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BY-LAW NO. 1

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

CANADIAN NATIONAL ALLIANCE FOR CHIROPRACTIC

(hereinafter called the "Corporation")

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

SECTION 1 - GENERAL

1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

(1) "**Act**" means the *Canada Not-for-profit Corporations Act,* S.C. 2009, c.23 including the regulations made pursuant to the Act, in each case, as such statute or regulations may be amended, restated or in effect from time to time.

(2) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

(3) **"Board"** means the board of directors of the Corporation.

(4) **"By-laws"** means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect.

(5) **"Director"** means a member of the Board**.**

(6) **"meeting of members**" includes an annual meeting of members or a special meeting of members; and "**special meeting of members"** includes a meeting of any class of member and a special meeting of all members entitled to vote at an annual meeting of members.

(7) "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes case on that resolution.

(8) "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Members' Proposals) of the Act.

(9) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time.

(10) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on that resolution.

1.2 Interpretation

(1) In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, joint venture or unincorporated organization or organization.

(2) Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.3 Severability

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

1.4 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.6 Financial Year End

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

1.7 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation and/or other person as the Board may by resolution from time to time designate, direct or authorize.

1.8 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in such subsection 172(1) are available at the registered office of the Corporation, and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - DIRECTORS

2.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation, the minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

2.2 Term of Office of Directors

The Directors shall be elected to hold office for a term expiring not later than the close of the second (2^{nd}) annual meeting of members following the election. Notwithstanding anything else in this Bylaw, provided a person does not hold a director position for at least one year after the sitting as a director (the cooling-off period), that person is entitled to stand as a director in future elections.

SECTION 3 - MEETINGS OF DIRECTORS

3.1 Calling of Meetings

Meetings of the Board may be called by the chairperson, the vice-chair or any two Directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation is a not a soliciting corporation and has only one Director, that Director may call and constitute a meeting.

3.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 7.1 to every Director of the Corporation not less than three days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of a meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

3.3 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

3.4 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall not have a second or casting vote.

3.5 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such resolutions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

SECTION 4 - OFFICERS

4.1 Description of Offices

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

4.2 Description of Offices

(1) Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) ***Chairperson of the Board*** **-** The chairperson of the Board, if one is appointed, shall be a Director. The chairperson of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chairperson shall have such other duties and powers as the Board may specify;

(b) ***Vice-Chair of the Board*** **-** The vice-chair of the Board, if one is appointed, shall be a Director. If the chairperson of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board

and of the members. The vice-chair shall have such other duties and powers as the Board may specify;

(c) ***President*** **-** If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation;

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

(e) ***Treasurer*** **-** If appointed, the treasurer shall have such powers and duties as the Board may specify.

(2) The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

4.2 Vacancy in Office

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

(a) the officer's successor being appointed;

(b) the officer's resignation;

(c) such officer ceasing to be a Director (if a necessary qualification of appointment); or

(d) such officer's death.

(2) If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint an individual to fill such vacancy.

SECTION 5 - MEMBERS

5.1 Membership Conditions

Subject to the Articles, there shall be three classes of members in the Corporation, namely, Class A members, Class B members and Class C members. The Board of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as maybe prescribed by the Board by resolution. The following conditions of membership shall apply:

Class A Members

(a) Class A voting membership shall be available only to individuals who have applied for and have been accepted into Class A voting membership in the Corporation.

(b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(c) As set out in the Articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one vote at such meetings.

(d) Class A voting members must be in good standing with the respective provincial regulatory body governing chiropractors.

Class B Members

(a) Class B voting membership shall be available only to individuals who have applied for and have been accepted into Class B voting membership in the Corporation.

(b) The term of membership of a Class B voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(c) As set out in the Articles, each Class B voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class B voting member shall be entitled to one vote at such meetings.

Class C Members

(a) Class C non-voting membership shall be available only to individuals or persons who have applied for and have been accepted into Class C non-voting membership in the Corporation.

(b) The term of membership of a Class C non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(c) Subject to the Act and the Articles, a Class C non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

5.2 Membership Transferability

A membership may only be transferred to the Corporation.

5.3 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

5.4 Termination of Membership

(1) A membership in the Corporation is terminated when:

(a) the member dies, or, in the case of a member that is a body corporate, the body corporate is dissolved;

(b) the member fails to maintain any qualifications for membership described in Section 5.1

(c) the member resigns by delivering a written resignation to the chairperson of the Board, in which case such resignation shall be effective on the date specified in the resignation;

(d) the member is expelled in accordance with Section 5.4 or is otherwise terminated in accordance with the Articles or By-laws;

(e) the member’s term of membership expires; or

(f) the Corporation is liquidated or dissolved under the Act

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

5.5 Discipline of Members

(1) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

(a) violating any provision of the Articles, By-laws or written policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or

(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

(2) If the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide 20 days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 20-day period. If no written submission is received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 5.4(2), the Board shall consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 6 - MEETINGS OF MEMBERS

6.1 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

(a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 2l to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 2l to 35 days before the day on which the meeting is to be held.

6.2 Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

6.3 Persons Entitled to be Present

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

6.4 Chair of the Meeting

If the chairperson of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

6.5 Quorum at Meetings of Members

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be fifteen percent (15%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.6 Votes to Govern

At any meeting of members, every question shall, unless otherwise provided by the Articles, the By-laws or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes on a show of hands, a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.7 Absentee Voting

Mailed In or Electronic Ballot

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at

a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

(a) enables the votes to be gathered in a manner that permits their subsequent verification; and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

6.8 Proposals Nominating Directors at Annual Meetings of Members

Subject to the Regulations, any proposal may include nominations for the election of Directors if the proposal is signed by not less than ***5%*** of members entitled to vote at the meeting at which the proposal is to be presented.

6.9 Cost of Publishing Proposals for Meetings of Members

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

6.10 Place of Meeting of Members

Subject to compliance with Section 159 (Place of Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

6.11 Participation by Electronic Means at Meetings of Members

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

6.12 Meeting of Members Held Entirely by Electronic Means

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other

communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 7 - NOTICES

7.1 Method of Giving Notices

(1) Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with such sections 128 (Notice of Directors) or 134(1) (Notice of Change of Directors) and received by the Director;

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

(2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.2 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, the non-receipt of any notice by any such person

where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 8 - DISPUTE RESOLUTION

8.1 Dispute Resolution Mechanism

If a dispute or controversy among the Corporation, members, Directors, officers or committee members of the Corporation or arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be resolved by a process of dispute resolution as follows (to the exclusion of such persons instituting a law suit or legal action):

(a) the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and

(b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 9 - AMENDMENT AND REPEAL

9.1 Amendment

(1) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

(2) Section 9.1(1) does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to 5.1, 6.1, 6.6, 7.1 and this 9.1(2) if those amendments affect membership rights and/or conditions described in paragraphs 197(l)(e), (h), (i) or (m) of the Act.

Dated as of the _____ day of May, 2019.