

BY-LAWS

THE CANADIAN BOARD OF OCCUPATIONAL MEDICINE / LA COMMISSION CANADIENNE DE LA MÉDECINE DU TRAVAIL

AMENDED AND RE-STATED GENERAL BY-LAW 2014/1

CORPORATE SEAL

1. The seal of the ~~corporation~~The Canadian Board of Occupational Medicine / La Commission Canadienne de la Médecine du Travail ("CBOM") shall be in such form as shall be prescribed by the ~~provisional directors of the corporation~~Board of Governors (as herein defined) of CBOM and shall have the words "THE CANADIAN BOARD OF OCCUPATIONAL MEDICINE// LA COMMISSION CANADIENNE DE LA MÉDECINE DU TRAVAIL."

CONDITIONS OF MEMBERSHIP

2. Membership in CBOM shall consist of: Regular Members, Honourary Members and Emeritus Members.
3. ~~Membership in the corporation~~The Regular Members shall be limited to those physicians: (i) who are duly licensed by law to practice medicine in any province or territory of Canada; (ii) who have passed an examination of the Board and are in good standing with their provincial College of Physicians and Surgeons; ~~members no longer residing in Canada who wish to retain their Board membership; and physicians who have served with distinction in the field of occupational medicine, who have been nominated for membership by the CBOM board of governors or other organizations such as, the Occupational and Environmental Medical Association of Canada, the Occupational Health Section of the provincial or territorial Medical Association where the applicant carries on his practice, or l'Association des médecins du travail du Québec, and whose applications for admission as 2.——members~~Regular Members have received the approval of the ~~board of governors. Emeritus membership may be granted by the Board of Governors to members who have fully retired from occupational medicine.~~Board of Governors. Regular Members shall be entitled to receive notice of, and to attend, all meetings of members and all Regular Members shall be entitled to one (1) vote on any vote taken at any such meeting of members.
4. Honourary Members shall be those physicians who: (i) were Regular or Emeritus Members of CBOM but no longer reside in Canada; and (ii) have informed the Board of Governors that they wish to retain their membership and transition to

- Honourary Membership. Honourary Members shall be entitled to receive notice of, and to attend, all meetings of members however Honourary Members shall not be entitled to vote on votes taken at any such meeting of members other than as required pursuant to the *Canada Not-for-profit Corporations Act* (the "Act").
5. Emeritus Members shall be those physicians: (i) who have fully retired from occupational medicine; (ii) are not actively engaged in providing medical care to patients, or practicing in another medically related field for which they are receiving remuneration; (iii) and were members in good standing with the CBOM for a minimum of 10 years at the time of retirement. Emeritus Members shall be entitled to receive notice of, and to attend, all meetings of members however Emeritus Members shall not be entitled to vote on votes taken at any such meeting of members other than as required pursuant to the Act.
6. ~~3.~~ The membership ~~fee~~fees, if any, shall be such amount as may be set from time to time by the Board of Governors by regulation.
7. ~~4.~~ Any member may withdraw ~~from the corporation~~ as a member of CBOM by delivering to ~~the corporation~~ CBOM a written resignation and lodging a copy of the same with the ~~secretary treasurer of the corporation~~ Secretary-Treasurer of CBOM.
8. ~~5.~~ Any member may be required to resign by a simple majority vote ~~of three-quarters~~ of the members entitled to vote at an annual meeting.
9. ~~6.~~ The ~~board of governors may provide~~ Board of Governors may, from time to time, make, amend and repeal regulations for ~~classifications of~~ the governance of the membership.

HEAD OFFICE

10. ~~7.~~ The head office of ~~the corporation~~ CBOM shall be located at ~~Oakville~~ the City of Winnipeg in the Province of ~~ONTARIO~~ Manitoba, Canada, at the place therein where the business of ~~the corporation~~ CBOM may from time to time be carried on.

