



Association of Workers' Compensation Boards of Canada
Association des commissions des accidents du travail du Canada

CONSTITUTION AND BY-LAWS

November 2010

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Constitution and By-laws of the Association of Workers' Compensation Boards of Canada/L'Association des Commissions des accidents du travail du Canada

CONSTITUTION

ARTICLE I: Name, Continuation and Head Office

Name	Section 1.1: The name of the Association shall be the Association of Workers' Compensation Boards of Canada/L'Association des Commissions des accidents du travail du Canada.
Body corporate	Section 1.2: The Association is a body corporate, duly incorporated pursuant to the laws of Canada, on October 16, 1989 for non-profit purposes.
Continuation	Section 1.3: The Association is hereby continued. This Constitution, when approved by Special Resolution of the Board of Directors as required under Part XIV of the 1989 Constitution, and by the Minister of Industry, or the Minister's successor, shall replace the 1989 Constitution of the Association, as amended.
Head office	Section 1.4: The Head Office of the Association shall make available its services in French and English and its location shall be set by by-law passed by Special Resolution of the Board of Directors.

ARTICLE II: Interpretation and Definitions

Interpretation	Section 2.1: In this Constitution and By-laws unless the context otherwise requires, words importing the singular shall include the plural, words importing any gender shall include all genders; and words importing persons shall include corporations, firms and other legal entities. This Constitution and By-laws shall be interpreted so as to be consistent with Part II of the Canada Corporations Act.
Definitions	Section 2.2: Definitions apply equally to the words and terms in both the Constitution and By-laws. “ <i>Annual Business Meeting</i> ” means the annual meeting of the Board of Directors required pursuant to section 102 of the <i>Canada Corporations Act</i> , RSC 1970 c. C-32, as amended. “ <i>Associate Vice President</i> ” means a Director referred to in section 7.6 of the Constitution of the Association.

“*Association*” means the Association of Workers’ Compensation Boards of Canada/l’ Association des Commissions des accidents du travail du Canada.

“*Board of Director*” means the governing body of the Association that manages the strategic and business affairs of the Association and is comprised of Directors who are the chairperson and/or president, chief executive officer or equivalent position as selected by each respective Full Member.

“*Chairperson*” means the chair of the Board of Directors.

“*Director*” means chairperson and/or president, chief executive officer or the equivalent position of each Full Member.

“*Executive Committee*” means the committee of Officers of the Association.

“*Event*” means seminar, function or other gathering for delegates organized by or on behalf of the Association under the authority of Article IX of the By-laws.

“*First Vice-President*” means a Director who has been elected by Ordinary Resolution of the Board of Directors to hold the position.

“*Full Member*” means each authority responsible for administering workers’ compensation legislation in each province and territory of Canada as referred to in section 4.2 of the Constitution of the Association.

“*Head Office*” means the Head Office established pursuant to section 24 of the *Canada Corporations Act*, RSC 1970 c. C-32, as amended and as described under Section 7.1 of the By-laws.

“*Honorary Member*” means a person referred to in section 4.3 of the Constitution of the Association.

“*Officer*” means an individual who holds the office of either, President, First Vice-President, Second Vice-President or Past President of the Association.

“*Ordinary Resolution*” means a resolution of the Board of Directors or Executive Committee that requires a majority of votes cast by the voting Directors of a Full Member or Officer at a meeting.

“*Past President*” means a Director who served as President of the Association in a preceding year.

“*President*” means a Director who has been elected by Ordinary Resolution of the Board of Directors to hold the position.

“*Second Vice-President*” means a Director who has been elected by Ordinary Resolution of the Board of Directors to hold the position.

“*Special Meeting*” means a meeting of the Board of Directors called, on proper notice, by at least three (3) Full Members.

“*Special Resolution*” means a resolution of the Board of Directors or Executive Committee that requires a two-thirds majority of votes cast by the voting Directors of a Full member or Officer at a meeting.

“*Voting Director*” means the Director who casts the vote on behalf of a Full Member.

