

## BY-LAW NO. 2

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

### **WORLD SMALL ANIMAL VETERINARY ASSOCIATION**

(the "Corporation")

#### **CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

#### **HEAD OFFICE**

2. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Article of Continuance, at such address as the Executive Board may, by resolution, determine from time to time.

#### **MEMBERSHIP**

3.1 General Members - General Membership in the Corporation shall be limited to formally established veterinary associations concerned with the medicine and surgery of companion animals having a minimum membership of one hundred (100) veterinarians. Under exceptional circumstances this minimum membership may be waived at the discretion of the Assembly. It is preferable that one association represents each country. The General Members shall pay an annual Membership Fee to the Corporation.

3.2 Affiliated Members - Affiliated Membership in the Corporation is open to formally established specialist organizations related to a particular area of companion animal medicine and surgery.

To qualify as an Affiliated Member, the specialist organization must have a membership of one hundred (100) or more veterinarians and the organization's discipline should be of worldwide relevance. Under exceptional circumstance, one or all of the above requirements may be waived at the discretion of the Assembly. The Affiliated Member shall pay an annual Membership Fee to the Corporation. Affiliate Members cannot be represented on the Executive Board.

3.3 Associate Members - Associate Membership in the Corporation is available to formally established associations that can satisfy the Assembly that its financial resources are limited. Associate Members are entitled to all of the benefits of full membership. Associate Members are not required to pay a Membership Fee. Associate Members cannot be on the Executive Board. Associate Membership is limited to a period of three (3) years. Upon expiry of an Associate Membership, the Associate Member is required to apply for General Membership or make special request for its Associate Membership to be renewed for a further period of three (3) years.

3.4 Application for all classes of Membership in the form adopted by the Corporation from time to time, must be completed and be sent in writing to the WSAVA Secretariat, postmarked or, in the case of delivery by email date marked, sixty-seven (67) days prior to the next Assembly meeting. Provisional acceptance may be decided by the Executive Board, but actual admission will be decided at the next meeting of the Assembly following receipt of the application by majority vote. Applications will not be considered if an association has an outstanding debt owing to the WSAVA.

3.5 When an association's application for General Membership in the Corporation is being considered at a meeting of the Assembly, a Representative of that association must be present.

### 3.6 Termination of Membership –

(i) Membership in the association shall cease:

a) Voluntary Withdrawal - By voluntary withdrawal delivered in writing and signed by the association's Representative to the WSAVA Secretariat and accepted in writing by the President of the Corporation within fourteen (14) days of receipt. All Membership benefits will cease on the date of receipt of written notification of withdrawal with final membership termination at end of calendar year. There shall be no reimbursement of dues paid by a Member upon termination of Membership for whatever reason.

b) Majority Decision of Assembly - By a majority decision of the Assembly citing irreconcilable differences, a proposal for which must be served on Members by the President at least sixty (60) days prior to the Assembly Meeting. Such a decision will be effective immediately, without reimbursement of the paid dues.

(ii) In the case of non-payment of Membership Fees, after service by registered mail three (3) invoices in three month intervals from the Corporation, the Member shall lose Membership benefits including complimentary registration in Congress and voting rights, but shall remain a Member. Upon payment in full of any outstanding Membership Fees owed to the Corporation, the Member's benefits shall be reinstated immediately, including voting rights. In the event of the default in payment of the Membership Fee by a Member which is a Federation in whole or in part, the individual Federation associations which comprise the Federation are encouraged to work cooperatively to re-establish the membership of the Federation.

3.7 An association that has had its membership terminated can apply for new membership in the Corporation if it has no outstanding debt due to the Corporation and there is no other Member from the same country in which the association is situated, in which case Section 3.8 shall apply.

3.8 An association that is seeking membership that is domiciled in the same country as an association that is already a Member is encouraged to form a Federation with such other Member. If the formation of a Federation is not possible, the issue of such association's membership will be referred to the Executive Board for recommendation. If the matter is not resolved thereafter, the recommendations of the Executive Board and the positions of the two associations will be put to the Assembly Members for final decision as to the membership of the subject association.

3.9 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **MEMBER REPRESENTATIVES**

4.1 Each General Member, Affiliated Member and Associate Member (the "Members") shall appoint one (1) individual to represent it (the "Representative") at all Assembly Meetings of the Corporation at which its attendance is required.

