

**CANADIAN CHAPTER OF THE INTERNATIONAL ASSOCIATION OF REHABILITATION
PROFESSIONALS INC.**

BYLAWS

**ARTICLE I
NAME**

1.1. The name of this organization shall be the Canadian Chapter of the International Association of Rehabilitation Professionals Inc. (hereinafter referred to as the "Association").

**ARTICLE II
PURPOSE**

2.1. Mission, Goals. The Association is dedicated to: promoting effective interdisciplinary rehabilitation, disability management, and return-to-work services on behalf of persons with disabilities; enhancing the competency of service providers; supporting innovation in related business development and management; and becoming the pre-eminent source for shaping public policy that affects private sector rehabilitation. To pursue this purpose, the Association will strive to achieve the following goals:

2.1.1. Maintain an organizational structure that addresses member issues and expectations while reflecting and promoting the highest level of volunteer and staff competency.

2.1.2. Promote high standards of training and practice through the development of innovative continuing education and career enhancement opportunities.

2.1.3. Foster high standards of ethical conduct throughout the profession and encourage superior standards of professional performance.

2.1.4. Monitor and influence federal/provincial government and industry policies that affect the practice of private sector rehabilitation.

2.1.5. Promote the chartering of provincial chapters through which members can work as an effective group to further the goals of the Association and the International Association of Rehabilitation Professionals ("IARP") specific to their region and/or geographic area.

2.1.6. Encourage member networking with the goal of understanding issues and trends affecting the profession and competency of all members.

2.1.7. Enhance recognition of the private sector as an efficient, effective source of rehabilitation services.

2.1.8. Promote rehabilitation research: collect, interpret, and effectively disseminate information on changing social, economic, governmental, and technological conditions affecting the profession.

2.1.9. Maintain cooperative relationships and activities with allied or related organizations in pursuit of the Association's mission.

ARTICLE III MEMBERSHIP

3.1. Eligibility. Any individual, corporation or other organization having an interest in the provision of rehabilitation services in the private sector and willing to comply with these Bylaws and the Standards and Ethics of the Association in effect at the time is eligible to be a member of the Association (hereafter "member" or "members"), subject to qualification under Section 3.2 below.

3.2. Categories. Membership in the Association shall be divided into the following categories: Individual Professional, Professional Candidate, Student, Organizational Sponsor, and Associate.

3.2.1. Individual Professional Membership is available to any individual meeting any of the following requirements:

3.2.1.1. Holder of a master's or doctorate degree (a) in vocational evaluation, rehabilitation, career counseling, nursing, psychology or a related vocational or health service program ("Rehabilitation Program") from an accredited institution, plus one year of experience in vocational, physical, or psychological rehabilitation ("Rehabilitation Services") with individuals who have disabling conditions or diseases; or (b) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in the rehabilitation of individuals who have disabling conditions or diseases;

3.2.1.2. Holder of a baccalaureate/undergraduate degree (a) in a Rehabilitation Program from an accredited institution, plus three years in Rehabilitation Services, including at least one year in the rehabilitation of individuals who have disabling conditions or diseases; or (b) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in the rehabilitation of individuals who have disabling conditions or diseases;

3.2.1.3. Holder of a diploma in nursing from an accredited institution, plus a current Registered Nursing licence, and ten (10) years of experience in Rehabilitation Services, including at least five (5) years in the rehabilitation of individuals who have disabling conditions or diseases; or

3.2.1.4. Holder of a diploma in a Rehabilitation Program from an accredited institution and ten (10) years of experience in Rehabilitation Services, including at least five (5) years in the rehabilitation of individuals who have disabling conditions or diseases.

3.2.2 Professional Candidate Membership is available to individuals who meet all of the requirements for Individual Professional membership but have one year less than the required experience for Individual Professional membership.

3.2.3. Student Membership is available to any individual currently enrolled in a rehabilitation program in an accredited institution.

3.2.4. Organizational Membership is available to any corporation, partnership or other organization in the business of providing rehabilitation services in the private sector. An

Organizational member shall be required to designate an individual for purposes of receiving notices and other communications from the Association and for purposes of voting at any meeting or upon any motion which an Organizational member is permitted to vote.

3.2.5. Associate Membership is available to any individual, corporation, partnership or other organization having an interest in the delivery of rehabilitation services in the private sector.

3.3. Dues. Each member shall be obligated to annually pay dues in an amount, which may vary with respect to each category of membership and geographic area in which a member resides, as determined by the Board of Directors from time to time. Any member who has failed to pay the applicable dues for a period of thirty (30) days after the date of expiration of their membership term shall be removed from membership.

3.4. Voting.

3.4.1. Each Individual Professional member of the Association shall be entitled to one vote on any matter submitted to a vote of members. Each Organizational Member shall be entitled to one vote on any matter submitted to a vote of members. Student, Professional Candidate and Associate members shall not have voting rights on any matter. At any meeting of members, a proxy duly and sufficiently appointed by an Individual Professional member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member(s) appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Association. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Association or of the meeting or as may be directed in the notice calling the meeting.

