

BY LAW 1 – A (Amended)

A by-law relating to the affairs of the

COLLEGE OF CHIROPRACTIC ORTHOPAEDIC SPECIALISTS (CANADA)

BE IT ENACTED as a by-law of the College of Chiropractic Orthopaedic Specialists (Canada) (hereinafter referred to as either the “Corporation” or “CCOS(C)”) as follows:

DEFINITIONS

1. The definitions used in this and any other by-law or regulation of the corporation and subject to article 70 hereof, shall be those included in this **or** any other By-law of the Corporation. In the absence of a definition in this or any other By-law of the Corporation, definitions of and included in the Canada Not-for-profit Corporations Act, S.C. 2009, c. 23 (hereafter called the “Act”) and amendments thereto shall apply.
2. In these By-laws or any amendments thereto, use of the term "Director" refers to the "Board of Directors", and the term "director" refers to the person serving, elected, or appointed to that position.
3. In this By-law, "Corporation", means the College of Chiropractic Orthopaedic Specialists (Canada), also registered in French as Collège des spécialistes en orthopédie chiropratique (Canada).
4. In this By-law, “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution
5. In this By-law, “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
6. In this By-law, “Days” means business days.
7. In this By-Law, “Proposal” means a proposal submitted by a Member that meets the requirements of Section 1673 of the Act.

NO GAIN FOR MEMBERS

8. The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

MEMBERSHIP

9.01. There shall be the following classes of members in the CCOS(C):

- (a) Fellow
- (b) Full Member
- (c) Associate Member
- (d) Life Member
- (e) Incapacitated Member
- (f) Honorary Member

Membership in the CCOS(C) is non-transferable and can only be held by individuals. Maintenance of membership for Fellows and Full members requires currency in fulfilling continuing education requirements, which are described in Appendix 1.

9.01.01 Fellow

Any chiropractor who has attained chiropractic orthopaedist Diplomate status through a Chiropractic Orthopaedists board exam acceptable to the College of Chiropractic Orthopaedic Specialists (Canada) (for example: the Academy of Chiropractic Orthopedists, or the American Board of Chiropractic Orthopedists), and has met the other necessary qualifications as prescribed by the College of Chiropractic Orthopaedic Specialists (Canada), may have conferred upon this chiropractor Fellow status, by Ordinary Resolution of the Board of Directors. Fellows will have full rights to vote at general and special meetings and can stand for election as directors for the Board of Directors.

9.01.02 Full Member

Any chiropractor who is a licensed Doctor of Chiropractic who has successfully completed a postdoctoral course of instruction in chiropractic orthopaedics approved by the College of Chiropractic Orthopaedic Specialists (Canada) may have conferred upon this chiropractor Full Member status, by Ordinary Resolution of the Board of Directors. This class of membership includes the right to vote, but not eligibility for a director's position.

9.01.03 Associate Member

Any chiropractor who is a licensed Doctor of Chiropractic who is enrolled in a CCOS(C)-approved course in chiropractic orthopaedics or has an academic interest in chiropractic orthopaedics is eligible to become an Associate Member upon Ordinary Resolution of the Board of Directors. An Associate Member has all the privileges of a Member, save and except that the associate member shall not be entitled to a vote. Those privileges of membership include the right to attend meetings and receive notices, notifications and information disseminated to the rest of the membership.

9.01.04 Incapacitated Member

A member who becomes incapacitated for any reason may, at the discretion of the Board of Directors by way of Ordinary Resolution, have annual dues and/or other fees rescinded for the period of the disability, and shall not have voting privileges during such time as the member shall be designated an Incapacitated Member.

9.01.05 Life Member

A member who has performed outstanding service to the CCOS(C) and has been an active member of CCOS(C) for 25 consecutive years, may have conferred upon this member a Life Membership by Ordinary Resolution of the Board of Directors. Life members may vote and do not have to pay any annual dues.

9.01.06 Honorary Member

Any individual, having demonstrated a significant contribution to the CCOS(C), can be nominated by the Board of Directors and an Ordinary Resolution passed by the voting members at a members meeting in order to receive a certificate of appreciation and an honorary membership to the CCOS(C). A member who has belonged to CCOS(C) for a minimum of fifteen years and who resigns from active practice is eligible for honorary member status upon Ordinary Resolution of the Board of Directors. Honorary members do not pay dues nor are they eligible to vote, but have all the privileges of an Associate Member.