4.2 In the case of the unavoidable absence of a Representative from the Assembly Meeting, the association can be represented by another member of that Association or have its vote assigned to another member Association representative who will be in attendance, who will have the same rights and obligations of the Representative. The President of the member association must notify the WSAVA Secretariat in writing of the name of the person that will be in attendance at the Assembly Meeting and will be entitled to vote on the behalf of the

association, such notification to be provided a minimum of three (3) weeks in advance of any Assembly Meeting

4.3 Each Representative is required to send a written report of the activities of his or her association to the WSAVA Secretariat within at least thirty (30) days of the end of each calendar year.

4.4 Each Representative will be required to publish a report of the Assembly Meeting in the journal of his or her association, or other relevant media, as soon after the Assembly Meeting as is practicable.

4.5 The Assembly, by majority vote, can require that a Member replace its Representative as a result of a breach of the Corporation's Code of Conduct.

## **EXECUTIVE BOARD**

5.1 All business of the Corporation not required to be conducted by the Assembly shall be conducted by the Executive Board. The property and business of the Corporation shall be managed by the Executive Board, which at all times must be comprised of a minimum of five (5) directors and a maximum of twenty-one (21) directors. For the purposes of these by-laws, "Executive Board member" or "member of the Executive Board" shall refer to a director of the Corporation, whereas "Board Member" shall refer to the office referenced in Section 5.2 hereof.

5.2 Executive Board – Until the beginning of the annual meeting of members held in 2020, each member of the Executive Board shall occupy one, and only one, of the following offices, provided that, in the event that the number of Executive Board members is less than six, no member of the Executive Board shall occupy the Board Member office:

President

Vice-President

Honorary Secretary

Congress Liaison Officer

Honorary Treasurer

Board Member

From the beginning of the annual meeting of members held in 2020, each member of the Executive Board shall occupy one, and only one, of the following offices:

President

Vice-President

Honorary Treasurer

Board Member

No two Executive Board members shall be appointed to the same office, save and except for the Board Member office, to which more than one Executive Board member may be appointed. The number of members of the Executive Board must be no less than the minimum provided in Section 5.1 above and shall be determined from time to time by resolution of a majority of the members of the Executive Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast at a meeting of Assembly Members duly called for the purpose of determining the number of Executive Board members to be elected to the Executive Board. Executive Board members must be individuals over the age of eighteen (18) and be a member of a Member association. Once elected to the Executive Board, if the Executive Board member is a Representative of a Member association, he/she must immediately vacate his or her position as Representative during his/her term on the Executive Board.

5.3 Nomination Process for Executive Board members - The Executive Board members shall be elected by the Assembly. Nominations for each office must be received by the WSAVA

Secretariat at least ninety (90) days prior to the Assembly Meeting and all nominations shall be delivered to the Assembly postmarked at least sixty (60) days prior to the Assembly Meeting.

5.4 Term - The President, Vice-President, Honorary Treasurer, Honorary Secretary and Congress Liaison Officer shall each hold office for a term of two years, provided that in no circumstances shall the Honorary Secretary or the Congress Liaison Officer hold office beyond the beginning of the annual meeting of members held in 2020. Each Board Member shall hold office for a term of two years and may be nominated for re-election once. Re-election is not permitted for all other positions.

5.5 Automatic Nominations - The retiring Vice President shall be an automatic nominee for the position of President but such nomination shall not exclude other candidates from nomination to this position.

5.6 Early Vacancy – In the event of a vacancy occurring on the Executive Board for whatever reason, the vacancy shall immediately be filled by nominations from the Assembly and may be selected by postal ballots in accordance with Section 6.8 hereof. A member appointed to fill such a vacancy shall hold office for the unexpired portion of the term of office.

5.7 Removal from Office - Any elected or appointed officer may be removed at any time, either with or without cause, by a resolution carried by the affirmative vote of a majority of the Executive Board members then in office. Cause includes, but is not limited to a violation of the WSAVA Code of Conduct.

5.8 Additional Executive Board members – The Executive Board may appoint additional Executive Board members who shall hold office for a term expiring not later than the close of the

next annual meeting of members, provided that the total number of Executive Board members so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members. Any Executive Board members so appointed may be re-appointed to the Executive Board for two (2) further terms, for a total of three (3) terms, provided that the aggregate duration of all such terms shall not exceed three (3) years.

