

BYLAWS 1-V

Bylaws relating generally to the management and affairs of the **Canadian Memorial Chiropractic College**.

BE IT ENACTED and it is hereby enacted as bylaws of the **CANADIAN MEMORIAL CHIROPRACTIC COLLEGE** (hereinafter referred to as "CMCC") as follows:

REVOCAION OF FORMER BYLAWS

- 1.01** These bylaws, being bylaws 1-V hereby repeal and amend bylaws 1-U of CMCC and stand in their stead.

HEAD OFFICE OF CMCC

- 2.01** The head office of CMCC shall be in the City of Toronto, in the Province of Ontario, or such other location as determined by Special Resolution of the Board of Governors (hereinafter referred to as the "Board of Governors" or "Board").

VISION AND MISSION

- 3.01** Vision – an academic institution recognised for creating leaders in spinal health
- 3.02** Mission – deliver world class chiropractic education, research and patient care

MEMBERSHIP

- 4.01a** Any chiropractor duly registered, or licensed to carry on practice as a chiropractor, or registered under a recognized Canadian or provincial chiropractic regulatory board, from whom the fee payable for annual fees has been received, or a retired member, or any Public Member of the Board of Governors of CMCC who is not a chiropractor, shall be entitled to be an active member of CMCC.
- 4.01b i** Faculty and staff of CMCC as defined in the CMCC Employment Classifications Policy, who are non-chiropractors, from whom an annual fee has been received - if any, shall be entitled to be Associate Members of CMCC during their employment.
- 4.01b ii** Associate Members of CMCC shall not be entitled to a vote.
- 4.02 i** Any chiropractor, who has been a member of CMCC for twenty years or more, and has been granted life membership in any jurisdiction recognized by Resolution of the Board of Governors, may be granted life membership to CMCC by Resolution of the Board of Governors.
- 4.02 ii** All CMCC alumni celebrating the 50th anniversary of their graduation shall be granted life membership with CMCC.
- 4.03** Any chiropractor or member of the public, who, for lengthy or exemplary service to CMCC, is selected by resolution of the Board of Governors, shall be entitled to be an honorary member of CMCC.
- 4.04** Honourary, life and retired members shall not be required to pay any annual fees or dues to CMCC.

- 4.05** Active members in good standing and chiropractors who are honorary, life or retired members shall be entitled to vote at any meeting of the members of CMCC. Honourary public members shall not be entitled to vote except when a member of the Board.
- 4.06** Active members in good standing and honorary, life or retired members shall be entitled to hold an elected office on the Board of Governors.
- 4.07** Any member shall cease to be qualified to hold membership in CMCC in the event of one or more of the following occurrences:
- 4.07.01** their death;
- 4.07.02** their written resignation addressed to the Chair of the Board;
- 4.07.03** the revocation of their membership by a resolution of the Board of Governors, as more particularly described in these bylaws, or
- 4.07.04** non-payment of dues or other monies which might at any time be owing by a member for a period of 60 days from the end of the fiscal year in which the monies were due and payable.

REVOCATION OF MEMBERSHIP BY BOARD OF GOVERNORS

- 5.01** The Board of Governors may, by special resolution, revoke the membership of any member for conduct determined by the Board of Governors as being inappropriate, provided no member shall have their membership revoked until CMCC has first sent notice of complaint in writing regarding the inappropriate conduct. Such notice shall be sent to them at their last known address at least ten (10) days prior to the holding of the meeting of the Board of Governors at which such complaint shall be considered. The member shall be entitled to appear personally before and/or be represented at the Board of Governors' meeting by counsel and shall have the right to be heard thereat. Such meetings may be held In Camera or by teleconference at the sole discretion of the Board.