ARTICLE III: Mission/Objectives

Mission **Section 3.1:** The Association's mission is to drive a strong Canadian leadership role in providing the safest and healthiest workplaces in the world and a fair, affordable workers' compensation insurance system.

ARTICLE IV: Membership

Types of Members **Section 4.1:** Members of the Association shall be Full Members, and Honorary Members.

Full Members **Section 4.2:** Each authority responsible for administering workers' compensation legislation in each province and territory of Canada is entitled to be a Full Member. The membership of each such authority that was a Full Member of the Association under the previous constitution shall continue under this Constitution. Any additions or deletions of Full Members must be ratified by Special Resolution of the Board of Directors.

Honorary membership **Section 4.3:** The following shall be entitled to become Honorary Members in the Association:

- a. the President of the International Association of Industrial Accident Boards and Commissions;
- b. the President of the American Association of State Compensation Insurance Funds; and
- c. such other persons who may be granted Honorary membership under terms and conditions as may be specified by Ordinary Resolution of the Executive Committee.

Rights of Honorary Members **Section 4.4:** The rights and obligations of membership of Honorary Members shall be outlined in the by-laws.

Fees and dues	Section 4.5: All fees and other dues shall be established by the Board of Directors.
Revocation of membership	Section 4.6: Notwithstanding clause 4.2, the membership of any Full Member may be revoked by Special Resolution of the Board of Directors. The membership of a Full Member may only be revoked by Special Resolution if that Full Member has failed to pay any amount due to the Association for a period exceeding one (1) year from the date such amount was due.
No remuneration to Members	Section 4.7: Full and Honorary Members shall not receive remuneration for any duties in relation to the Association. Full Members may be reimbursed for reasonable expenses upon such terms as the Executive Committee may determine.

ARTICLE V: Representation and Voting

Vote	Section 5.1: A Full Member shall have one (1) vote each respecting any resolution of the Board of Directors.
Ordinary Resolution	Section 5.2: All questions and resolutions arising at meetings, unless this Constitution or the Canada Corporations Act or other governing legislation provides otherwise, shall be decided by Ordinary Resolution of the Board of Directors.
Director of Association Votes	Section 5.3: The vote of each Full Member shall be cast by one (1) of the Directors of the Association representing that Full Member or, in their absence, by an individual so authorized by the Director of that Full Member.
Chairperson does not vote	Section 5.4: The Chairperson of a meeting of the Board of Directors shall not vote. However, the Chairperson may designate and authorize a further individual to vote on behalf of the Full Member for which the Chairperson is a Director of the Association.
Proxy	Section 5.5: A Director of the Association may authorize anyone it chooses to act as its proxy. The authorization of an individual as a proxy must be in writing and be signed by the Association Director of the respective Full Member. A copy of the written proxy right must be attached to the notice of the respective meeting for which the proxy is given.

ARTICLE VI: Board of Directors

Board of Directors	Section 6.1: The Board of Directors shall be comprised of the chairperson and/or president, chief executive officer or the equivalent position of each Full Member. The Board of Directors shall be comprised of a minimum of twelve (12) Directors.
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Election and
Term of Office

Section 6.2: A Director is not elected, but rather, is established by virtue of their position as chairperson and/or president, chief executive officer or the equivalent position of the relevant Full Member. Subject to section 4.6 of the Constitution, a Full Member's membership in the Association is indefinite. A Director's term of office is indefinite so long as he or she holds their position as chairperson and/or president, chief executive officer or the equivalent position of the relevant Full Member. A Director must be an individual of at least eighteen (18) years of age and have the capacity under law to contract.

ARTICLE VII: Officers

Officers

Section 7.1: There shall be four (4) Officers of the Association, consisting of:

- a) President;
- b) First Vice-President;
- c) Second Vice-President; and
- d) Past President.

Election and term
of Officers

Section 7.2: The Officers shall be elected by Ordinary Resolution of the Board of Directors for a maximum term of two (2) years at each Annual Business Meeting and shall assume office at the last session of the Annual Business Meeting. Only a Director shall be eligible for election as an Officer.