5.9 Corporation Representatives - The President and the Vice President shall be the official representatives of the Corporation for the purpose of conducting all business of the Corporation. Their power to represent the Corporation may be temporarily delegated by the President to another member of the Assembly.

5.10 Meetings of the Executive Board - The Executive Board shall meet at least once per year. Additional meetings of the Executive Board may be called by any member of the Executive Board. Meetings of the Executive Board may be held at any time and place to be determined by the President provided that a minimum of ten (10) working days notice is provided to each member of the Executive Board. Notice of the meetings of the Executive Board shall be delivered by electronic mail with return receipt. No error or omission in giving notice of any meeting of the Executive Board or any adjourned meeting of the Executive Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat so long as each Executive Board member has actual notice of the meeting. Each member of the Executive Board is authorized to exercise one vote. In the event of a tie vote, the deciding vote shall be cast by the President. The CEO and the Past President shall be entitled to receive notice and attend all meetings of the Executive Board in accordance with this Section 5.10, however, the CEO and the Past President shall not be entitled to vote on any matter before the Executive Board at, and shall not be counted in determining quorum for, any such meeting.



5.11 Office - The registered office of the Corporation shall at all times remain in Canada.

5.12 Quorum – A majority of the Executive Board members, from time to time, but no less than three (3) Executive Board members, shall constitute a quorum for meeting of the Executive Board. Any meeting of the Executive Board at which a quorum is present and each Executive Board member has received actual notice of such meeting shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

5.13 Remuneration – The members of the Executive Board shall serve as such without remuneration and no member of the Executive Board shall directly or indirectly receive any profit from his or her position as such; provided that an Executive Board member may be paid reasonable expenses incurred by him or her in the performance of his or her duties, reimbursed for their travel expenses to Executive Board and Assembly Meetings, and receive a per diem allowance and/or honorarium as set by the Financial Advisory Committee and approved by the Assembly. This Section 5.13 shall apply, *mutatis mutandis*, to the CEO and the Past President.

5.14 Powers of the Executive Board – The Executive Board shall have the following powers:

(a) to administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, and generally, may exercise all such other powers and do all such other acts and things, including the formation of Committees, as the Corporation is by its charter or otherwise authorized to exercise and do;

(b) to authorize expenditures on behalf of the Corporation from time to time to a maximum of Fifty Thousand Dollars US (US\$50,000.00) per expenditure;

(c) to enter into a trust arrangement with a trust company or bank for the purpose of creating a trust fund in which the capital of and interest generated therefrom may be made available for the

benefit of promoting the interest of the Corporation in accordance with such terms as the Executive Board may prescribe;

(d) to take steps to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation;

(e) to appoint such agents and engage such employees as it shall deem necessary from time to time and at such remuneration as the Executive Board deems appropriate and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Board at the time of such appointment;

(f) the power to do such other matters as are necessary so as to further the objectives of the Corporation; and

(g) borrow money and grant security over the assets of the Corporation.

5.15 Duties of Officers – The duties of the respective officers shall be as follows:

(a) President – The President shall preside at all meetings of the Assembly and the Executive Board. The President shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Executive Board are carried into effect. The President must be signatory to all contracts entered into by the Corporation.

(b) Vice President – The Vice President may preside at all meetings of the Assembly and the Executive Board in the absence of the President. The Vice-President shall be a member of certain of the Corporation's Committees as determined by the Executive Board.

(c) Honorary Secretary – The Honorary Secretary, if appointed, shall arrange and attend all meetings of the Assembly and the Executive Board and shall act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Honorary Secretary shall give or cause to be given notice of all meetings of the Members and of the

Executive Board and shall perform such other duties as may be prescribed by the Executive Board or the President under whose supervision the Honorary Secretary shall be.

(d) Congress Liaison Officer – The Congress Liaison Officer, if appointed, shall be the primary liaison between the Executive Board, Local Congress Host Committee(s), and the Professional Congress Organizer with responsibility for direct Congress oversight and management to ensure maximal host, member, attendee, and financial benefit for the WSAVA Community.

