



# **CONSTITUTION AND BY-LAWS**

**June 2006**

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# Constitution and Bylaws 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	<b>Section 1.1:</b> 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	<b>Section 1.2:</b> The Association is a body corporate, duly incorporated pursuant to the laws of Canada, on October 16, 1989 for non-profit purposes.
Continuation	<b>Section 1.3:</b> The Association is hereby continued. This Constitution, when approved by special resolution of the Full Members of the Association as required under Part XIV of the 1989 Constitution, and by the Minister of Industry, Science and Technology or the Minister's successor, shall replace the 1989 Constitution of the Association, as amended.
Head office	<b>Section 1.4:</b> 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 Full Members.

### ARTICLE II: Interpretation and Definitions

Interpretation	<b>Section 2.1:</b> In this Constitution and Bylaws unless the context otherwise requires, words importing the singular shall include the plural, words importing any gender shall include all genders; words importing persons shall include corporations, firms and other legal entities. This Constitution and Bylaws shall be interpreted so as to be consistent with Part II of the Canada Corporations Act.
Definitions	<b>Section 2.2:</b> Definitions apply equally to the words and terms in both the Constitution and Bylaws.  “ <i>Annual Business Meeting</i> ” means the annual meeting of Full Members of the Association required pursuant to section 102 of the <i>Canada Corporations Act</i> , RSC 1970 c. C-32, as amended.  “ <i>Associate Member</i> ” means those bodies referred to in section 4.3 of the Constitution of the Association.

“*Associate Vice President*” means a Full Member referred to in section 6.6 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.

“*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.

“*First Vice-President*” means a Full Member who holds office as the First Vice President.

“*Full Member*” means a body 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 Bylaws.

“*Head of Delegation*” means Chairperson, Chief Executive Officer or equivalent person of a Full Member.

“*Honorary Member*” means a person referred to in section 4.4 of the Constitution of the Association.

“*Host Member*” means the Full Member who is hosting an Association event.

“*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 Association that requires a majority of votes cast by Full Members at a meeting.

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

“*President*” means the individual who has been elected by Ordinary Resolution of the Full Members under Article VI of the Constitution to hold the position.

“*Second Vice-President*” means a full member who holds office as the Second Vice-President

“*Special Meeting*” means an Association meeting called, on proper notice, by at least three Full Members.

“*Special Resolution*” means a resolution requiring a two-thirds majority of the votes cast by Full Members.

### **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, Associate 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.

Associate Members   **Section 4.3:** The following shall be entitled to apply to become an Associate Member:

- a. any authority or agency of a government in Canada created by an Act of Parliament or by a provincial or territorial legislature with adjudicative, administrative or policy-making responsibilities in respect of workers' compensation laws;
- b. any active member of the American Association of State Compensation Insurance Funds as mentioned in section 1 of Article III of that Association's 1983 Constitution or its equivalent;
- c. any active member of the International Association of Industrial Accident Boards and Commissions as mentioned in section 2 of Article III of that Association's 1986 Constitution or its equivalent; and
- d. any authority or agency of a government outside Canada that would qualify under paragraph (a) above if it were within Canada whose application for membership is approved by ordinary resolution of the Executive Committee.
- e. any National and International Associations, Institutes, Organizations and Businesses that are interested and focus on activities consistent with the

AWCBC's vision which supports the common goal of safe workplaces and healthy workers.

Honorary membership **Section 4.4:**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 Association and of Honorary Associate Members **Section 4.5:** The rights and obligations of membership of Honorary and Associate Members shall be outlined in the by-laws.

Fees and dues **Section 4.6:** All fees and other dues shall be established by the Full Members' president, chief executive officer or equivalent head of that Full Member, or, in the absence of any of them, by an individual so authorized by the president, chief executive officer or equivalent head of the Full Member.

Revocation of membership **Section 4.7:** Notwithstanding clause 4.2, the membership of any Member may be revoked by special resolution of the Full Members. 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 year from the date such amount was due.

## **ARTICLE V: Representation and Voting**

Vote **Section 5.1:** All and only Full Members shall have a vote.

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 Full Members.

Head of full member votes **Section 5.3:** The vote of each Full Member shall be cast by the Full Members' president, chief executive officer or equivalent head of that Full Member, or, in the absence of any of them, by an individual so authorized by the president, chief executive officer or equivalent head of the Full Member.

Chairperson does not vote **Section 5.4:** The Chairperson of a meeting shall not vote. However, the full Member that the Chairperson represents may designate and authorize a further individual to vote.

## ARTICLE VI: Officers

- Officers            **Section 6.1:** 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 6.2:** The Officers shall be elected by ordinary resolution of a Full Members' president, chief executive officer or equivalent head, or, in the absence of any of them, by an individual so authorized by the Full Members' president, chief executive officer or equivalent 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 those persons occupying an executive position with a Full Member of the Association shall be eligible for election as an Officer of the Association.
- Vacancy of office    **Section 6.3:** 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 Full Members.
- President            **Section 6.4:** The President shall preside over meetings of the Executive Committee and the Members, and perform such other duties as may be assigned or required by the Executive Committee or by ordinary or special resolution of other Full Members.
- Past President      **Section 6.5:** The Office of the Past President is intended to be occupied by the individual who 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 years.
- Filling a vacancy    **Section 6.6:** Where an office becomes vacant, the Executive Committee will designate an Associate Vice President who occupies an executive position with a Full Member to fill the office, such Associate Vice President to hold the office until the next Annual Business Meeting.