Vacancy of office

Section 7.3: An Officer's position shall be deemed to be vacant if:

- a) the Officer dies;
- b) the Officer resigns;
- c) the Officer's employment with a Full Member is terminated; or
- d) the Officer is removed by Special Resolution of the Board of Directors.

President

Section 7.4: The President shall preside over meetings of the Executive Committee and shall act as Chairperson of the Board of Directors. The President shall perform such other duties as may be assigned or required by the Executive Committee or by Ordinary or Special Resolution of the Board of Directors.

Past President

Section 7.5: The office of the Past President is intended to be occupied by the individual who previously served as President of the Association in a preceding year. In circumstances where a President of the Association is no longer a Full Member and unavailable to occupy the Past President office, the existing Past President shall continue in this position. A Past President may choose to vacate this office after two (2) years.

- Filling a vacancy **Section 7.6:** Where an office becomes vacant, the Executive Committee will designate an Associate Vice President who is a Director to fill the office, such Associate Vice President to hold the office until the next Annual Business Meeting.
- No remuneration to Officers **Section 7.7:** No Officer shall receive remuneration for any of his or her duties in relation to the Association. Officers and Members may be reimbursed for reasonable expenses upon such terms as the Executive Committee may determine.

ARTICLE VIII: Executive Committee

- Executive Committee **Section 8.1:** The Executive Committee shall consist of the Officers of the Association.
- Meetings and notice **Section 8.2:** The Executive Committee may meet at such times and places to be determined by the President or a majority of the members of the Executive Committee, provided reasonable written notice is provided to all members of the Executive Committee of all such meetings.
- Waiver of notice **Section 8.3:** Notwithstanding Section 8.2, a member of the Executive Committee may waive notice of any meeting and ratify any or all proceedings taken or had at a meeting.
- Minutes **Section 8.4:** The President shall appoint a recording secretary or agree to the appointment of such a person from another workers' compensation authority. The recording secretary shall record the minutes of meetings including minutes of the Executive Committee. Such minutes shall be provided to the Board of Directors.
- Quorum **Section 8.5:** Three (3) members of the Executive Committee shall constitute a quorum.
- Teleconference **Section 8.6:** Any Officer entitled to participate in an Executive Committee meeting may do so by telephone or any other communication facilities that permit all persons participating in the meeting to hear each other.
- Powers of Officers **Section 8.7:** The Executive Committee may exercise all such powers necessary to manage the operational business and affairs of the Association deemed necessary, conducive or incidental to the operation of the Association, so long as such powers are not inconsistent with this Constitution or prohibited by the Canada Corporations Act or other legislation governing the Association.
- Executive Director **Section 8.8:** The Executive Committee shall appoint, on such terms as it deems necessary, an individual to the position of Executive Director, or any other position and notify the Board of Directors of the terms and conditions of appointment.

Final Responsibility **Section 8.9:** The Executive Committee shall maintain accurate records of all meetings and all financial transactions incurred by or on behalf of the Association. The Executive Committee and its composite Officers shall act in good faith with a view to the best interests of the Association, and exercise power in a diligent and responsible manner which takes into consideration the consensus views and opinions of the Board of Directors.

ARTICLE IX: Meetings of the Board of Directors

- Notice **Section 9.1:** A minimum fourteen (14) day written notice of all meetings shall be given to the Board of Directors. If this notice is by facsimile transmission, a minimum of seven (7) days shall be given.
- Annual Business Meeting **Section 9.2:** Once every year there shall be held an Annual Business Meeting of the Board of Directors such meeting to be held at a time and place to be determined by the Executive Committee.
- Special meeting **Section 9.3:** A special meeting of the Board of Directors may be requisitioned in writing by the Directors of any three (3) Full Members.
- Meeting of Full Members **Section 9.4:** Meetings of the Board of Directors may be held at a time and place to be determined by the President or Executive Committee.
- Teleconference **Section 9.5:** Meetings of the Board of Directors may be held by telephone or any other communication facilities that permit all persons participating in the meeting to hear each other (“teleconference”). The decision to permit meetings of the Board of Directors to be held by way of teleconference shall be made in advance of the meeting and be confirmed by Ordinary Resolution of the Board of Directors as the first order of business at the meeting. Directors participating in any meeting by way of teleconference are deemed present at the meeting for the purpose of establishing quorum and recording votes. .
- Chairperson of Meetings **Section 9.6:** The Chairperson presiding over any meeting of the Board of Directors shall be the President. In the President's absence, the Executive Committee shall designate another Officer to be the Chairperson.
- Quorum **Section 9.7:** In all meetings of the Board of Directors, the following shall constitute a quorum:
- a) for the Annual Business Meeting, a majority of voting Directors.
 - b) for any other meeting, a majority of voting Directors, unless otherwise fixed by the Board of Directors and fourteen (14) days' notice of such quorum requirements is provided to the Board of Directors prior to the meeting.