(e) Honorary Treasurer – The Honorary Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Executive Board from time to time. The Honorary Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and the Executive Board at the regular meetings of the Executive Board, and the Assembly at its annual meeting, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Honorary Treasurer shall also perform such other duties as may from time to time be directed by the Executive Board.

(f) Board Member – Each Board Member, if appointed, shall act as a voting advisor on the Executive Board with select responsibilities as determined by the Executive Board based on need. Each Board Member may be a member of certain of the Corporation's Committees as determined by the Executive Board.

(g) CEO – The CEO shall have the duties and responsibilities as determined from time-to-time by the Executive Board. The CEO shall receive notice of Executive Board meetings and shall participate in Executive Board meetings in an advisory but non-voting capacity.

(h) Past President – The Immediate Past President shall be an officer of the Corporation that will support the President, participate in Executive Board meetings as an advisor without having the ability to vote at such meeting and be a member of certain of the Corporation's Committees as determined by the Executive Board from time to time.

## **MEMBER'S MEETINGS**

6.1 The Representatives of the General Members, Affiliated Members and Associate Members (collectively the "Members") shall together form the Assembly. The Executive Board members, the CEO and the Past President shall attend Assembly meetings as non-voting participants.

6.2 Assembly Business – All matters with respect to the following shall be determined by the Assembly:

- (a) the fixing of the number of Executive Board member positions;
- (b) the election of Executive Board members;
- (c) the determination of the location of the WSAVA World Congress held on an annual basis or, at the discretion of the Assembly, determine not to hold a WSAVA World Congress in any given year;
- (d) the addition, acceptance and termination of Members;
- (e) all expenditures by the Corporation in excess of the sum of US\$50,000.00 excluding auditor's fees fixed by the Executive Board pursuant to Section 7.1;
- (f) review and approve the financial statements and report of the auditors of the Corporation for the prior year, appoint auditors and approve the budget for the ensuing year;
- (g) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Executive Board in its discretion may deem expedient;

- (h) to limit or increase the amount to be borrowed;
- (i) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Executive Board;
- (j) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Corporation, and the undertaking and rights of the Corporation;
- (k) any other matter which the Executive Board wishes to refer to the Assembly for consideration or determination; and
- (l) to amend from time to time the Corporation's Code of Conduct.

6.3 Assembly Meetings – The annual or any other general meeting of the Assembly shall be held at least once per year at the head office of the Corporation or at any place the Executive Board may determine and on such date as the Executive Board shall appoint.. The Executive Board shall be required to call a meeting of the Assembly within three (3) months of receipt of written request delivered to the WSAVA Secretariat for an Assembly Meeting made by a minimum of five (5) percent (5%) of the Assembly Members. The Executive Board may resolve that a particular meeting of the Assembly be held outside of Canada. Minutes shall be taken of the Assembly Meeting and ratified and accepted by the Assembly Members at the next Assembly Meeting. The Assembly Meeting shall be attended by Representatives of Members, the Executive Board, the CEO, the Past President and non-voting guests invited by the President only, unless otherwise authorized by the Executive Board.

6.4 Notice of Meetings – Each Member, each Executive Board member, the CEO and the Past President shall be given written notice of each Assembly Meeting at least sixty (60) days prior to the date of such meeting delivered by general mail, courier or personal delivery. The Notice shall contain sufficient information of the business to be transacted at the meeting to permit the Members to form a reasoned judgment on the decisions to be taken. Notice of each Assembly Meeting must remind each Member of the right and method to vote by proxy by means of pre-Assembly ballots for non-attending members or by appointment of a proxyholder to attend and act at a specific meeting of the Assembly, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Member association or a representative of another Member association. No error or omission in giving notice of any annual or general Assembly meeting shall invalidate such meeting or make void any proceedings taken thereat so long as each Member has actual notice of such meeting. 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 any notice to any Member or Executive Board member, the address to which such notice shall be sent shall be the last known address for such Member or Executive Board member recorded on the books of the Corporation.

6.5 Chair of the Assembly Meeting – The President shall be the chair of each Assembly Meeting. In the President's absence, the Vice-President will be the chair of Assembly Meeting. The Chair shall conduct all votes to be taken at the Assembly Meeting. In the case of a secret ballot vote, the Chair will appoint one or more non-voting members of the Assembly to supervise the counting of ballots.

