

BY-LAW ONE

THE COUNCILS ON CHIROPRACTIC EDUCATION INTERNATIONAL (CCEI)

(the "Corporation")

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

1. **Definition**

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganisation, arrangement or revival of the Corporation;

"**board**" means the Board of Directors of the Corporation and;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**director**" means a Member of the Board of Directors

"**meeting of Members**" includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

2. **Interpretation**

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 and unincorporated organisation.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Vision

The Councils on Chiropractic Education International (CCEI) is the recognised international authority on quality chiropractic education for all chiropractic educational programs accredited through Member CCEI agencies.

4. Mission

The Councils on Chiropractic Education International (CCEI) is an independent and autonomous consortium of chiropractic accrediting agencies. CCEI defines, promotes and oversees consistent, high quality standards for chiropractic education worldwide.

5. Goals

CCEI works toward accomplishment of the following goals in pursuit of its mission:

- a. Define and maintain an International Framework of educational standards and competencies and ensure utilisation of these, or their equivalent, by CCEI member accrediting agencies;

An International Framework that is based on best educational, judicial and clinical practices;

- i. Standards and competencies that are competency based;
 - ii. Standards and competencies that are evidence based;
- b. Define processes of accreditation and ensure implementation of these, or their equivalent, by CCEI member accrediting agencies;
- c. Establish and maintain a process for verifying equivalence of the educational standards and accreditation procedures utilised by CCEI member accrediting agencies;
- d. Assist and provide guidance in the development of accrediting agencies;
- e. Promote continuous improvement of international educational standards and competencies, while recognising the existence of educational, cultural and jurisdictional diversities; and,
- f. Advocate quality chiropractic education.

6. Corporate Seal

The corporation shall make use of its seal as it determines appropriate in its sole discretion.

7. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorised 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.

8. Financial Year

The financial year end of the Corporation shall be the calendar year end.

9. Banking Arrangements

Subject to Provision 36, 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 of Directors may designate, appoint or authorise from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorise.

10. Borrowing Powers

Subject to Provision 36, the Directors of the Corporation may, without authorisation of the Members,

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

11. Annual Financial Statements

The Corporation shall 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 or a copy of a publication of the Corporation reproducing the information contained in the documents. 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.

12. Recognition and Membership

12.1. Criteria for Recognition

To be eligible for recognition, an accrediting agency must be:

12.1.1. Organised to assess and make determinations regarding the quality and content of educational programs that graduate entry-level chiropractic practitioners, with standards, competencies and processes equivalent to the CCEI Framework for International Chiropractic Education and Accreditation;

12.1.2. Independent and free from undue influence; of any related, associated, or affiliated trade association or membership organisation

12.1.3. Not-for-profit in its nature and operation;

12.1.4. Structured and staffed in a manner that ensures thorough and rigorous accreditation activities with transparent management of conflicts of interest and without bias or compromise; and,

12.1.5. Fully responsive and provide reasonable assistance to any and all chiropractic educational entities in its region as those entities might seek accreditation services.

12.2. The criteria for membership are:

12.2.1. Recognition by CCEI as an independent, not-for-profit accrediting agency for education of entry level chiropractic practitioners;

12.2.2. Standards that meet or exceed the International Framework for Chiropractic Education and Accreditation established by CCEI;

12.2.3. Alignment with the mission and goals of CCEI; and,

12.2.4. Compliance with all relevant provisions of the CCEI Bylaws and Policies.

12.3. Application for membership is made in writing to the Directors in accordance with established policy.

12.4. Obligations of Members

In addition to any other duties or obligations provided for in these Bylaws, each Member shall:

12.4.1. Do all in its power to promote knowledge of, and active interest in, the objectives and work of CCEI;

12.4.2. Reply to all inquiries and questionnaires from CCEI as quickly as possible;

12.4.3. Ensure that CCEI is fully informed in a timely manner regarding any events or developments in its region or country as might be of interest to CCEI; and,

12.4.4. Refrain from any activities that could result in a conflict of interest with CCEI Bylaws or Policies, save and except as otherwise required by law.

13. Notice of Members' Meeting

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 21 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 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, 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.

14. Members Calling a Members' Meeting

The Board of Directors shall call a special meeting of Members in accordance with Section 167 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.

15. Absentee Voting at Members' Meetings

Pursuant to section 171(1) 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.

16. Membership Dues

16.1. Determination of Amount

Dues are determined by the Board in accordance with approved budgets and are based on equal financial support by all Member agencies.

16.2. Assessment and Due Date

All dues are assessed on an annual basis for each calendar year and are due and payable, in advance, by the end of June in each year.

16.3. Delinquency

Directors representing Member agencies are not permitted to vote at meetings of the Board unless the dues of the Member agency are paid in full prior to the meeting of the Board.

17. Termination of Membership

A membership in the Corporation is terminated when:

- a. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- b. the Member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c. the Member is expelled in accordance with any discipline of Member's section or is otherwise terminated in accordance with the articles or by-laws;
- d. the Member's term of membership expires; or
- e. the Corporation is liquidated or dissolved under the Act.