Special resolution **Section 9.8:** Any matter requiring a Special Resolution requires approval of two-thirds of the votes cast by the voting Directors present at the meeting subject to Section 5.3 of the Constitution..

ARTICLE X: Amendments to this Constitution and By-laws

Amendments **Section 10.1:** This Constitution and By-laws or any part or section thereof may be enacted, repealed or amended at any regularly constituted meeting of the Board of Directors at which a quorum is present by a Special Resolution of the Board of Directors provided that written notice of any proposed change is given to the Board of Directors of the Association not less than thirty (30) days prior to such meeting.

Ministerial approval **Section 10.2:** Any enactment, repeal or amendment made pursuant to Section 10.1, not embodied in the Letters Patent, shall not be enforced or acted upon until the approval of the Minister of Industry, or the successor to that office has been obtained.

Effective **Section 10.3:** This Constitution and By-laws shall supersede all previous Constitutions and By-laws, and shall come into force, and be effective from, the date that the Minister of Industry, , or the successor to that office, has approved this Constitution and By-laws in accordance with section 10.2.

BY-LAWS

ARTICLE I - MEMBERSHIP

Section 1.1: Full Membership shall be granted to and continued by the bodies referred to in section 4.2 of the Constitution.

Section 1.2: Honorary Membership shall, subject to section 4.3 of the Constitution, be granted to persons or organizations deemed appropriate upon approval by Ordinary Resolution of the Executive Committee.

Rights of Membership

Section 1.3: Directors are entitled to vote at all Board of Directors meetings with one (1) vote per Full Member as per Section 5.3 of the Constitution.

Section 1.4: Honorary Members are not entitled to vote.

Section 1.5: All Full, and Honorary Members, subject to Article IX, of the By-laws are entitled to attend Events.

Withdrawal of Membership

Section 1.6: Any Member may, at its own pleasure, withdraw its membership from the Association.

ARTICLE II - MEMBERSHIP FEES AND OTHER DUES

Section 2.1: The Board of Directors shall approve the budget upon which the Association shall set the amount of contribution towards the common expenses of the Association and the *pro rata* share of each Full Member as established by section 8.1 of the By-laws.

Section 2.2: The Board of Directors shall set the amount of annual membership fees to be paid by Honorary Members.

Section 2.3: The Board of Directors shall set the amount of contribution towards the common expenses of Events and contributions of Association funds toward the costs of the Event.

Section 2.4: The Board of Directors shall set fees for the delegate and guest Event registration fees.

ARTICLE III - VOTING

Section 3.1: Directors are entitled to participate in a Board of Directors meeting by telephone or other communication facility that permits all persons participating in the meeting to hear each other.

Section 3.2: All questions and resolutions arising at meetings required by the Constitution or the *Canada Corporations Act* or other governing legislation to be decided by Ordinary Resolution shall be deemed to be passed upon a majority of the votes cast by the voting Directors at the meeting subject to Section 5.3 of the Constitution.

Section 3.3: All questions and resolutions arising at meetings required by the Constitution or the *Canada Corporations Act* or other governing legislation to be decided by Special Resolution shall be deemed to be passed upon two-thirds of the votes cast by the voting Directors at the meeting subject to Section 5.3 of the Constitution.

ARTICLE IV - OFFICERS

Section 4.1: An Officer may exercise all such powers deemed necessary, conducive or incidental to the operation of the Association, so long as they are not inconsistent with the Constitution or by-laws, or prohibited by the *Canada Corporations Act* or its successor legislation.