ADMISSION OF MEMBERS

- 9.02 An individual will be admitted as a member in the applicable class once:
- (a) The individual makes an application for membership in a manner prescribed by the Corporation (if applicable).
 - (b) If the individual was at any time previously a Member, the individual was a Member in good standing at the time of ceasing to be a Member;
 - (c) The individual agrees to be bound by the Corporation's governing documents, rules and regulations;
 - (d) The individual has paid dues as prescribed by the Corporation (if applicable); and
 - (e) The individual has met the applicable requirements and definitions listed herein.

DURATION

- 9.03 Membership within the Corporation will terminate if membership is not renewed as follows:
- (a) Fellow and Full Membership duration is accorded on a biennial basis and individuals will re-apply for membership with submission of proof of their currency criteria having been met. See Appendix 1 for currency requirements. Fellow Membership is also subject to termination in accordance with the By-laws and/or policies of the Corporation.
 - (b) Life and Honorary Membership remain in perpetuity, subject to termination in accordance with the By-laws and/or policies of the Corporation.

- (c) Associate Membership will be deemed to be renewed with the payment of annual fees, subject to termination in accordance with the By-laws and/or policies of the Corporation.

CESSATION OF MEMBERSHIP

- 9.04 Any member shall cease to be qualified to hold membership in the Corporation in the event of one or more of the following occurrences:
- 9.04.01 the member's death; or
 - 9.04.02 the member's written resignation addressed to the President as Chair of the Board; or
 - 9.04.03 the revocation of the member's membership by an Ordinary Resolution of the Board of Directors, as more particularly described in this bylaw; or
 - 9.04.04 non-payment of dues or other monies which might at any time be owing by a member for a period of 60 days from notice of payment; or
 - 9.04.05 loss of registration to practice imposed by a regulatory board due to professional misconduct; or
 - 9.04.06 failure to maintain any of the qualifications or conditions of membership described herein; or
 - 9.04.07 the Corporation is liquidated or dissolved under the Act.

REVOCATION OF MEMBERSHIP BY BOARD OF DIRECTORS

- 10.01 The Board of Directors may, by Ordinary Resolution, revoke the membership of any member for a breach of the Code of Ethics as specified in Appendix 2 of these by-laws, PROVIDED no member shall have the member's membership revoked until the Corporation has first mailed or emailed notice of complaint in writing regarding the breach of the Code of Ethics, which such notice shall be mailed or emailed to the member at that member's last known address at least ten (10) days prior to the holding of the meeting of the Board of Directors at which such complaint shall be considered. The member shall be entitled to appear personally before or be represented at the Board of Directors meeting by counsel and shall have the right to be heard thereat.

The Board of Directors may, by Ordinary Resolution, revoke the membership of any members who have lost their registration under their regulatory board due to disciplinary action for professional misconduct.

MEMBERSHIP FEES AND ASSESSMENTS

- 11.01 The annual fees payable in respect of membership in the Corporation shall be decided by Ordinary Resolution of the Board of Directors and each member wishing to retain

the member's membership in the Corporation shall pay such annual fee when invoiced in each and every calendar year.

- 11.02 The Board of Directors may, by Ordinary Resolution, in its discretion designate special categories of membership for which a reduced annual fee may be charged.
- 11.03 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting, or a special meeting called for such purposes, provided that any such member shall be granted an opportunity to be heard at such meeting.

GOOD STANDING

12. A Member of the Corporation will be in good standing provided that the Member:
- (a) Has not ceased to be a Member;
 - (b) Has not been suspended, lost privileges or expelled from membership, or had other restrictions or sanctions imposed;
 - (c) Has completed and remitted all documents as required by the Corporation;
 - (d) Has complied with the By-laws, policies, procedures, codes of ethics and conduct (see Appendix 2), rules and regulations of the Corporation;
 - (e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - (f) Has paid all required membership dues or debts to the Corporation.
13. Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

HEAD OFFICE

14. Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Calgary, in the province of Alberta.

THE BOARD OF DIRECTORS

15. The affairs of the Corporation shall be managed by a board of six directors, of whom three shall constitute a quorum. Directors must be individuals, at least 18 years of age with power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt. Each director shall be elected at an annual meeting of Members. Each director shall be elected to hold office for a two year term or until the member's or the member's successor shall have been duly elected and qualified. Any Director shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any voting Member. Directors shall be limited to Fellow members.
16. Elections will be decided as follows:
- (a) One Valid Nomination – Winner declared by Ordinary Resolution.

- (b) Two or More Valid Nominations – Winner is the nominee receiving an Ordinary Resolution and the greatest number of votes. In the case of a tie, the nominees receiving the same number of votes for the Director’s position will participate in a run-off vote. The nominee receiving the most votes will be determined the winner. If there continues to be a tie, the winner will be decided by coin flip.