18. Effect of Termination of Membership

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.

19. Discipline of Members

The board shall have authority to suspend or expel any Member and/or its representative 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 discretion;
- 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.

In the event that 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 twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are 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 written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

20. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, 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.

21. Cost of Publishing Proposals for Annual Members' Meetings

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.

22. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' 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.

23. Persons Entitled to be Present at Members' Meetings

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, 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.

24. Chair of Members' Meetings

The President shall chair the meetings of the Corporation and failing him, the Secretary and failing him one of the other Directors or Officers shall chair the meeting.

25. Quorum at Members' Meetings

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 2 active 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.

26. Votes to Govern at Members' Meetings

At any meeting of Members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on 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.

27. Participation by Electronic Means at Members' Meetings

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.

28. Members' Meeting 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 and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

29. 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 five (5), at least two of whom are not officers or employees of the Corporation or its affiliates.

30. Term of Office of Directors

The Directors shall be elected to hold office for a term of two years expiring not later than the close of the next annual meeting of Members following the election.

1. The Member agency may appoint a successor to fill any vacancy caused by the death, resignation, or inability to serve of a Director appointed by the agency.
2. Termination of the membership of an agency automatically ends the term of any Director appointed by that agency.

31. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors at any time; provided that for the first organisation meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

32. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Corporation not less than 10 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-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting

except that a notice of 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.

33. Regular Meetings of the Board of Directors

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.

34. Votes to Govern at Meetings of the Board of Directors

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 chair of the meeting in addition to an original vote shall have a second or casting vote.

35. Committees of the Board of Directors

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 regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

1. The Executive Committee

The Executive Committee is a standing committee of the Board and comprises one member from each member agency including the President, Vice-President and Secretary/Treasurer

36. Appointment of Officers

The Board elects the President, Vice-President and Secretary/Treasurer from among its members to form the Executive Committee. They are elected for a term of one (1) year and are eligible for re- election for up to two (2) additional years in each office. No person may serve in an office for more than three years.

37. Executive Committee Functions

The President, Vice President and Secretary/Treasurer serve as elected officers of the Directors. The Executive Secretary serves as a non-voting, ex officio officer, who is appointed by the Board. The Officers shall have and may exercise all the powers of the Board during the interim period between meetings of the Board, except that the Officers shall not have the power to amend the CCEI Articles of Incorporation, Bylaws, Policies and/or International Chiropractic Accreditation Standards, Competencies and Procedures or make any membership decisions. In matters other than employment, the Officers shall not enter into contracts in excess of \$10,000 without the approval of the Board, except for contracts involving investment of CCEI funds, in keeping with an approved investment policy. The Officers have no authority to execute disbursements of greater than \$2,500 other than for employment. During the interim period between Council meetings, the Officers may delegate

certain powers to other Committees, Board Members or Officers. The Officers shall not incur indebtedness without the approval of the Board.

37.1. In the event of the death, inability or resignation of an Officer during a term of office, the Directors shall make such appointment or other provision as they may deem expedient for the discharge of the duties of that office.

37.2. Duties and Responsibilities of the President

a. The President of the CCEI presides at all meetings of the Directors.

b. The President of the CCEI is the official spokesperson.

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 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.

38. Board

38.1. Board Composition

Each Member agency may nominate two Directors to the Board. Such nominations are subject to ratification by the CCEI Board of Directors. Each Director has one vote. The Executive Secretary is a non-voting Member of the Board. Each Board Member must declare any real or potential conflicts of interest.

38.2. Quorum of the Board

The presence in person of at least 50% of Directors representing not less than two-thirds of the Member agencies entitled to vote is necessary to constitute a quorum for the transaction of business.

38.3. Presiding Officer

The President, or in his/her absence the Vice-President, presides at all meetings of the Board. In the case of absence of both officers, the Board may appoint a presiding officer from among the Directors present.

38.4. Vacancy in Office

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.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

39. Executive Secretary

The Executive Secretary is retained by the Board and performs such duties as prescribed by the Board in accordance with CCEI policy. The Executive Secretary provides for the receipt of all monies payable to the CCEI, and makes payments based on proper invoices in accord with the annual budget as approved by the Board of Directors. The Executive Secretary provides for keeping and maintaining the accounts of the CCEI, submits a full and proper record of accounting to the Board at each of its meetings, and performs other duties as listed in policy. The Executive Secretary seeks approval for disbursement of funds in excess of \$1,500.00.

40. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the board of Directors, 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 section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- 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 of the Act.

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.

41. Official Language

The official language of the CCEI is English.

42. Invalidity of any Provisions of this By-law

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.

43. 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, or 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.

44. Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

45. Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in

accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that 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.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

46. The Directors may adopt such rules of procedure for the conduct of business as they may deem advisable. Meetings are conducted in accordance with Robert's Rules of Order.

47. By-laws and Effective Date

Subject to the articles, the Board of Directors 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 Directors 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.

Passed by the Members of the Corporation **this 18th day of July, 2016**

Secretary