Executive Committee

Section 4.2: The Executive Committee shall ensure that all necessary books and records of the Association required by the Constitution or applicable legislation are regularly and properly kept. Copies of all necessary books and records shall be maintained at the Head Office of the Association.

Section 4.3: Specifically included in the Executive Committee's powers as referred to in Article VIII of the Constitution are:

- a) management of property and operational business of the Association;
- b) conduct of the operational affairs of the Association between meetings;
- c) determination of the terms of appointment and duties of the paid position of Executive Director.
- d) filing of annual reports in accordance with the requirements of the *Canada Corporations Act* or its successor legislation; and
- e) all matters not coming within the subjects specifically assigned in the Constitution.

Section 4.4: Copies of all minutes of meetings of the Executive Committee, and access to all books and records of the Association shall be provided to the Board of Directors upon request of the Board of Directors.

Officers' Duties

Section 4.5: Without limiting the generality of the foregoing, the basic duties of the Officers shall include:

President:

- Preside over meetings of the Board of Directors and Executive Committee;
- Liaison with Board of Directors to address matters delegated to the Executive Committee by the Board of Directors, as the Board of Directors determines to be in the best interest of the Association;
- In consultation with other Officers, set the dates, times, and sites of meetings of the Board of Directors;
- Appoint a recording secretary;
- Following discussions with the Executive Director, recommend, for Executive Committee approval, contractual terms and conditions for the Executive Director's employment; and
- Exercise all powers necessary to manage the operational business and affairs of the Association deemed necessary and consistent with the Association Constitution and By-laws.

First Vice President:

- Assist the President in carrying out his/her duties;
- Participate in meetings of the Executive Committee and Board of Directors;
- Provide advice and guidance; and
- Exercise all powers necessary to manage the operational business and affairs of the Association deemed necessary and consistent with the Association Constitution and By-laws.

Second Vice President

- Participate in meetings of the Executive Committee and Board of Directors;
- Provide advice and guidance; and
- Exercise all powers necessary to manage the operational business and affairs of the Association deemed necessary and consistent with the Association Constitution and By-laws.

Past President

- Preside at meetings in the absence of the President;
- Serve as a member of the Nominating Committee;

- Participate in meetings of the Executive Committee and Board of Directors;
- Provide advice and guidance; and
- Exercise all powers necessary to manage the operational business and affairs of the Association deemed necessary and consistent with the Association Constitution and By-laws.

Indemnification and Reimbursement

Section 4.6: The Association shall indemnify and save harmless every Director, Full Member, Officer of the Association or other person, except for contractors retained by any of the foregoing, who has undertaken or is about to undertake any liability on behalf of the Association, from and against all costs, charges and expenses which such Director, Full Member, Officer or other person sustains or incurs, in fulfilling their duties in good faith, in or in respect of any actual or potential action, suit or proceeding against such person, provided that such person notify the Association forthwith upon being aware of any such actual or potential action, suit or proceeding and permit the Association, should it choose to do so, to control the defense of and settle on terms it deems advisable any such actual or potential action, suit or proceeding.

Section 4.7: The Association may acquire liability insurance for the indemnification referred to in section 4.6 of the By-laws.

ARTICLE V - EXECUTION OF DOCUMENTS

Section 5.1: Contracts, documents or any instruments in writing requiring execution by the Association shall be signed by any combination of two (2) Officers and/or other persons designated by the Executive Committee pursuant to Section 5.2 of the By-laws.

Section 5.2: The Executive Committee shall have the power to appoint, by Ordinary Resolution from time to time, any other person or persons on behalf of the Association to sign contracts, documents and instruments in writing.

Section 5.3: The Executive Committee may designate a minimum of any two (2) persons, with specified levels of signing authority, to sign cheques, bills of exchange or other orders for the payment of money on behalf of the Association, and to deposit with such banks or other depositories as may from time to time be designated (but only to the credit of the Association) any cheques, promissory notes, bills of exchange, orders for the payment of money, interest or dividend coupons or records of other financial transactions with the name of the Association impressed thereon by rubber stamp or otherwise.