BOARD OF GOVERNORS

11. ~~8.~~ The property and business of ~~the corporation~~ CBOM shall be managed by a board of six directors, hereinafter referred to as the ~~board of governors~~ "Board of Governors" or the "Board" and individually as ~~governors~~ a "Governor", of whom a majority shall constitute a quorum.
12. ~~9.~~ Governors shall be eligible for re-election at the annual meeting of members.
13. ~~10.~~ The office of ~~governor~~ Governor shall be automatically vacated:

- (a) if a ~~governor~~ Governor shall resign office by delivering a written resignation to the ~~secretary treasurer of the corporation~~, Secretary-Treasurer of CBOM; or
- (b) if at a special ~~general~~ meeting of members a resolution is passed by ~~three-quarters a majority~~ of the voting members present at the meeting that the ~~governor~~ Governor be removed from office.

If any vacancy shall occur on the ~~board~~ Board, the remaining ~~governors~~ Governors may by resolution fill the vacancy with a person in good standing on the books of ~~the corporation~~ CBOM as a member.

14. ~~11.~~ Meetings of the ~~board of governors~~ Board of Governors may be held at any time and place determined by the ~~governors~~ Governors provided that five days' notice of such meeting shall be sent in writing to each ~~governor~~ Governor. No formal notice shall be necessary if all ~~governors~~ Governors are present at the meeting or waive notice thereof in writing.

15. ~~12.~~ Governors, as such, shall not receive any ~~stated~~ remuneration for their services, but, by resolution of the ~~board~~ Board, expenses of their attendance may be allowed for each regular or special meeting of the ~~board~~ Board or of a committee thereof. Such fixed sum may be paid to the ~~governors~~ Governors as the members may ~~—~~ by resolution, determine, provided that nothing herein contained shall be construed to preclude any ~~governor~~ Governor from serving ~~the corporation~~ CBOM as an officer or in any other capacity and receiving compensation therefore. The ~~governors~~ Governors, ~~—~~ and their heirs, ~~executor~~ executors and administrators will be indemnified and saved harmless out of the funds of the Board from and against all costs, expenses and charges which they may incur as a result of a legal action of the fulfillment of their duties on the ~~board~~ Board, except those costs, expenses or charges which are a result of their own willful neglect or default.

16. ~~13.~~ A retiring ~~governor~~ Governor shall remain in office until the dissolution or adjournment of the meeting at which a successor is elected. A ~~governor~~ Governor shall hold office until the next annual meeting of members following election or appointment.

~~17.~~ ~~14.~~ The ~~governors~~ Governors may exercise all such powers of ~~the corporation~~ CBOM as are not by the ~~Canada Corporations Act or by these Act, the Articles, the by-laws or any unanimous members' agreement,~~ required to be exercised by the members ~~at general meetings, and between meetings of the board, the board,~~ The Board may vote upon and determine any question ~~by mail ballot at a meeting at which a quorum is present held in person or by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.~~

~~18.~~ A resolution in writing, signed by all the Governors entitled to vote on that resolution at a meeting of Governors or of a committee of Governors, is as valid as if it had been passed at a meeting of Governors or committee of Governors.

~~15. Upon election at the first annual meeting of members, the board of governors then elected shall replace the provisional or first governors named in the letters patent of incorporation.~~

~~19.~~ ~~16.~~ ~~The governors shall have~~ The Governors shall have the power to authorize expenditures on behalf of ~~the corporation~~ CBOM from time to time and may delegate by resolution to an officer or officers of ~~the corporation~~ CBOM the right to employ and pay salaries to employees. The ~~governors~~ Governors shall have the power to make expenditures for the purpose of furthering the objects of ~~the corporation~~ CBOM.

~~20.~~ ~~17.~~ The ~~board of governors~~ Board of Governors shall take such steps as they may deem requisite to enable ~~the corporation~~ CBOM to receive donations and benefits for the purpose of furthering the objects of ~~the corporation.~~ ~~The officers of the corporation shall be a president, vice-president, secretary-treasurer, past president, membership committee head and education committee head.~~ CBOM.

