

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

Canadian Association for Research on Work and Health -- Association canadienne de recherche en santé au travail

(the "Corporation")

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

SECTION 1. GENERAL

1.1. Definition

In this by-law 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 this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**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 of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member 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.

1.2. Interpretation

In the interpretation of this by-law, 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.

1.3. Official Languages

The Corporation shall function in both official languages. For written communications, including official documents and communications of the Corporation, either official language or both may be used as the Board deems financially and practically feasible.

1.4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President or any other officer, director or staff member appointed by the Board. 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 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.

1.5. Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

1.6. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- borrow money on the credit of the corporation;
- issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

1.7. 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 from the Financial Officer free of charge.

SECTION 2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.1. Membership Conditions

Subject to the articles, there shall be three classes of members in the Corporation, namely, Class A (Member) members, Class B (Associate) members and Class C (Organizational) members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A Members - Regular Members

Class A voting membership shall be available to persons who identify him/herself as a work and health researcher in Canada. Members may hold an elected office in the Corporation and may vote on any matters before a general or any special meeting. The term of membership of a Class A voting member shall be biannual, subject to renewal in accordance with the policies of the Corporation. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members – Associate Members

Class B non-voting membership shall be available to persons who have an interest in the objects of the Corporation, but who do not meet the criterion of Class A membership. Associate Members may not hold elected office in the Association. The term of membership of a Class B non-voting member shall be biannual, subject to renewal in accordance with the policies of the Corporation. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Class C Members – Organizational Members

Class C non-voting membership shall be available to any person representing an organization that has an interest in the objects of the Corporation. Organizational Members may not hold elected office in the Association. The term of membership of a Class C non-voting member shall be biannual, subject to renewal in accordance with the policies of the Corporation. Subject to the Act and the articles, a Class C non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the 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).

2.2. Membership Transferability

No member of the Corporation shall transfer his membership without the written approval of the Board of Directors, whose decision in this regard shall be final and binding. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.3. Membership Lists

Access to membership lists shall be under the control of the Board of Directors in accordance with policies that may from time to time be determined by the membership at a general or special meeting.

SECTION 3. MEETINGS OF MEMBERS

3.1. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, 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.

3.2. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

3.3. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote 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.

3.4. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 1% of members entitled to vote at the meeting at which the proposal is to be presented. The nominee must consent to the nomination.

3.5. 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.

3.6. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada..

3.7. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.8. Chair of Members' Meetings

The chair of members' meetings shall be decided in advance by members of the board.

3.9. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10 percent of the members entitled to vote at the meeting. 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 a quorum is not present throughout the meeting. Notwithstanding the foregoing a quorum shall not be deemed to be present unless it includes at least a majority of the members of the Board present.

3.10. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the

results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.11. 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 this by-law, 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.

3.12. Members' Meeting Held Entirely by Electronic Means

If the 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.

SECTION 4. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.1. Membership Dues

The annual membership fee and any other fee or fees payable by Members shall be determined from time to time by the Board of Directors. Members shall be notified in writing of the membership dues at any time payable by them. Any member of the Corporation shall be deemed to have resigned on failure to pay any applicable membership or other fee within the time period prescribed by the Board.

4.2. Termination of Membership

A membership in the Corporation is terminated when:

- i. the member dies or resigns;
- ii. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- iii. the member's term of membership expires and he/she does not renew it; or
- iv. the Corporation is liquidated and dissolved under the Act.

4.3. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

SECTION 5. DIRECTORS

5.1. Number of Directors

The Corporation shall be managed by a Board of not less than five (5) Directors, and no more than fifteen (15), as established from time to time by a general meeting of the Corporation. In all cases the number shall include the President and the Vice-President.

5.2. Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. A Director (including a Director who has been elected at any point during the period as Vice-President or President) shall serve for no more than six (6) consecutive years on the Board. A President or Vice-President can serve in that position for only two (2) years consecutively.

5.3. Nominations Committee

There shall be a Nominations Committee composed of three (3) members of the Association, two (2) of whom shall be chosen by a majority vote at each annual general meeting. The Immediate Past-President shall be the third member of the Nominations Committee and shall be Chairperson of the Committee.

5.4. Nomination Procedure

The Nominations Committee shall propose a slate for the year following that in which the Nominations Committee is elected. On or before 45 days before the AGM, it shall advise the membership of the number of seats vacant. The Nominations Committee shall invite, receive and, if necessary, solicit nominations from the membership. Nominations shall be made in writing signed by at least two (2) Members and consented to in writing by the nominee and submitted to reach the secretary no later than 3 days before the AGM.