6.6 Assembly Meeting Agenda – The Executive Board shall determine the agenda for each Assembly Meeting. The agenda for each Assembly Meeting will be sent to the Assembly Members by the WSAVA Secretariat postmarked at least sixty (60) days prior to the Assembly

Meeting. A Representative may request that a new matter be added to the Assembly Meeting Agenda by sending written request to the WSAVA Secretariat at least thirty (30) days prior to the Assembly Meeting. All such notices may be delivered by electronic mail and will be deemed valid and verified by the WSAVA Secretariat upon delivery to the Member or the Representative, as applicable, of a return receipt. The New matters will be presented to the Assembly at the Assembly Meeting and will be added to the agenda upon affirmative vote of a majority of the Assembly members present at the meeting.

6.7 Member Voting Rights – Each Member’s Representative shall be entitled to the number of votes set out below based upon the number of veterinarians they represent as follows:

Number of Veterinarians	Number of Votes
Affiliates and Associate Members	1
0-100	1
101-400	2
401-900	3
901-1600	4
1601-2500	5
2501-3600	6
3601-4900	7
>4900	8

The Executive Board shall determine the method of the vote to be taken at the Assembly Meeting.

6.8 Postal Ballots – Interim Assembly business can be conducted by way of postal ballots at the discretion of the Executive Board. In addition, postal ballots for matters to be voted upon at the Assembly Meeting can be available at the discretion of the Executive Board. Postal ballots may be sent by mail service, by electronic facsimile (FAX), electronic mail or an internet voting system approved by the Assembly. Electronic mail ballots will only be considered valid if verified

by the WSAVA Secretariat and acknowledged by return receipt or communication. Postal Ballots will have a closing date which will be at least fourteen (14) days from the date the ballot is posted.

6.9 Assembly Quorum – Two (2) Executive Board members and thirty percent (30%) of the total voting capacity of the Assembly, determined by Members present at the Assembly Meeting together with those Members that voted by Pre-Assembly voting methods or by way of proxy at the Assembly Meeting, shall constitute a quorum

6.10 Majority Vote - A majority of the votes cast by the Members present and carrying voting rights at any Assembly Meeting or by way of postal ballot shall determine the question in meetings except where the vote or consent of a greater number of Members is required by the Act or these by-laws.

6.11 World Congress – Each year, the Executive Board will invite and accept applications as per the Congress Standard Operating Protocol from General Member associations that have been General Members in good standing for at least three (3) years, to co-host the annual WSAVA World Congress in conjunction with the WSAVA. The Corporation will put such applications to the Assembly for vote at the annual Assembly meeting to determine the General Member that will co-host the annual WSAVA World Congress. Rules and regulations concerning WSAVA World Congresses will be defined by the Executive Board in the WSAVA Congress Standard Operating Protocol Manual and shall be subject to approval by the Assembly at the annual Assembly Meeting.

## **FINANCIAL MATTERS**



7.1 Auditor – The Members shall at each annual Assembly Meeting appoint an external and professionally accredited auditor to audit the accounts and prepare the annual financial statements of the Corporation for reports to the Assembly Members at the next annual Assembly Meeting. The auditor shall hold office until the next annual Assembly Meeting provided that the Executive Board may fill any vacancy in the office of auditor on an interim basis until the next annual Assembly Meeting. The remuneration of the auditor shall be fixed by the Executive Board.

7.2 Books and Records – The Executive Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or and any applicable statute or law are regularly and properly kept.

7.3 Membership Fees - Each year the Executive Board will determine the amount of the annual Membership Fees for General Members, Affiliated Members and such other general subscriptions the Corporation may wish to offer from time to time applicable for the ensuing calendar year. The Membership Fee shall be determined by the Executive Board and may include a per Member levy or flat fee.

7.4 Waiver/Reduction of Membership Fee - A General Member or Affiliated Member may apply to the Executive Board to have its Membership Fee waived or reduced. Such application must be submitted in writing to the WSAVA Secretariat, postmarked at least ninety (90) days prior to the next Assembly Meeting, setting out the reasons to be considered in granting the Member a waiver or reduction of its Membership Fee. The Assembly will consider and determine eligibility for waiver or reduction of the Membership Fee by a majority vote. An affirmative determination of a waiver or reduction of the Membership Fee shall apply only to the ensuing calendar year

and the Member shall be required to reapply for waiver or reduction of Membership Fee in any subsequent calendar year or years in which same is so required.