17. The office of director shall be automatically vacated:

- (a) if a director shall resign that office by delivering a written resignation to the secretary of the corporation;
- (b) if a director is found by a court to be of unsound mind;
- (c) if a director becomes bankrupt;
- (d) if the members of the Corporation pass by Ordinary Resolution at a members meeting of which notice specifying the intention to pass such resolution has been given, that the director be removed as a director before the expiration of that director’s term of office (If the director is removed and holds a position as an Officer, the director will automatically and simultaneously be removed from any position as an Officer) ; or
- (e) on death;

provided that if any vacancy shall occur for any reason in this paragraph continued, the Board of Directors by Ordinary Resolution, may, by appointment, fill the vacancy for the remainder of the term with a member of the Corporation.

MEETINGS OF DIRECTORS

18. Except as otherwise required by law, the directors may hold their meeting(s) at such place or places as they may from time to time determine, no formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings will be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, emailed, or faxed to each director not less than three days before the meeting is to take place or shall be mailed to each director not less than fourteen days before the meeting is to take place. The agenda for any such meeting shall be set by the director who, in calling the meeting, will act as Chair for that meeting. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business, either special or general, at any meeting of the directors. Where all directors consent, a director may participate in a directors' meeting by telephone or any other communication facilities that permit all persons participating in the meeting to hear each other.

ERRORS IN NOTICE, DIRECTORS

19. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and ratify and approve of any or all proceedings taken or had thereat.

VOTING. DIRECTORS

20. Questions arising at any meeting of directors shall be decided by Ordinary Resolution. The Chair of the meeting shall vote on any matter and if there is a tie vote the Chair shall vote a second time and the Chair's vote shall be a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and any entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. All resolutions carried at a meeting of directors shall be recorded as being carried unanimously. In the absence of the President their duties may be performed by the Vice-President or such other director as the directors may from time to time appoint for such purposes.
21. There will be no absentee or proxy voting by Directors.
22. A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

POWERS

23. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorised to exercise and do.
24. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation and for such consideration and upon such terms and conditions as they may deem advisable.

REGULATION

25. The directors may prescribe Regulations not inconsistent with the by-laws relating to the management and operation of the Corporation as they deem expedient.

REMUNERATION OF DIRECTORS

26. A director shall receive no remuneration for acting as such, but, by Ordinary Resolution of the directors, expenses for their attendance at each regular or special meeting of the directors or for other business conducted on behalf of the Corporation may be allowed. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

MINUTES OF BOARD OF DIRECTORS

27. The minutes of the Board of Directors shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

OFFICERS OF THE BOARD OF DIRECTORS

28. The officers of the Corporation shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Board Members-at-Large and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person.
29. Officers including the President of the Corporation shall be appointed by Ordinary Resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members. The officers of the Corporation shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by Ordinary Resolution of the Board of Directors at any time.

DUTIES OF PRESIDENT

30. The President shall, when present, preside at all meetings of the members of the Corporation and of the directors. The President shall also be charged with the general management and supervision of the affairs and operations of the corporation. The President, with the Secretary or other officer appointed by the directors for the purpose, shall sign all by-laws and membership certificates.

DUTIES OF VICE-PRESIDENTS

31. During the absence or inability of the President, the President's duties and powers may be exercised by the First Vice-President, provided that during the absence or inability of the First Vice-President, duties and powers of the President may be exercised by the Second Vice-President, and if the First Vice-President or such other director as the directors may from time to time appoint for such purpose, exercise any such duty or power, the absence or inability of the President shall be presumed without reference thereto.

DUTIES OF SECRETARY

32. The Secretary shall be ex officio clerk of the directors. The Secretary shall attend meetings of the directors and shall cause to be recorded all facts and minutes of all proceedings including all meetings in the books kept for that purpose. The Secretary

shall give notices required to be given to Members and to directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents, belonging to the Corporation which The Secretary shall deliver up only when authorized by a resolution of the directors to do so and to such person or persons as may be named in the resolution, and The Secretary shall perform such other duties as may from time to time be determined by the directors.

DUTIES OF TREASURER

33. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the directors. The Treasurer shall disburse the funds of the Corporation under the direction of the directors, taking proper vouchers therefore and shall render to the directors at the regular meetings thereof or whenever required of the Treasurer, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the directors. As per the Act, the Treasurer will provide for each annual general meeting an accounting for the fiscal year end most immediately concluded prior to that annual general meeting, and provide a comparison to the previous fiscal year's financial records.