MEMBERSHIP FEES AND ASSESSMENTS

- 6.01** The annual fees payable in respect of membership in CMCC shall be decided by resolution of the Board of Governors. Each member wishing to retain their membership in CMCC shall pay such annual fee when invoiced in each and every calendar year. Provided that, if any member resigns, dies or has their membership terminated, they or their estate shall not be liable for annual fees for the then current calendar year, and subject to the fact that no refund of fees shall be given except by resolution of the Board of Governors.
- 6.02** The Board of Governors may, by resolution, at its discretion, designate special categories of membership for which a reduced annual fee may be charged.
- 6.02.01** The President of CMCC shall during their tenure be designated as a voting member of CMCC

THE BOARD OF GOVERNORS

- 7.01** The Board of Governors of CMCC shall consist of the following, none of whom shall be the Chief Operating and/or Chief Executive Officer of a provincial or federal chiropractic organization, regulatory board or Doctor of Chiropractic Program:
- 7.01.01** Up to a total of eight (8) chiropractors who shall be members in good standing of CMCC, and licensed to practice chiropractic in Canada, shall be elected by a vote of all members at the annual meeting of CMCC from the membership in Canada, who shall serve for a term of one (1) or two (2) years.
- 7.01.02** Up to a total of nine chiropractors who are members of CMCC in good standing, one from each jurisdiction listed below, shall be elected for a one (1) or two (2) year term as set out in section 7.01.04:
- a. Alberta
 - b. British Columbia
 - c. Manitoba
 - d. New Brunswick
 - e. Newfoundland and Labrador
 - f. Nova Scotia
 - g. Ontario
 - h. Quebec
 - i. Saskatchewan
- 7.01.03** CMCC members in each of the Northwest and Yukon Territories, Nunavut and Prince Edward Island shall be entitled to elect a representative to the Board of Governors when the chiropractors residing in such jurisdiction number a minimum of 40.
- 7.01.04** The chiropractors referred to in 7.01.02 shall be elected to the Board of Governors by a vote of the members in good standing with CMCC residing in that province.
- 7.01.05** A minimum of two (2) and a maximum of ten (10) persons not licensed to practice chiropractic in Canada shall be elected for a term of one (1) or two (2) years by the Board of Governors and shall represent the general public.

OFFICERS OF THE BOARD OF GOVERNORS

- 8.01** The Board of Governors shall, from amongst themselves, at the first meeting of the Board after the annual membership meeting, elect a Chair, a Vice-Chair, and a Secretary /Treasurer, who shall be responsible for the functions of the Board of Governors on a daily basis.
- 8.02** The Chair shall be a member of the Board of Governors who has been elected to the Board of Governors without reference to a provincial jurisdiction as set out in 7.01.02.
- 8.03** The Board may by majority vote at a special meeting called for such purpose remove an officer from such position and fill such vacancy for the remainder of the term of office.

DUTIES/MEETINGS OF THE BOARD OF GOVERNORS

- 9.01** The Board of Governors shall be responsible for all matters of policy pertaining to the direction, operation and maintenance of professional, academic and ethical standards with regard to CMCC.
- 9.02** The Chair or failing them, the Vice-Chair or, failing them, the Secretary / Treasurer, shall chair all meetings and, in the event of an equality of votes, shall have a casting vote.
- 9.03** The Board of Governors may make such other rules and regulations covering its meetings as it may, in its discretion, determine necessary.
- 9.04** Special meetings of the Board of Governors may be called by three (3) members of the Executive Committee or upon written request of at least two-thirds (2/3) of the members of the Board and upon service upon each of the members of at least ten (10) days' notice.
- 9.05** A member of the Board of Governors ("Governor" or "Governors") shall not receive any stated remuneration for their services, but by resolution of the Board of Governors, expenses may be allowed for their attendance at each regular or special meeting of the Board of Governors. The Chair of the Board of Governors shall receive a further stipend for their expenses incurred while Chair of the Board. In all cases, it shall be at the discretion of the Executive Committee to ascertain the reasonable expenses to be reimbursed without the necessity of an audit relating thereto.
- 9.06** Members of the Board of Governors shall have no conflict of interest nor shall receive any financial benefits from the operation of CMCC or from any other member or members of the Board and administrative staff, or from businesses or enterprises controlled or directed by them, without the express written consent of seventy-five per cent (75%) of the full Board of Governors, given by the Board to the member after receipt by the Board of a full and complete written disclosure of such benefit or conflict or apparent benefit or apparent conflict.
- 9.07** No member of the Board of Governors shall serve as a CMCC employee.
- 9.08** Eleven (11) Governors representing five (5) provincial jurisdictions shall constitute a quorum.