7.5 Financial Advisory Committee – The Corporation shall form a Financial Advisory Committee (“FAC”) which will be chaired by an individual from an Assembly Member association in good standing and shall consist of two (2) additional committee members and the Honorary Treasurer. Nominations for the FAC Chairman and Committee member positions must be approved by the Executive Board and appointment for such positions shall be determined by vote of the Assembly at the annual Assembly Meeting. The Honorary Treasurer will be a non-voting FAC member. The maximum term of office for the FAC Chairman and Committee members will be five (5) years. Nominations for the positions of Chairman and Committee members must be received by the Executive Board at least ninety (90) days prior to the Assembly Meeting. Once approved by the Executive Board, the nominations shall be distributed to the Assembly Members. The Honorary Treasurer, under the direction of the FAC, shall set the budget, keep the financial books and records of the Corporation and work with the Corporation’s auditors to enable procurement of the Corporation’s annual audited financial statements.

7.6 Annual Financial Report – The Corporation shall have prepared an annual audited financial statement. The annual audited financial statement shall be sent to Members between twenty-one (21) and sixty (60) days before the Assembly Meeting. At each Assembly Meeting, the Honorary Treasurer will report to the Assembly on the audited Financial Statements of the Corporation and present same for approval by the Members. If approved, the Executive Board shall be discharged from all liability with respect to financial transactions for the subject year. If the financial statements are not approved at the Assembly Meeting, they will be referred back to the Honorary Treasurer who will in consultation with the Financial Advisory Committee submit a

report for consideration and approval to the Executive Board who, upon approval, will forward the report to the Assembly Members for adoption as interim Assembly matter.

## **EXECUTION OF DOCUMENTS**

8.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the President or his designate and one other Executive Board member and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation shall remain in the custody of the WSAVA Secretariat when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

## **FINANCIAL YEAR**

9.1 The Corporation's financial year will commence on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December in each year.

## **MINUTES OF EXECUTIVE BOARD**

10.1 The minutes of the Executive Board meetings shall be taken and archived and shall be made available to the Assembly Members upon request.

## **AMENDMENT OF BY-LAWS or ARTICLES OF CONTINUANCE**

11.1 The by-laws of the Corporation may be repealed or amended by majority vote of the Members except those amendments to the by-laws requiring special resolution of the Members and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes the Members cast in favour of the by-law amendment or repeal at an Assembly Meeting duly called for the purpose of considering the said by-law amendment or repeal.

11.2 The Articles of Continuance may be amended by a majority of the Executive Board at a meeting of the Executive Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes the Members cast in favour of the amendment to the Articles of Continuance at an Assembly Meeting duly called for the purpose of considering the said amendment to the Articles of Continuance , provided that amendment of the Articles of Continuance shall not be enforced or acted upon until the approval of Industry Canada has been obtained.

11.3 The WSAVA Secretariat will inform the members of any such amendments of the By-Laws or Articles of Continuance not less than sixty 60 days before the next Assembly Meeting.

#### **INDEMNITIES TO THE EXECUTIVE BOARD MEMBERS**

12.1 The CEO, the Past President and every Executive Board member of the Corporation and Representative and their heirs, executors, 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 expense which such CEO, Past President, Executive Board member and/or Representative sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office in respect of any such liability;

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

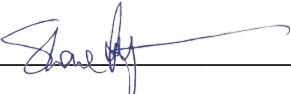
12.2 The Executive Board may purchase liability insurance to insure against the risks set out in section 12.1 hereof.

**IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**


13.1 By-law No. 1 is hereby repealed and replaced by this By-law No. 2 effective immediately upon the enactment of this By-law No. 2 at the time of confirmation by the Members of the Corporation.

13.2 The said repeal of By-law No. 1 shall not affect the previous operation of By-law No. 1 or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to By-law No. 1 prior to its repeal. All persons acting under By-law No. 1 shall continue to act as if appointed under the provisions of this By-law No. 2. All resolutions of the members of the Executive Board with continuing effect passed under By-law No. 1 shall continue to be valid, except to the extent inconsistent with this By-law No. 2, and until amended or repealed.

DATED this 2nd day of October, 2018.

  
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Shane Ryan, President

  
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Michael Day, Honorary Treasurer

(Corporate Seal)