DUTIES OF OTHER OFFICERS

34. The duties of all other officers of the Corporation shall be such as the terms of the engagement call for or the directors require of them.

REMUNERATION

35. An officer of the Corporation may receive, as an officer of the Corporation notwithstanding that that officer may otherwise be a director of the Corporation such reasonable remuneration as shall be established by Ordinary Resolution of the Board of Directors of the Corporation, from time to time.

CONFLICT OF INTEREST

36. In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

EXECUTION OF DOCUMENTS

37. Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by either the President or First Vice-President and by the Secretary.
38. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, First Vice-President, Secretary or by any person authorized by the directors.
39. The President, First Vice-President, the directors, Secretary, Treasurer, or any one of them, or any person or persons from time to time designated by the directors may transfer any and all shares, bonds or securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
40. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the directors may at any time by Ordinary Resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

41. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

FINANCIAL YEAR

42. Unless otherwise ordered by the Director, the fiscal year of the Corporation shall terminate on the 30th day of June in each year.

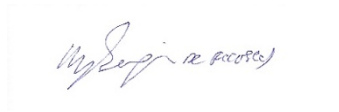
CHEQUES, ETC.

43. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agent of the Corporation and in such manner as shall from time to time be determined by resolution of the directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the banks of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle balance and certify all books and accounts between the Corporation and the

Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank forms or settlement of balances and release or verification slips.

ENACTED this 10th day of October 2024

President



Secretary



CONFIRMED BY THE MEMBERS THE 10th DAY OF October 2024.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

44. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the directors, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the directors shall be fully protected in acting in accordance with the directions of the directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof. Powers granted in the article may be included in By-Law No. 2 and/or By-Law No. 3, being banking By-Law as required by Chartered Banks.

AUDITOR

45. The members shall at each annual meeting appoint a public accountant to act as auditor of the financial accounts of the corporation for reporting to the Members at the next annual meeting. The public accountant shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Board of Directors. If a non-soliciting, not-for-profit organization, the Corporation is not required to appoint a public accountant if its gross revenues remain below the Ministry- prescribed limit; thus, the members may elect by motion at the annual meeting to forego the appointment of a public accountant for the coming year, and the Treasurer's report will constitute the Corporation's audited statement. If the members do not forego the appointment of a public accountant, the Board of Directors shall appoint one until such time as that appointment may be confirmed by vote of the membership at the next general meeting.
46. Twenty-one days prior to the annual meeting, the Corporation will send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

ANNUAL AND OTHER MEETING OF MEMBERS

47. The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Canada as the directors may determine and on such day as the said directors shall appoint. The Members may resolve that a particular meeting of Members be held outside Canada.
48. The Director or the President or First Vice-President shall have the power to call at any time a general meeting of the Member of the Corporation. No public notice or

advertisement of Member's meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice in accordance with these by-laws, provided that any such meetings of Members may be held at any time and place without such notice if all the Members of the corporation are present thereat or represented by duly authorized delegate and at such meeting any business may be transacted which the Corporation at any annual or general meeting may transact. Any official communication of the Corporation, circulated as a newsletter to each individual member may be deemed by the Director to constitute prepaid mail provided all other provision as to time are met when same is used for notice.

49. Notice will include the time and place of a meeting, the proposed agenda, and reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
 - a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
 - b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held.
50. Pursuant to Section 197(1) of the Act (Fundamental Changes), 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.
51. The Board of Directors shall call a Special General Meeting of Members on written requisition of Members carrying not less than five percent of the voting rights. The agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
52. Notice of each meeting of Members must remind the Member that the Member has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy appoint a proxy-holder to attend and act at a specific meeting of Member, in the manner and to the extent authorised by the proxy. The Annual Meeting shall be held within 15 months of the previous one, and no later than 6 months after the end of the fiscal year being reported on for that annual general meeting.

ERROR OR OMISSION IN NOTICE

53. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether special or general, of the Member of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be the last address recorded on the book of the Corporation.

ADJOURNMENTS

54. A
 ny meeting of the corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned for less than 31 days, no notice will be required for any adjourned meeting. If the meeting is adjourned for 31 days or more, notice of the adjourned meeting shall be given as for an original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

QUORUM OF MEMBERS

55. A quorum for the transaction of business at any special or general meeting of Members shall consist of one-third of the voting Members. At any such meeting, any member present holding appropriate and qualified proxies on behalf of other members, shall be counted for quorum as the total of the member plus the proxies held by that member.