Section 5.4: Any person designated pursuant to section 5.3 of the By-laws may settle, balance and certify all books and accounts between the Association and its bankers and

may receive all paid cheques and vouchers and sign all bank forms or settlement of balance and release of verification slips.

ARTICLE VI - COMMITTEES

Section 6.1: The Board of Directors shall appoint any necessary committees and define the role and membership of those committees as the needs of the Association may dictate.

ARTICLE VII - HEAD OFFICE

Section 7.1: The Head Office of the Association shall be located at 6551 B Mississauga Rd. Mississauga, Ontario, L5N 1A6.

Section 7.2: There shall be a contractual position of Executive Director, who shall be appointed by and accountable to the Executive Committee on such terms and conditions and for such time and renewal thereof as the Executive Committee deems advisable.

Section 7.3: The Executive Director, under the general supervision of the President, shall:

- a) attend all meetings of the Executive Committee and Board of Directors meetings and such other meetings as authorized or directed by the President or Executive Committee;
- b) have custody of the corporate seal;
- c) have charge of the records and documents of the Association and prepare such reports and publications as may be directed by the Executive Committee;
- d) perform such research, activities or duties as may be required by the President, Executive Committee or Board of Directors;
- e) develop objectives and an annual Association budget for approval of the Board of Directors;
- f) prepare quarterly reports for the Executive Committee on the status of the Association; and
- g) be responsible for notices of Association meetings.

Section 7.4: The office of the Executive Director shall be deemed vacant upon his/her death or resignation, or for any other reason the Executive Committee passes by Ordinary Resolution.

Section 7.5: The Executive Director shall have full authority, subject to the general direction of the Executive Committee and the supervision of the President, to hire staff and manage and direct the affairs of the Association's national office in conformity with approved budgets and guidelines.

Section 7.6 The Association may, by Ordinary Resolution of the Board of Directors, adopt a corporate seal.

ARTICLE VIII - FINANCES AND AUDITING

Section 8.1: The operating expenses of the Association's Head Office shall be accumulated in a separate account for reimbursement by the Association's Full Members on a *pro rata* share as follows:

- a) Ontario and Quebec: fifteen percent (15%)
- b) Alberta, British Columbia, Manitoba and Saskatchewan: ten percent (10%)
- c) New Brunswick, Newfoundland, Northwest Territories, Nova Scotia, Prince Edward Island and Yukon: five percent (5%)

Section 8.2 The Board of Directors shall approve the annual budget for the Association.

Section 8.3: The annual budget for the Association's Head Office shall be set on a calendar year, with one (1) billing per annum to Full Members.

Section 8.4: Separate bank accounts shall be established in the province or territory where the Association's Head Office is situated to deposit the monies received, from which the Association's expenses can be paid.

Section 8.5: The Event Host or, an individual so authorized by the Event Host shall provide a financial accounting of the Event, at the first Annual Business Meeting following the Event.

Section 8.6: The Board of Directors shall, at each Annual Business Meeting, appoint a professional accountant as an auditor to audit the accounts of the Association for report to the Board of Directors at the next Annual Business Meeting. The auditor shall hold office until the next Annual Business Meeting. The remuneration of the auditor shall be fixed by the Executive Committee.

ARTICLE IX – EVENT ATTENDANCE AND PROCEDURES

Section 9.1: The Board of Directors will establish Association events.

Section 9.2: Event frequency and host rotation shall be set by the Board of Directors.

Section 9.3: The Event Host shall prepare the delegate program for each Event and share it with the Board of Directors for comment and input within a reasonable time prior to the event.

Attendance by Members

Section 9.4: Each Full Member of the Association may select and send as many delegates to an Event of the Association as it requires, subject to the maximum number of delegates that can be accommodated at the Event as determined by the Event Host and provided the requisite delegate fee is paid

Section 9.5: Learning Symposium attendance is limited to Full Members, Honorary Members and staff associated with Provincial and Federal Governments.

Section 9.6: Honorary Members may attend Association Events, subject to the maximum number of delegates that can be accommodated at the Event as determined by the Event Host and provided the requisite delegate fee is paid.

