatory members shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the Articles of Incorporation, By-laws, or written policies of the Corporation;

- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Regulatory members in their sole discretion;
- c. for any other reason that the Regulatory members in their sole and absolute discretion consider to be reasonable, having regard to the purpose of the Corporation.

The following process shall apply:

- a. Upon majority vote of the board, the chair (or such other officer as may be designated by the board) shall provide the member with twenty (20) days' notice of the reasons the board may propose suspension or expulsion from the Corporation to the membership.
- b. The member may make written submissions to the board within such twenty (20) day period.
- c. If no submissions by the member are timely received, the board shall recommend to the membership that the member be suspended or expelled for cause.
- d. If submissions by the member are timely received, the board shall review such submissions and, within twenty (20) days of receipt of such submissions, shall advise the member whether the board will either:
 - i. recommend to the membership that the member be suspended or expelled from the Corporation, or
 - ii. withdraw such recommendation.
- e. If the decision of the board to is to recommend suspension or expulsion, the member may address the membership during a properly convened general meeting.

The decision of the membership shall be final and binding on the member, without any further right of appeal.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place and Form of Members' Meetings

Subject to compliance with subsection 159 (Place of Members' Meetings) of the Act, meetings of the members

may be held at the place that the board determines and in such form, including by electronic means, as may be permitted under the Act.

21. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, Articles of Incorporation and By-laws are entitled to cast a vote at the meeting.

22. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23. Quorum at Members' Meetings

Following due notice of a members meeting, a quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members but ceases to be present during the meeting, the meeting may continue but no decisions may be made.

If a quorum is not present but may reasonably be expected to be met, the meeting may be delayed for up to sixty (60) minutes while an effort is made to secure a quorum. If at the end of that 60 minutes a quorum is still not present, then the members present shall be deemed a quorum and the meeting may proceed but with no formal decisions made.

24. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the Articles of incorporation or By-laws or by the Act, be determined by a majority of the votes cast on the questions. The chair shall not vote except in case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

25. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these By-laws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

26. Members' Meeting Held Entirely by Electronic Means

If the board of directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

27. Board of Directors and Officers

Board of Directors

The board of directors shall consist of the Regulatory members, subject to the limits specified in the Articles of Incorporation of the Corporation.

In addition, the board of directors shall include such ex-officio members (as non-directors) as the board may determine by ordinary resolution, to provide as possible for representation by the major geographic areas of the world and for expertise in education, examination and accreditation, and such other provisos that the board may specify from time to time.

Eligible representatives of Regulatory members are those who, at the time of election, presently serve or in the past three years (36 months) have served as a director, officer, or executive staff member of a Regulatory member organization.

Because the appointment is at the discretion of the Regulatory member, there is no limit to the number of consecutive terms that a director may serve.

In accordance with the Act, directors and officers shall serve until replaced.

Officers

The chair, vice-chair, and secretary-treasurer shall be elected by the board of directors to a two year term by ordinary resolution at an annual meeting of the Corporation. These officers may not serve for more than two consecutive terms in the same office and one person may not hold more than one of these offices.

Officers are seated at the close of the annual meeting following their election.

28. Vacancy on the Board

In the absence of a written agreement to the contrary, the board of directors may remove, whether for cause or without cause, any director of the Corporation. Unless so removed, a director shall hold office until the earlier of:

- a. the director's successor being appointed by the Regulatory member,
- b. the director's resignation, or
- c. such director's death.

Vacancy of Officers

In the event of a vacancy in the office of the chair, the vice-chair shall immediately assume the title and responsibilities of the office.

In the event of vacancies in the offices of vice-chair or secretary-treasurer, the directors may, by resolution, appoint an eligible person to serve until the next annual meeting of the Corporation.

29. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

30. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board (to include by electronic means) shall be provided to every director of the Corporation not less than thirty (30) days before the time when the meeting is to be held. Such notice may be in any manner authorized by the board.

Notice of a board meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless these By-laws otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

31. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

32. Quorum at Board of Directors Meetings

A quorum at any meeting of the board of directors shall be a majority of the directors entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members but ceases to be present during the meeting, the meeting may continue but no decisions may be made.

If a quorum is not present but may reasonably be expected to be met, the meeting may be delayed for up to sixty (60) minutes while an effort is made to secure a quorum.

33. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair shall not vote except in case of an equality of votes.

34. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

35. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation shall have the following duties and powers associated with their positions:

- a. Chair of the Board - The chair of the board shall be a director. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. Vice-Chair of the Board - The vice-chair of the board shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. Secretary-Treasurer of the Board - The secretary-treasurer shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary-treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary-treasurer shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary-treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; the secretary-treasurer shall review financial statements, review the budget, and nominate the

auditor. The secretary-treasurer shall have such other powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or chair requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

The officers may delegate the tasks but not the responsibility to the executive director. The board may also delegate specific tasks to any other individual specifically authorized by the board.

36. Executive Director

The board may engage an executive director under terms determined by the board. If so designated, the executive director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The executive director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

37. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles of Incorporation, the By-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with subsection 128 (Notice of Directors) or 134 (Notice of Change of Directors) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 so 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-treasurer may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary-treasurer to be reliable. The declaration by the secretary-treasurer that notice has been given pursuant to these By-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

37. Invalidity of any Provisions of these By-laws

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

38. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with these By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

39. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of these By-laws.

40. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the Articles of Incorporation or By-laws, or out of any

aspect of the operations of the Corporation 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, officers, committee members, employees or volunteers of the Corporation as set out in the Articles of Incorporation, By-laws or the Act, 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 (or if applicable the board of the Corporation) 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 parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that 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.

41. By-laws and Effective Date

Subject to the Articles of Incorporation, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

END

Approved unanimously by the ICRS Board of Directors
via electronic means as of March 5, 2018