VOTING OF MEMBERS

56. At all meetings of the Members of the Corporation every question shall be determined by Ordinary Resolution unless otherwise specifically provided by statute or by these by-laws.
57. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any voting member. Upon a show of hands, every member having voting right shall cast the member's vote in total and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion thereof of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by Ordinary Resolution given by the delegates present, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in the general meeting upon the matter in question. In case of an equality of votes at any members meeting, whether upon a show of hand or at a poll, the President shall be entitled to vote, and if required a second or casting vote.
58. A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
59. Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least twenty-one (21) days prior to the meeting

- date. Notice of motion must be brought forward in writing and include a brief summary of the reason for presenting the item and data related thereto.
60. Meetings of Members will be closed to the public except by invitation of the Board.

COMMITTEES

61. The directors may appoint committees from time to time and shall upon such appointment designate the purpose and objects of the committee. Any Committee may be presented by the directors to the Members at the next Annual Meeting, and if approved by the Members such committee may be made a Standing Committee. Standing committees will have one director appointed by the Board to act as committee Chair, and a minimum of two and maximum of four other members elected by the voting members from members of any membership category. All other committees shall be Ad Hoc Committees.

RELEASE AND WAIVER BY MEMBERS

62. In consideration of acceptance of any applicant as a Member of the Corporation, the applicant or Member agrees to save harmless and keep indemnified the Corporation, its officers, directors and Members and their respective agents, official servants and representatives from and against all claims, actions or causes of actions, cost expenses and demands, including cost attended thereto on a solicitor and the Member's own client basis however caused arising out of, or relating to any activity of the applicant taking part or being connected to any activity of the Corporation that is caused by any negligence of any of the parties hereto or their respective agents, official servants or representatives and it is understood and agreed that this provision in the By-Law of the Corporation is to be binding on all Members and any applicant and any heirs, executors and assigns of the Member or applicants, and when accepted as a Member this provision merges shall not merge and shall remain as a condition of such membership. The provision shall apply to any and all classes of membership in the Corporation.

INDEMNIFICATION

63. The Corporation may purchase and maintain such insurance for the benefit of its directors and Officers or for matters as the directors may from time to time determine, and specifically matters identified in the Canada Corporations Act, R.S.C, c-32 and amendments thereto and section 93 thereof for which matter directors may be indemnified.

No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation or for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person, firm or corporation with whom or which the monies, securities

or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's respective office, trust or in relation thereto unless the same shall happen through the Director's own wrongful and wilful act or through the Director's own wrongful and wilful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorised or approved by the Board of Directors. If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of being a Director or officer of the Corporation shall not disentitle such Director or officer or such firm or company as the case may be from receiving proper remuneration for such services.

Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which each such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such a Director, officer or other person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such a Director, officer or other person, in or about the execution of the duties of this Director, officer or other person's office or in respect of any such liability;
- (b) all other costs, charges and expenses that any such Director, officer or other person sustains or incurs in or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasioned by any such Director, officer or other person's own wilful neglect or wilful default.

NOTICE

64. Whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice may be given either personally, or by email, or faxed, or by depositing same in a post office or public letter-box, in a prepaid, sealed wrapper addressed to the Director, Officer or Member at the address, fax number or email address as the same appears on the books of the corporation. Any notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if faxed or emailed, shall be held to be sent when the same was transmitted. For the purpose of sending any notice, the address of any

Member, Director or Officer shall be the last address or fax number or email address as recorded on the books of the Corporation.

DISSOLUTION

65. Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

AMENDMENT OF BY-LAWS

66. Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. 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.
67. Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Members present at the next meeting of Members. Upon majority affirmative vote, any amendments will have immediate effect.

FUNDAMENTAL CHANGES

68. Fundamental Changes – Subsection 197(1) of the Act requires a Special Resolution of the voting Members in order to make the following fundamental changes to these By-laws. Fundamental Changes are defined as follows:
- (a) Change the Corporation's name;
 - (b) Change the province in which the Corporation's registered office is situated;
 - (c) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - (d) Create a new class or group of members;
 - (e) Change a condition required for being a member;
 - (f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
 - (g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
 - (h) Add, change or remove a provision respecting the transfer of a membership;
 - (i) Subject to Section 133 of the Act, increase or decrease the number of directors or the minimum or maximum number of directors;
 - (j) Change the statement of the purpose of the Corporation;
 - (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - (l) Change the manner of giving notice to members entitled to vote at a meeting of members;
 - (m) Change the method of voting by members not in attendance at a meeting of members; or

- (n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.
69. Section 199 of the Act provides that each membership class is entitled to vote separately (Special Resolution vote of each class) if the fundamental change noted above relates to membership rights, such as:
- (a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
 - (b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
 - i. To reduce or remove a liquidation preference, or
 - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
 - (c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
 - (d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
 - (e) Create a new class or group of members having rights equal or superior to those of the class or group; or
 - (f) Affect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

INTERPRETATION

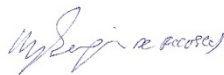
70. In this by-law and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or feminine gender as the case may be, and vice versa and references to persons shall include firms, corporations, and individuals or another entity recognized by the Corporation.