~~21.~~ The officers of CBOM shall be a President, Vice-President, Secretary-Treasurer, Past President, Membership Committee Head, Education Committee Head, and such other officers as the Board may, from time to time, determine by resolution.

~~22.~~ ~~18.~~ ~~The president and vice-president shall be elected at the annual meeting of members. The other officers of the corporation shall~~ The President and Vice-President shall, in each year, be appointed at the first meeting of the ~~board of governors~~ Board of Governors following each annual meeting of members and, subject to the provisions of any written employment agreement, ~~the board~~ Board may remove at its pleasure any such officer, and fill such or any other vacancy of office from time to time.

DUTIES OF OFFICERS

~~23.~~ ~~19.~~ The ~~president~~ President shall be the chief executive officer of ~~the corporation~~ CBOM and shall preside at all meetings of the ~~corporation and of the board of~~

~~governors. The president~~ Board of Governors of CBOM. The President shall have the general and active management of the business of ~~the corporation~~ CBOM. The ~~president~~ President shall see that all orders and resolutions of the ~~board~~ Board are carried into effect and the ~~president or the vice-president with the secretary-treasurer~~ President or the Vice-President with the Secretary-Treasurer or other officer appointed by the ~~board~~ Board for the purpose shall sign all by-laws and other documents requiring the signatures of the officers of ~~the corporation~~ CBOM. The ~~president~~ President shall appoint the members of committees.

24. ~~20.~~ The ~~vice-president~~ Vice-President shall, in the absence or disability of the ~~president~~ President, perform the duties and exercise the powers of the ~~president~~ President and shall perform such other duties as shall from time to time be required by the ~~board~~ Board.

25. ~~21.~~ The ~~secretary-treasurer~~ Secretary-Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to ~~the corporation~~ CBOM and shall deposit all moneys and other valuable effects in the name and to the credit of ~~the corporation~~ CBOM and in such depositories as may be designed by the ~~board of governors~~ Board of Governors from time to time. The ~~secretary-treasurer~~ Secretary-Treasurer shall disburse the funds of ~~the corporation~~ CBOM as may be ordered by the ~~board~~ Board, taking proper vouchers for such disbursements, and shall render to the ~~president and governors~~ President and Board of Governors at the regular ~~meeting~~ meetings of the ~~board~~ Board, or whenever they may require it, an account of all transactions as ~~secretary-treasurer~~ Secretary-Treasurer and of the financial position of ~~the corporation.~~ ~~The secretary-treasurer~~ CBOM. The Secretary-Treasurer shall also perform such other duties as may from time to time be determined by the ~~board~~ Board.

26. ~~22.~~ The ~~secretary-treasurer~~ Secretary-Treasurer shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The ~~secretary-treasurer~~ Secretary-Treasurer shall give or cause to be given notice of all meetings of the members and of the ~~board of governors.~~ ~~The secretary-treasurer~~ Board of Governors. The Secretary-Treasurer being under the supervision of the ~~president and board of governors~~ President and Board of Governors shall perform such other duties as may from time to time be prescribed by them. The ~~secretary-treasurer~~ Secretary-Treasurer shall be custodian of the seal of ~~the Corporation~~ CBOM and shall deliver it only when authorized by a resolution of the Board of Governors to do so and to such person or persons as may be named in the resolution.

MEETINGS

27. ~~23.~~ The annual meeting of the members of ~~the corporation~~ CBOM shall be held at the head office of ~~the corporation~~ CBOM or elsewhere in Canada as the ~~board of~~

~~governors~~ Board of Governors may designate, and on such date and at such time as the ~~board of governors~~ Board of Governors may determine. At such ~~meeting meetings~~ the members shall ~~elect a board of governors and shall:~~ (i) receive a report of the governors from the Governors; (ii) receive and consider the financial statements of CBOM and the report of the public accountant; (iii) elect a new Board of Governors; and (iv) appoint or re-appoint the public accountant for the ensuing year.