VACANCIES, REPLACEMENTS AND IMPEACHMENT

- 10.01** If any Governor, elected pursuant to Section 7.01.01, ceases to be a member of CMCC or shall resign from the Board of Governors during their term of office, then the vacancy so created shall be filled by a replacement from the membership in Canada. The Board of Governors shall by resolution fill such vacancy for the remainder of such term of office by appointing the replacement member to the Board. The newly appointed Governor shall complete the term of the person they replaced.
- 10.02** If any Governor elected pursuant to Section 7.01.02 shall cease to be a member of CMCC or shall resign from the Board of Governors during their term of office, the vacancy thereby created shall be filled by a replacement from the region which the

member represented pursuant to Section 7.01.02. The Board of Governors shall, by resolution, fill such vacancy, as aforesaid, for the remainder of such term of office by appointing such member to the Board.

- 10.03** If any Governor resigns from the Board during their term of office, and shall have been a Governor elected pursuant to Section 7.01.05, then the vacancy so created may be filled by the Board of Governors. The newly appointed Governor shall then complete the term of the person they replaced.
- 10.04** If any Governor shall fail to attend two consecutive Board meetings without just cause, the issue will be reviewed by the Executive Committee for the purposes of determining whether any action should be taken with respect to the continuation of the individual as a member of the Board of Governors.
- 10.05** Any member of the Board of Governors may be removed from the Board for cause, by a vote by written ballot of two-thirds (2/3) of the members of the general membership present at a Special meeting called for such purposes and such replacement shall be pursuant to 10.01, 10.02, or 10.03.

BOARD LIAISON/RECORDING SECRETARY

- 11.01** The Board of Governors shall, from time to time, appoint a Board Liaison/Recording Secretary who shall be a member of the CMCC staff.
- 11.02** The Board Liaison/Recording Secretary shall be given or cause to be given all notices required to be given to the members, the Board of Governors, the Executive Committee of the Board of Governors; they may attend all meetings, except as determined by the Board, as a non-voting member and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings. They may be deemed the repository of the corporate seal of CMCC and all books, papers, records, documents and other instruments belonging to CMCC on behalf of the Board Secretary-Treasurer. They shall be responsible to the Board of Governors.

EXECUTIVE COMMITTEE

- 12.01** The Executive Committee shall be composed of the Executive Officers of the Board (Chair, Vice-Chair, Secretary/Treasurer, Immediate Past Chair) and two other members elected by the full Board.
- 12.02** All members of the Executive Committee must have served on the Board for a minimum of one year prior to their election.
- 12.03** The CMCC President shall be an ex-officio member of the Committee, without vote.
- 12.04** The Executive Committee shall meet not less than four times a year.
- 12.05** The Executive Committee may make such other rules and regulations with respect to its meetings as it may, in its discretion deem necessary.
- 12.06** The Chair, or failing them, the Vice-Chair or the Secretary/Treasurer, shall chair all meetings and, in the event of an equality of votes, shall have a casting vote.

- 12.07** A majority of the members of the Executive Committee shall constitute a quorum of the Executive Committee.
- 12.08** The Executive Committee shall be entitled to exercise the powers of the Board, subject to such regulations and restrictions as the Board of Governors may adopt from time to time.
- 12.09** The Executive Committee shall not receive any stated remuneration for their services, but expenses for their attendance at each Executive Committee meeting may be allowed.
- 12.10** The Board may, by majority vote at a special meeting called for such purpose, remove a member of the Executive Committee from such position and fill such vacancy for the remainder of the term.
- 12.11** The Executive Committee is a Standing Committee of the Board.
- 12.12** The Committee shall act on existing policies and directives from the Board and must report all actions to the full Board.
- 12.13** The Committee will conduct an annual review of the President's remuneration.