ADOPTION

71. In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

ENACTED this 10th day of October 2024

President



Secretary



CONFIRMED BY THE MEMBERS THE 10th DAY OF October 2024.

APPENDIX 1:
**CURRENCY CRITERIA FOR THE COLLEGE OF CHIROPRACTIC
 ORTHOPAEDIC SPECIALISTS (CANADA)**

The reporting form for currency must be submitted biennially and returned to the Secretary of CCOS(C) to maintain Fellowship or Full Member status with the College.

Presently, the CCOS(C) Currency Criteria is a system where 30 credit hours must be accumulated over a 2 year time frame. Credits will be awarded according to the actual number of hours of continuing education attended. Fellows will provide CCOS(C) with proof of attendance.

Beginning with the continuing education cycle starting in January, 2017, the College of Chiropractic Orthopaedic Specialists (Canada) will require Fellows to obtain 40 hours of continuing education every two years at a standard acceptable to the CCOS(C) to maintain specialist qualifications; those 40 hours shall consist of 20 structured hours, for which proof of attendance is to be provided by the facility delivering the content hours, and 20 unstructured hours for which the Fellow will maintain and submit a record to the CCOS(C).

Courses and materials used for maintaining currency shall be logged in a portfolio by each Fellow and Member; said portfolio may be audited during accreditation or at the Executive Board's discretion for relevance and professional standards. The Executive Board may recommend certain sources for continuing education, or, when necessary, mandate certain content for the maintenance of Specialty standards. Recommendations will be posted on the web site. Fellows and members will be notified electronically of any mandatory content requirements that may arise.

Options :

- 10 hours per year for sitting on the board of CCOS(C).
- 12 hours for teaching an orthopedic post-graduate module, or an under-graduate orthopaedics program at an accredited College or University.
- 12 hours for acting as a tutor for an undergraduate orthopaedics program.
- 20 hours for publishing a paper in a refereed, peer reviewed, or approved journal. (must include a review of the literature)
- 10 hours for a pertinent book review.
- 30 hours for acting as an examiner at American Board of Chiropractic Orthopedists or Academy of Chiropractic Orthopedists.
- 10 hours for acting as an examiner at the Canadian or National Boards or for representing our college in these organizations.
- 10 hours for sitting on the editorial board of a refereed, peer reviewed, or approved journal.
- 10 hours for attending the AGM in conjunction with the ACO annual convention/AGM or annual Canadian Specialty Colleges Conference

APPENDIX 2

Code of Ethics

The College of Chiropractic Orthopaedic Specialists (Canada) recognizes the responsibility of delineating the standards of ethical and professional conduct expected of all Canadian chiropractic orthopaedic specialists. The College acknowledges that the provision of health care is a provincial matter and as such, the ethical chiropractic orthopaedic specialist is obliged by law to practise in accordance with the Act, Regulations, and By-laws of the province or territory in which the chiropractic orthopaedic specialist practises. The ethical foundation of the practice of chiropractic orthopaedics consists of those established moral obligations which ensure the dignity and integrity of the chiropractic profession and the role of orthopaedic specialists within the profession.

The ethical chiropractic orthopaedic specialist will accept the moral responsibility to act as the chiropractic orthopaedic specialist's own ethicist. Conduct in the practice of the chiropractic orthopaedic specialist should be above reproach. The chiropractic orthopaedic specialist will take neither physical, mental, social, nor financial advantage of a patient. The chiropractic orthopaedic specialist will show concern for human caring, and whenever possible, will share the responsibility of the health care decision-making process with a patient. The specialty of chiropractic orthopaedics will be practised to the best of the chiropractic orthopaedic specialist's ability, and education will be continued to improve clinical competence, thus assuring the confidence and respect of the chiropractic orthopaedic specialist's patients. The dignity of both colleagues and patients will be respected by being truthful, honouring confidences, and acting with compassion. The chiropractic orthopaedic specialist will, in the public interest, preserve, protect, and communicate the expertise of the profession in legislative, public education, and research matters. The chiropractic orthopaedic specialist will collaborate with other recognized healthcare practitioners toward the ideal of teamwork, in which the rights of the patients, the chiropractic profession generally, and chiropractic orthopaedic specialists will be respected equally.