Attendance by Non-Members

Section 9.7: Attendance by non-members at Association events is at the discretion of the Event Host.

Procedures for an Event

Section 9.8: Any delegate in attendance at an Event shall be entitled to the privileges of the floor, subject to such rules as may be adopted by the Association or by such meeting or by the procedure laid down in Roberts' "Rules of Order", Version 9, 1999.

Section 9.9: All delegates may attend plenary or open workshop sessions and participate in the social program.

Section 9.10: The Event Host shall determine if media liaison regarding an Event is appropriate. The media liaison shall be the responsibility of the Event Host.

Section 9.11: The Event Host shall be responsible for the co-ordination of agenda activities relative to the Event program, and, if available, for the distribution of speaking notes presented at Events upon request.

ARTICLE X - MEETINGS AND THEIR PROCEDURES

Annual Business Meetings

Section 10.1: The Annual Business Meeting shall be held each year at such time and place as determined by the Executive Committee. The place of the next Annual Business Meeting shall be set at the prior Annual Business Meeting. Annual Business Meetings shall be held in Canada, unless the Board of Directors resolves otherwise.

Section 10.2: The order of business at the Annual Business Meeting shall be as follows:

- a) approval of agenda;
- b) minutes of the last Annual Business Meeting;
- c) business arising out of the minutes;
- d) discussion of agenda;
- e) report of the auditor;
- f) report of financial accounting of events;
- g) appointment of the auditor;
- h) appointment of Officers;
- i) other business; and
- j) place of next Annual Business Meeting.

Special Meetings

Section 10.3: A special meeting of the Board of Directors may be requisitioned in writing by the Directors of any three (3) Full Members. The notice requirements for a meeting under this section shall be those provided for under section 10.6 of the By-laws. Where business other than that conducted at Annual Business Meetings is to be conducted, notice of the meeting shall contain sufficient information to allow the Board of Directors to form a reasoned judgment.

Meetings of the Board of Directors

Section 10.4: A meeting of the Board of Directors shall be held at such time and place as may be designated by the President or Executive Committee of the Association. Notice of the meeting shall contain sufficient information to allow the Board of Directors to form a reasoned judgment. At such a meeting, the Board of Directors shall discuss:

- a) any matters that may be referred by preceding meetings;
- b) any matters brought forward by the Executive Committee or other committees; and
- c) such other subjects as may be deemed advisable.

Section 10.5: Should a Director be unable to attend a Board of Directors meeting, the Director may designate a member, officer or employee of the respective Board or Commission, including a member of a board of directors or of a board of governors, to attend in his/her stead.

Meeting Procedures

Section 10.6: Written notice of all meetings shall be sent to the Board of Directors and must be provided within a reasonable time. If this notice is by mail, a minimum of

fourteen days (14) shall be given. If this notice is by facsimile transmission, a minimum of seven days (7) shall be given.

Section 10.7: At all meetings, unless the Constitution or the Canada Corporations Act or its successor legislation provide otherwise, all questions and resolutions arising shall be decided by an Ordinary Resolution, being a majority of votes cast by the voting Directors at the meeting. Votes on behalf of a Director may be cast by an individual so authorized by the respective Director.



Industry Canada

Industrie Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

CANADA

SUPPLEMENTARY LETTERS PATENT

issued to

ASSOCIATION OF WORKERS' COMPENSATION BOARDS OF CANADA/
L'ASSOCIATION DES COMMISSIONS DES ACCIDENTS DU TRAVAIL DU CANADA

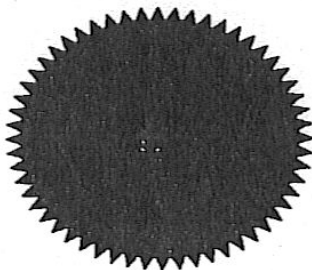
The Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, does hereby vary the objects of the Corporation as provided in a Motion of the said Corporation, a copy of which is annexed hereto to form part of these presents.

Date of Supplementary Letters Patent - December 16, 1998

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 252878-9



Canada