COMMITTEES

- 13.01** The Board shall create such committees as shall be determined necessary, from time to time, and shall provide such directions to such committees as shall be necessary. The Chair of the Board shall be an ex-officio member of all Board committees to which they may not otherwise be designated as a member, and such committees shall report to the Board of Governors.

PRESIDENT OF CMCC

- 14.01** There shall be a President of CMCC, appointed by the Board of Governors, who shall serve as the Chief Executive Officer of CMCC and shall have such duties as are assigned to them by the Board of Governors in their terms of reference.
- 14.02** The President of CMCC shall be directly responsible to the Board of Governors.
- 14.03** The President of CMCC shall be an ex-officio member of all Board committees with the exception of any committee as determined by the Board with 2/3 of the votes of those in attendance.

ANNUAL MEETING

- 15.01** The annual meeting of CMCC shall be held at such time and on such day in each year as the Board of Governors may from time to time determine, for the purpose of hearing and receiving the reports and statements required by Statute, to be read at or presented to the membership at an annual meeting, appointing the auditor, and for the transaction of such other business as may properly be brought before the meeting.
- 15.02** The annual meeting shall be held at such locations within or outside of Ontario as the Board of Governors may, by resolution, specify. Notices of such annual meeting

shall be sent to every member in good standing at their address as it appears on the membership roll of CMCC, which notice shall be sent at least twenty (20) days prior to the date of the annual meeting.

- 15.03** Twenty (20) members present in person or represented by proxy constitute a quorum, but a lesser number may adjourn the meeting for a period of not more than twenty-one (21) days.

BOARD OF GOVERNORS MEETING

- 16.01** The Board of Governors shall meet at least bi-annually or more often as may be determined by the Board.

MEETINGS

- 17.01** Any meeting required to be held pursuant to these bylaws or as otherwise required by law may take place by any method that is allowed pursuant to the Corporation's Act of Ontario, as amended from time to time.

SPECIAL MEETING

- 18.01** Special meetings of the members of CMCC may be called by the Chair of the Board of Governors.
- 18.02** At the written request, signed by not less than ten (10) per cent of the total voting membership in good standing of CMCC, the Chair of the Board of Governors shall, within thirty (30) days, call a special meeting for such purpose as shall be set out in such request.
- 18.03** Notice of such special meeting shall be sent to all voting members at their addresses as they appear in the membership roll, which notice shall be sent at least ten (10) and not more than twenty (20) days prior to the date of the special meeting. Such notice shall state the business to be transacted at such meeting.
- 18.04** No other business but that specified in the notice may be transacted at a special meeting.

VOTE AT A MEETING

- 19.01** A vote at all meetings of members may be by show of hands, if applicable, except that the Chair of the meeting or any member may, on any question, demand that there be a roll call vote and the vote be tallied and recorded. At any meeting of CMCC at which a vote is taken, each member of CMCC shall be entitled to one (1) vote and such vote may be cast in person or by proxy. If the vote is by proxy, it shall be in writing and shall be filed with the Secretary no later than forty-eight (48) hours before the meeting for which the proxy is to be used.

CHANGE OF BYLAWS

- 20.01** Notwithstanding any other provisions in these bylaws, any meeting of members called to amend, repeal, alter, vary or enact any bylaws must be called on at least thirty (30) days prior notice.

AUDITORS

- 21.01** The auditors shall be appointed at the annual meeting to hold office until the next annual meeting, and/or until a successor is appointed and failing the appointment of an auditor by the membership, the Board of Governors shall exercise such appointment until the next general meeting of the membership.
- 21.02** The auditors shall have the rights of access at all times to all records, documents, books, accounts and vouchers of CMCC, and such information and explanations as may be necessary for the performance of the duties of auditors.
- 21.03** The auditors shall report, orally or in writing, to the members on the financial statements of CMCC.

FINANCIAL

- 22.01** Unless otherwise determined by the Board of Governors, the fiscal year of CMCC shall end on the 31st day of May in each and every year.
- 22.02** At each annual meeting there shall be tabled:
- a. the financial statements of CMCC for the year ended May 31 immediately prior to such meeting, and
 - b. the report of auditors thereon.