No remuneration to officers **Section 6.7:** 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 VII: Executive Committee**

Executive Committee **Section 7.1:** The Executive Committee shall consist of the Officers of the Association.

Meetings and notice **Section 7.2:** 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 7.3:** Notwithstanding Section 7.2, 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 7.4:** 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 all Full Members.

Quorum **Section 7.5:** Three (3) or more members of the Executive Committee shall constitute a quorum.

Teleconference **Section 7.6:** 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 7.7:** The Executive Committee may exercise all such powers necessary to manage the 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 7.8:** 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 Full Members of the terms and conditions of appointment.

Committees **Section 7.9:** The Executive Committee, shall appoint any necessary committees and define the role of those committees as the needs of the organization may dictate.

Final Responsibility **Section 7.10:** 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 Full Members.

## **ARTICLE VIII: Meetings of Association**

Notice **Section 8.1:** Minimum fourteen (14) day written notice of all meetings shall be given to the Full Members of the Association.

Annual Business Meeting **Section 8.2:** Once every year there shall be held an Annual Business Meeting of the Full Members, such meeting to be held at a time and place to be determined by the Executive Committee.

Special meeting **Section 8.3:** Any three (3) Full Members may requisition in writing a special meeting of the Full Members.

Meeting of Full Members **Section 8.4:** Meetings of the Full Members may be held at a time and place to be determined by the President or designate.

Teleconference **Section 8.5:** Any Full Member may participate and vote in a meeting by telephone or any other communication facilities that permit all persons participating in the meeting to hear each other.

Chairperson of Meetings **Section 8.6:** The Chairperson presiding over any meeting of the Association shall be the President. In the President's absence, another officer shall be the chairperson. In the President's absence, the Executive Committee shall designate another officer to be the chairperson.

Quorum **Section 8.7:** In all meetings of the Association, the following shall constitute a quorum:

- a) for the Annual Business Meeting, a majority of the Full Members; and
- b) for any other meeting, a majority of the Full Members, unless otherwise fixed by a majority of the Full Members and 14 days' notice of such quorum requirements is provided to all Full Members prior to the meeting.

Special resolution **Section 8.8:** Any matter requiring a special resolution requires approval of two-thirds of the votes cast by Full Members present at the meeting.

## **ARTICLE IX: Amendments to this Constitution and Bylaws**

Amendments **Section 9.1:** This Constitution and Bylaws or any part or section thereof may be enacted, repealed or amended at any regularly constituted meeting of the

Association at which a quorum is present by a special resolution of the Full Members provided that written notice of any proposed change is given to all Full Members of the Association not less than thirty (30) days prior to such meeting.

Ministerial approval **Section 9.2:** Any enactment, repeal or amendment made pursuant to Section 9.1, not embodied in the Letters Patent, shall not be enforced or acted upon until the approval of the Minister of Industry, Science and Technology of Canada or the successor to that office has been obtained.

Effective Section 9.3: This Constitution and Bylaws shall supersede all previous Constitutions and Bylaws, and shall come into force, and be effective from, the date that the Minister of Industry, Science and Technology of Canada, or the successor to that office, has approved this Constitution and Bylaws in accordance with section 9.2.

## **BYLAWS**

### **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:** Associate Membership shall be granted to and continued by the bodies referred to in section 4.3 of the Constitution upon approval by ordinary resolution of the Executive Committee.

**Section 1.3:** Honorary Membership shall, subject to section 4.4 of the Constitution, be granted to persons or organizations deemed appropriate upon approval by ordinary resolution of the Executive Committee.

#### *Rights of Membership*

**Section 1.4:** Full Members are entitled to vote at all Association meetings with one vote per Full Member.

**Section 1.5:** Associate Members and Honorary Members are not entitled to vote.

**Section 1.6:** Members, subject to Article IX, are entitled to attend events.

#### *Withdrawal of Membership*

**Section 1.7:** Any member may, at its own pleasure, withdraw its membership from the Association.

### **ARTICLE II - MEMBERSHIP FEES AND OTHER DUES**

**Section 2.1:** The Full Members' president, chief executive officer or equivalent head of that Full Member, or, in the absence of any of them, by an individual so authorized by the president, chief executive officer or equivalent head of the Full Member, 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.

**Section 2.2:** The Full Members' president, chief executive officer or equivalent head of that Full Member, or, in the absence of any of them, by an individual so authorized by the president, chief executive officer or equivalent head of the Full Member, shall set the amount of annual membership fees to be paid by Associate Members and Honorary Members.

**Section 2.3** The Full Members' president, chief executive officer or equivalent head of that Full Member, or, in the absence of any of them, by an individual so authorized

by the president, chief executive officer or equivalent head of the Full Member shall set the amount of contribution towards the common expenses of Events and contributions of AWCBC funds toward the costs of the event.