Code of Conduct

These principles are intended to aid chiropractic orthopaedic specialists individually and collectively in maintaining a high level of ethical conduct. They are not immutable laws, for the ethical practitioner needs no such laws, but standards by which a chiropractic orthopaedic specialist may determine the propriety of conduct in relationships with patients, colleagues, members of other healthcare professions, and with the public.

Article I: Duties of a Chiropractic Orthopaedic Specialist to the Patient

- The chiropractic orthopaedic specialist will recognize the responsibility to render health service to any persons regardless of race, religion, or political belief.
- The chiropractic orthopaedic specialist will recognize the limitations of the chiropractic orthopaedic specialist's expertise, and when indicated, will recommend to a patient that additional options and services be obtained.

- The chiropractic orthopaedic specialist will respect a patient's right to accept or decline care, and is not obliged to treat anyone with whom they have not established a doctor-patient relationship.
- In providing services to a patient, a chiropractic orthopaedic specialist will provide professionally acceptable care and a patient will act reasonably and pay for services rendered.
- The right of a patient to select professional healthcare, separate or complementary to chiropractic care shall be recognized.
- A patient, having been accepted, should never be abandoned without due regard for a patient's welfare. Sufficient notice of withdrawal should be given to permit the patient to secure another practitioner.
- A chiropractic orthopaedic specialist should not take charge of a case which is, or recently has been, under the care of another chiropractor or chiropractic orthopaedic specialist, except in an emergency, or in consultation with the chiropractor in previous attendance, or when the latter has relinquished a case, or the patient has stated they no longer wish to attend the previous chiropractor.
- The chiropractic orthopaedic specialist should neither exaggerate nor minimize the gravity of a patient's condition. The chiropractic orthopaedic specialist should assure that the patient, or those persons responsible for the patient, has knowledge of the patient's condition so the best interests of the patient may be served.

Article II: Duties of the Chiropractic Orthopaedic Specialist to the Profession

- The chiropractic orthopaedic specialist shall expose, without fear or favour, unethical conduct or incompetence, for any reason, on the part of a member of the chiropractic profession or may assist a patient to report such matters to those in authority within the provincial jurisdiction.
- The conduct of the chiropractic orthopaedic specialist at all times should merit the respect of the public for members of the profession.
- The professional reputation of the chiropractic orthopaedic specialist shall be protected by the avoidance of actual or apparent conflicts of interest.
- Self-discipline for the profession is a privilege to be recognized along with the responsibility to protect that privilege.

Contractual Arrangements

- A chiropractic orthopaedic specialist shall, when associating in practice with other chiropractors, insist that they maintain the standards enunciated in this Code of Ethics.
- A contract offered to a colleague will have terms and conditions equitable and agreeable to both parties.
- No contract shall be entered into with any organization where such contract or organizational character jeopardizes professional integrity.
- The chiropractic orthopaedic specialist shall only enter a contract, regarding the chiropractic orthopaedic specialist's professional services, which allows fees derived from chiropractic services to be controlled by the chiropractic orthopaedic specialist rendering the service.

Chiropractic Research

- The chiropractic orthopaedic specialist shall, through recognized scientific channels, communicate to colleagues or appropriate chiropractic institutions of learning, the results of any chiropractic research, in order that those colleagues or institutions may establish an opinion of its merits or veracity before presentation to the public.

- New technique methods, devices, or appliances that might be applicable to the practice of chiropractic should be shared with colleagues.
- The chiropractic orthopaedic specialist must demonstrate competence in the use of research or experimental techniques. The patient's informed consent must be given and the patient will not be charged for such procedures.

Consultation and Examination

- Confidential information derived from a patient, or any other source, may be divulged only with the written permission of the patient, except to safeguard society or when required by law.
- The chiropractic orthopaedic specialist will recommend only those diagnostic procedures deemed necessary to assist in the care of the patient and treatment considered essential for the well-being of the patient.
- Professional responsibility will be recognized in advising the patient of findings and recommendations.
- No guarantee of a cure, either by statement or implication, will be given, and an estimate only as to the length of time or number of visits required by a given condition will be offered.
- When a chiropractic orthopaedic specialist is requested to examine another practitioner's patient on behalf of an authorized third party, the specialist will advise and, in consultation with the treating practitioner, perform the necessary procedures to provide only that information which was requested. The treating practitioner is expected to co-operate with the consulting practitioner or decline the request.