BANKING

- 23.01** The banking business of CMCC 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 Governors 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 CMCC and/or other persons as the Board of Governors may by resolution from time to time designate, direct or authorize.
- 23.02** The Board of Governors of CMCC may, without authorization of the members:
- a. borrow money on the credit of CMCC;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of CMCC;
 - c. give a guarantee on behalf and
 - d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of CMCC owned or subsequently acquired, to secure any debt obligation of CMCC.
- 23.03** All matters related to 23.02 shall be transacted in writing by at least one member of the Board of Governors and one member of the Executive Administration of CMCC.

NOTICES

- 24.01** Any notice, communication or other document to be given by CMCC, a member, officer or auditor of CMCC shall be sufficiently given if delivered personally to the person to whom it is to be given or delivered to their last address as recorded on the membership roll of CMCC or if posted by prepaid, ordinary mail or airmail, in a sealed envelope addressed to them at their last address as recorded on the membership roll of CMCC, or if sent by means of facsimile or e-mail or any other form of recorded communication with proof of successful transmission which may be

evidenced by a declaration of the sender. The Board Liaison/Recording Secretary may change the address on the membership roll of CMCC in accordance with any information believed by them to be reliable.

- 24.02** In computing the date when notice must be given, the date of giving the notice and the date of the meeting or other event shall be excluded.
- 24.03** The accidental omission to give any notice to any member, officer or auditor or the non-receipt by any member, officer or auditor of CMCC 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 founded thereon.
- 24.04** Members of the Board of Governors, the Executive Committee, the members of CMCC, officers or auditors of CMCC may waive any notice required to be given under any provisions of these bylaws or of the Corporation's Act and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any defect in giving such notice.

INDEMNIFICATION

- 25.01** No Governor or Officer for their term as a representative of CMCC shall be liable for the acts, receipts, neglects or defaults of any other Governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to CMCC through the insufficiency or deficiency of title to any property acquired for or on behalf of CMCC or for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to CMCC shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which the monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to CMCC or for any loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office, trust or in relation thereto unless the same shall happen through their own wrongful and wilful act or through their own wrongful and wilful neglect or default. The Governors for the time being of CMCC shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of CMCC, except such as shall have been submitted to and authorized or approved by the Board of Governors. If any Governor or officer of CMCC shall be employed by or shall perform services for CMCC otherwise than as a Governor or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for CMCC, the fact of their being a Governor or officer of CMCC shall not disentitle such Governor or officer or such firm or company as the case may be from receiving proper remuneration for such services.

Every Governor or officer of CMCC or other person who has undertaken or is about to undertake any liability on behalf of CMCC 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 CMCC, from and against:

- a. all costs, charges and expenses whatsoever which each such Governor, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b. all other costs, charges and expenses that they sustain or incur in or about, or in relation to, the affairs thereof,

except such costs, charges or expenses as are occasioned by their own wilful neglect or wilful default.

25.02 CMCC shall maintain for the benefit of the Governors, officers, or other employees and agents, of CMCC sufficient insurance to protect the aforementioned persons from personal loss arising out of any action taken against such persons by a third party for actions as contemplated by section 24.01, as aforesaid.

RULES OF PROCEDURE

26.01 Roberts Rules of Order shall govern the organization in all procedural matters not otherwise covered by the Constitution, bylaws or approved procedures of the Organization.

INTERPRETATION

27.01 In these bylaws, words importing singular number only shall include the plural and vice versa; and words importing persons shall include companies, corporations, partnerships and any number of aggregate persons; "Board of Governors shall be synonymous with Board of Directors, as defined by statute in Ontario"; "Corporation's Act" shall mean the Corporation's Act of the Province of Ontario, as amended from time to time, or any Act that may hereinafter be substituted therefore; the word "Section" shall mean the various paragraphs herein.

PASSED BY A MOTION OF THE BOARD OF GOVERNORS THE 23rd DAY OF APRIL, 2021.



Chair



Secretary

CONFIRMED BY THE MEMBERS THE 22nd DAY OF OCTOBER, 2021.



Secretary