5.5. Selection Procedures

Elections shall be conducted annually at the AGM by the Secretary or by his nominee (in the event the Secretary is a candidate). All Board members shall be elected by ballot using a voting procedure such that secrecy of voting shall be achieved. In the event that only one person has been nominated for a Board position, the member may be elected by acclamation

5.6. Vacancy in Office

The office of director shall be automatically vacated:

- (a) if a Director shall resign his office by delivering a written resignation to the Secretary of the Association;
- (b) if a Director becomes of unsound mind;
- (c) if at a special general meeting of Members a resolution is passed by seventy-five (75%) per cent of the Members present that he be removed from office;

- (d) if he no longer fulfills the requirements for membership in the Association; or
- (e) on death.

SECTION 6. MEETINGS OF DIRECTORS

6.1. Calling of Meetings of Board of Directors

Meetings of the board may be called by the President of the board, the Vice-President of the board or any two (2) directors at any time.

6.2. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than ten (10) days before the time when the meeting is to be held to be sent by telephonic, electronic or other communication facility at the director's recorded address for that purpose.

Special or urgent meetings of the Board of Directors shall be held at the call of the President, with directors given due notice of no less than forty-eight (48) hours if they are to meet together in a city in Canada, or no less than twenty-four (24) hours if the meeting is to be conducted by phone or other means whereby all Directors have the opportunity to participate and to hear all others participate in the meeting. Notice may be by fax, electronic mail, telephone or in any other practical manner. The requirement for such notice may be waived by unanimous vote of the Board.

6.3. Regular Meetings Section

The Board of Directors of the Corporation shall meet at least once every six (6) months. 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.

6.4. 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. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.5. 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.

SECTION 7. OFFICERS

7.1. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

7.2. 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, if designated and if officers are appointed, shall be a President, Vice-President, Secretary and Treasurer and such other officers as the Board of Directors may by resolution determine. The offices of Secretary and Treasurer may be held by the same person. The offices of the Corporation shall have the following duties and powers associated with their positions:

President of the Board – The president of the board, if one is to be appointed, shall be a director. The President shall:

- a) preside at all meetings of the Corporation and the Board; in the absence of the President the Vice-President shall preside; in the absence of both, the members present will appoint, by majority vote, a chair for the meeting;
- b) supervise the affairs and operations of the Corporation;
- c) see that all orders and resolutions of the Board are carried out;
- d) call Board meetings from time to time;
- e) have the right to make decisions affecting the general conduct and affairs of the Corporation between Board meetings;
- f) have such other duties and powers as the board may specify.

Vice-President of the Board – The vice-president of the board, if one is to be appointed, shall be a director. If the president of the board is absent or is unable or refuses to act, the vice-president of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-president shall have such other duties and powers as the board may specify.

Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

Treasurer – If appointed, the Treasurer shall have the custody of the Corporation’s funds and securities and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in 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 and in such depositories as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be ordered by proper authority, taking proper vouchers of such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board. He shall give the Corporation a bond, should the Board so require, in a sum and with one or more sureties satisfactory to the Board for faithful performance of the duties of his office, and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation. The Treasurer shall have such powers and duties as the board may specify.

7.3. Vacancy in Office

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

- i. the officer's successor being appointed,
- ii. the officer's resignation,
- iii. such officer ceasing to be a director (if a necessary qualification of appointment)
or
- iv. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.4. Invalidity of any Provisions of this By-law

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.

7.5. 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 the 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.

SECTION 8. DISPUTE RESOLUTION

8.1. 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 this by-law.

8.2. 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 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, 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:

- 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.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 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.

SECTION 9. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1. Limitation of Liability

Every director and officer of the Association in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interest of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error or judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or any officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

9.2. Indemnity

Subject to the Act, the Association shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Association or such body corporate, if such person: (a) acted honestly and in good faith with a view to the best interests of the Association; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Association shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

SECTION 10. REMUNERATION OF DIRECTORS AND OFFICERS

10.1. Remuneration of Director and Officers

Elected directors and officers as such, shall not receive remuneration for their services, but by resolution of the Board the reasonable expenses incurred for their attendances at meetings of the Board or otherwise incurred in connection with their services as elected directors or officers may be allowed and paid. Nothing herein contained shall be construed to preclude any director or officer serving the Association in any other capacity as may be approved by the Board and receiving compensation therefore.

SECTION 11. EFFECTIVE DATE

11.1. By-laws and Effective Date

Subject to the articles, 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.

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 18 day of December, 2014 and confirmed by the members of the Corporation by special resolution on the 21 day of October, 2014.

Dated as of the 23 day of December, 2014.

Victoria Arrandale

CARWH Board of Directors - Secretary