**Section 2.4:** The Full Members' president, chief executive officer or equivalent head of that Full Member, or, in the absence of any of them, by an individual so authorized by the president, chief executive officer or equivalent head of the Full Member, shall set fees for the delegate and guest event registration fees.

## **ARTICLE III - VOTING**

**Section 3.1:** Full Members are entitled to participate in an Association 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 Full Members at the meeting.

**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 Full Members at the meeting.

## **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 Section 7.7 of the Constitution are:

- a) management of property and business of the Association;
- b) conduct of the 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 any members upon request of the member.

#### *Indemnification and Reimbursement*

**Section 4.5:** The Association shall indemnify and save harmless every 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 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 4.6:** The Association may acquire liability insurance for the indemnification referred to in section 4.5.

### **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 Officers and/or other persons designated by the Executive Committee pursuant to Section 5.2.

**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 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 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 Executive Committee 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 Executive Committee and Members 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 Full Members;
- e) develop objectives and an annual Association budget for approval of the Full Members' president, chief executive officer or equivalent head of that Full Member, or, in the absence of any of them, by an individual so authorized by the president, chief executive officer or equivalent head of the Full Member;
- 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 Full Members, 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: 15%
- b) Alberta, British Columbia, Manitoba and Saskatchewan: 10%
- c) New Brunswick, Newfoundland, Northwest Territories, Nova Scotia, Prince Edward Island and Yukon: 5%

**Section 8.2:** The annual budget for the Association's Head Office shall be set on a calendar year, with one billing per annum to Full Members.

**Section 8.3:** 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 8.4:** The president, chief executive officer or equivalent head of a Host Member, or, in the absence of any of them, by an individual so authorized by the president, chief executive officer or equivalent head of the Host Member, shall provide a financial accounting of the Event, at the first Annual Business Meeting following the Event.

**Section 8.5:** The Full Members' president, chief executive officer or equivalent head of that Full Member, or, in the absence of any of them, by an individual so authorized by the president, chief executive officer or equivalent head of the Full Member shall, appoint a professional accountant as an auditor to audit the accounts of the Association for report to the Full Members 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:** Full members will establish Association events.

**Section 9.2:** Event frequency and host rotation shall be set by the Full Members.

**Section 9.3:** The Host Member shall prepare the delegate program for each event and share it with the Full Members 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 and provided the requisite delegate fee is paid

**Section 9.5:** Associate Members may select and send as many delegates to an Event of the Association, excluding Learning Symposium, subject to the maximum number of delegates that can be accommodated at the Event and provided the requisite delegate fee is paid. Learning Symposium attendance is limited to Full Members, Honorary Members and staff associated with Provincial and Federal Governments that are Associate Members.

**Section 9.6:** Honorary Members may attend Association Events, subject to the maximum number of delegates that can be accommodated at the Event 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 Host Member.

*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 Host Member shall determine if media liaison regarding an *Event* is appropriate. The media liaison shall be the responsibility of the Host Member.

**Section 9.11:** The Host Member shall be responsible for the co-ordination of agenda activities relative to Event program, and, if available, distribute 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 Full Members of the Association resolve otherwise.

**Section 10.2:** The quorum for the Annual Business Meeting shall be a majority of the Full Members of the Association.

**Section 10.3:** 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 Officers;
- h) other business; and
- i) place of next Annual Business Meeting.

### *Special Meetings*

**Section 10.4:** Any three Full Members may requisition in writing a special meeting of the Full Members of the Association. The notice requirements for a meeting under this section shall be those provided for under section 10.7. 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 Full Members to form a reasoned judgment.

### *Meetings of the Full Members*

**Section 10.5:** A meeting of the Full Members shall be held at such time and place as may be designated by the President of the Association. Notice of the meeting shall contain sufficient information to allow the Full Members to form a reasoned judgment. At such a meeting, the Full Members 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 10.6:** Should a Full Member be unable to attend an Association meeting, the Board or Commission of that Full Member may designate a Member, Officer or employee of the 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 10.7:** Written notice of all meetings shall be sent to the Full Members of the Association, and must be provided within a reasonable time. If this notice is by mail, a minimum of fourteen days shall be given. If this notice is by facsimile transmission, a minimum of seven days shall be given.

**Section 10.8:** 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 Full Members at the meeting. Votes on behalf of a Full Member may be cast by the president, chief executive officer or equivalent head of the Full Member or, in the absence of either, by an individual so authorized by the president, chief executive office or equivalent head of the Full Member.



Industry Canada

Industrie Canada

Canada  
Corporations Act

Loi sur les  
corporations canadiennes

C A N A D A

SUPPLEMENTARY LETTERS PATENT

issued to

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

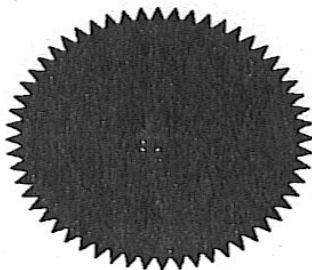
The Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, does hereby vary the objects of the Corporation as provided in a Motion of the said Corporation, a copy of which is annexed hereto to form part of these presents.

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