Professional Fees

- The welfare of the patient shall always be paramount and expectations of remuneration, or lack thereof, should not in any way affect the quality of service rendered to the patient.
- When determining fees to the patient, consideration will be given to the chiropractic orthopaedic specialist's professional service and the patient's ability to pay. Fees will be discussed with the patient when appropriate, and always when proposed fees exceed those customarily charged.
- When acting on behalf of a third party, the chiropractic orthopaedic specialist's legal responsibility to the third party must be explained to the patient before proceeding with the examination.
- When requested by the patient, assistance will be given when supplying information required for enabling the patient to receive any benefits to which the patient may be entitled.
- It is not unethical to dispense items, providing: it does not create a conflict of interest, they serve the best interests of the patient, clinical value has been demonstrated, and the items are available at a fair market price.
- No gift should be accepted if there are conditions attached, nor if such acceptance may affect the acceptable professional standards of practice.

Addressing the Public

- A chiropractic orthopaedic specialist, in any mode of communication, should strive to make it clear that the chiropractic orthopaedic specialist's comments are personal and not necessarily representative of all chiropractors, unless expressly authorized to comment on behalf of an established chiropractic organization.
- A level of competence greater than that actually held, according to accepted standards and accepted specialist credentials, shall not be indicated.

Advertising

- The most worthy and effective advertising is the establishment of a well-merited reputation for professional ability.
- Advertising should have the support of the profession and provide information that will enhance the ability of the public to make informed choices concerning healthcare.
- Advertising must maintain the high standards of the profession and protect the public from irresponsible and misleading statements. It must be truthful and verifiable and should not create unjustified expectations or claim definite results.
- Chiropractic orthopaedic specialists will not allow their names to be used in publicity associated with unethical office management or practice-building courses, testimonials or chiropractic technique courses.
- A chiropractic orthopaedic specialist contemplating endorsing a product, company or service should do so only if the endorsement reflects favourably on the profession, and the policies of the Canadian Chiropractic Association are upheld. The names of professional bodies may not be used in conjunction with the endorsement without their express written consent.
- A chiropractic orthopaedic specialist will not claim professional superiority, make invidious remarks respecting other practitioners, their services or their products, or make claims respecting products or services that are not provided as promised.
- The chiropractic orthopaedic specialist will respect this Code of Ethics, the Clinical Guidelines for the Practice of Chiropractors in Canada, and the provincial licensing body regulations concerning practice advertising.

Consultation

- A chiropractic orthopaedic specialist shall request the opinion of an appropriate chiropractor or health practitioner acceptable to the patient when diagnosis or treatment is difficult or obscure, or when the patient requests it. Having requested the opinion, the chiropractic orthopaedic specialist may make available any relevant information and will clearly indicate whether the colleague is to assume the continuing care of the patient during this illness.
- The chiropractic orthopaedic specialist shall, when an opinion has been requested by a colleague, report in detail findings and recommendations to the attending chiropractor or health practitioner and may outline the opinion to the patient. Care of the patient will be continued only at the specific request of the attending chiropractor or health practitioner, and with the consent of the patient.

Patient Care

- A chiropractic orthopaedic specialist shall cooperate with those individuals who, in the opinion of the chiropractic orthopaedic specialist, may assist in the most appropriate care of that patient.
- A chiropractic orthopaedic specialist may make available to a colleague, at the request of the patient, a report of findings and treatment of that patient.
- Health services to a colleague shall be provided without fee, unless specifically requested to render an account.
- The chiropractic orthopaedic specialist who at times is practising outside the traditional office, such as a health and or sports club or nursing home, shall protect the doctor-patient relationship by performing in a manner consistent with proper professional services. A case history, examination in a private room, proper records, and suitable facilities for treatment are mandatory. It should be determined whether the individual is under the care of a colleague, and, if so, extend no care prior to consultation with the first chiropractor.

Article III: Duties of the Chiropractic Orthopaedic Specialist to Society

- The chiropractic orthopaedic specialist will strive to improve the standards of chiropractic services and health care in the community.
- The chiropractic orthopaedic specialist will accept full share of the chiropractic profession's responsibility to society in matters relating to spinal and public health, health education, and legislation affecting the health or well-being of the citizens of the community.
- In the interest of providing good and competent chiropractic care, the chiropractic orthopaedic specialist will support the opportunity of colleagues to obtain recognition and health privileges in the community appropriate to their personal and professional qualifications.