~~28. 24.Fourteen~~ At least twenty one days' prior written notice shall be given to each member of CBOM entitled to be present of any annual or special ~~general~~ meeting of members by one or more methods permitted by the Act. Ten members, provided that at least two of whom are present in person, shall constitute a quorum at a meeting of members. Each voting member shall have the right to exercise one vote. Failure of a member to receive notification of a meeting will not invalidate any proceedings taken thereat.

~~AMENDMENTS OF BY-LAWS~~

~~25. By laws of the corporation may be enacted, and the by laws repealed or amended by by law enacted, by a majority of the governors at a meeting of the board of governors and sanctioned by an affirmative vote of at least two thirds of the members at a meeting duly called for the purpose of considering the said by law.~~

~~26. A member may appoint as a proxy any other member to vote at any annual or special general meeting.~~

29. If all the members agree in advance, a meeting of the members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Any member entitled to attend a meeting of members may participate in the meeting by means of such a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if CBOM makes available such a communication facility. A person so participating in such a meeting is deemed to be present at the meeting.

30. Except where prohibited by the Act, a resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

31. At all meetings of members of ~~the corporation~~ CBOM every question shall be determined by a majority of votes unless otherwise specifically provided by the ~~Canada Corporations Act or by these~~ Act, the Articles of CBOM or the by-laws, and members may ~~vote or determine~~ demand that any question ~~by mail ballot~~ be determined by ballot. Any vote of the members may be held entirely by means of a telephonic, an electronic or other communication facility, if the corporation makes available such a communication facility.

32. A member may appoint as a proxy any other member to vote at any annual or special meeting of the members.

AMENDMENTS OF BY-LAWS

33. Subject to the restrictions of subsection 197(1) of the Act, a majority of the Governors at a meeting of the Board of Governors may enact, amend or repeal a by-law of CBOM, provided the Board shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.

34. In accordance with subsection 152(6) of the Act, a member entitled to vote at an annual meeting of members may, in accordance with section 163 of the Act, make a proposal to make, amend or repeal a by-law.

PUBLIC ACCOUNTANTS

AUDITORS

35. ~~28.~~ The members shall ~~at each annual meeting~~ appoint ~~an auditor to audit the accounts of the corporation~~ a public accountant to hold office until the close of the next annual meeting ~~provided that the governors may fill any casual~~, and the members shall, by ordinary resolution determine the public accountant's engagement to review or audit the accounts of CBOM. The Board of Governors may fill any vacancy in the office of ~~auditor~~ public accountant. The remuneration of the ~~auditor~~ public accountant shall be fixed by the ~~board of governors~~ Board of Governors.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

36. ~~29.~~ Contracts, documents or any instruments in writing requiring the signature of the corporation CBOM, shall be signed by any two of the ~~president~~ President, ~~vice-president, or secretary-treasurer~~ Vice-president, or Secretary-Treasurer, and all contracts, documents and instruments in writing to be signed shall be binding upon the corporation CBOM without any further authorization or formality.

RULES AND REGULATIONS

37. ~~30.~~ The ~~board of governors~~ Board of Governors may prescribe such rules and regulations that are not inconsistent with these by-laws relating to the management and operation of the corporation CBOM as they seem 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 in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.~~

USE OF NAME OR INITIALS

~~38. 31.~~ No one except a member of ~~the corporation~~ CBOM in good standing shall use or apply the name or initials of ~~this corporation~~ CBOM in any way which might indicate membership in ~~the corporation~~ CBOM.

IN WITNESS WHEREOF we have hereunto set our hands this ~~20th~~ ___ day of ~~October, 2009~~ _____, 2014.

~~Stephen Martin,~~
MD, President

~~Avi Whiteman,~~
MD _____, Vice-President

~~Roxane Grade,~~ MD,
Secretary-Treasurer