3.4.2. Any Individual Professional member who has failed to pay the applicable dues at the time of any meeting of members or the date by which ballots are mailed from the Association shall not be entitled to vote. Every question submitted to any meeting of the members shall be decided by a majority of votes, unless otherwise specifically provided by statute or by these by-laws. Unless applicable law requires otherwise, any action or motion approved by the affirmative vote of a majority of the members entitled to vote at a meeting at which a quorum is declared shall be the acts and action of the Association. Proxy voting shall not be permitted. In the case of a tie vote, the person serving as chairperson of the meeting shall have a second or casting vote.

3.4.3. All matters, other than the election of Directors and Officers, to be submitted to members for a vote at a meeting of members may be acted upon by written ballot sent by mail, transmitted by facsimile or email transmission, delivered in person at such meeting, or by written ballot sent by mail and in person, as determined by the Board of Directors. Where possible to accurately record votes by way of electronic balloting, the Association may use electronic balloting with respect to any matter upon which the membership may vote.

3.5 Meetings. The Annual Meeting of members of the Association for the purpose of announcing the results of the election of Directors and officers of the Association, receiving reports from officers and committees, and conducting such other business as may arise, shall be on a date and at a place determined by the Board of Directors. Special meetings of the members may be convened by order of the chairperson of the Board of Directors, the President or by the Board of Directors to be held at any date and time and at any place within Canada. In addition, the

chairperson of the Board of Directors or, failing him or her, the President shall call a general meeting of the members upon receipt of a written requisition to do so of not less than ten (10) % of the members entitled to vote at such meeting. Any such requisition for a general meeting shall state with reasonably sufficient detail the business to be discussed at any such general meeting which forms the basis for the requisition. The President shall serve as the chairperson of any meeting of members unless he is unable or unavailable to do so, in which case the Vice-President shall so serve. In the event the Vice-President is unable, unavailable or unwilling to serve in the capacity of chairperson, the members shall appoint one of their number who is an Individual Professional member to serve in the capacity of chairperson of the meeting.

3.6. Notice. Written notice of the time and place of the Annual Meeting of Members shall be mailed at least sixty (60) days in advance of the meeting, and of special meetings of members at least fifteen (15) days in advance but not more than sixty (60) days after receipt of appropriate written request (unless a longer period of notice is required by applicable law). The notice of all special meetings of members shall state the general nature of the business to be transacted. Any written notice shall be delivered personally, by mail or by publication in the Association's newsletter or other journal distributed to members generally. If mailed, such notice shall be deemed to be delivered when deposited in the Canada Post mail system, postage prepaid, addressed to a member at such member's last known address according to the records of the Association.

3.7. Quorum. Fifty-one per cent (51%) of members entitled to vote who either (a) are present in person or (b) have submitted a written ballot received by the Association with respect to any matters to be voted upon, at any meeting of members shall constitute a quorum for the transaction of business at any meeting of members, unless a greater proportion is required by applicable law, by the Letters Patent or by these by-laws.

3.8 Removal Any member who fails to comply with the Association's Standards and Ethics, in effect at the time, may be removed from membership as provided in the Policies and Procedures of the Standards Compliance Review Board, as adopted by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.1 Number, Qualifications.

4.1.1. The business and affairs of the Association shall be managed under the direction of the Board of Directors (sometimes referred to as the "Board" and individual members thereof referred to as "Director" or "Directors"), comprised of a minimum of three (3) directors at all times. The Board shall consist of the individuals then serving as the President, the Vice-President, the Secretary, the Treasurer, and the Immediate Past President (who shall serve in an ex officio capacity) plus six (6) individuals serving as Regional Board of Directors – British Columbia (BC), Alberta, Prairies (Saskatchewan, Manitoba, Yukon and Nunavut), Ontario, Quebec, Maritimes (New Brunswick, Newfoundland, PEI & Nova Scotia). The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board for that purpose and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of the members.

4.1.2. To be eligible for election as a Director, an individual must: (a) be an Individual Professional member and not be a "non-resident" within the meaning of the *Income Tax Act* (Canada), (b) except with respect to the election of the initial Board of Directors of the Association, have been such a member for at least two years as of the date of the

meeting at which the results of the election are to be announced, (c) commit to sign and be bound by the IARP Commitment Pledge (or successor document) if elected, (d) unless waived by the then current Board, not have been previously removed from Board for Cause (as defined below); (e) unless waived by the then current Board, not have resigned from the Board during removal proceedings pursuant to Section 4.11 hereof during the two (2) year period immediately preceding the date of the meeting at which the results of the election are to be announced. No individual may hold more than one Directorship at any time; and (f) be over the age of eighteen years, not a bankrupt or insolvent person and have the power under law to contract.

4.1.3 The applicants for incorporation shall become the first Directors of the Association whose term of office on the Board shall continue until their successors are elected. At the first meeting of the members, the Board elected at such meeting shall replace the provisional directors named in the Letters Patent of the Association.

4.2 Election and Term. All Directors shall commence their terms of office on May 1 unless appointed to fill a vacancy as provided for herein. All Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving the Association as an officer or in any other capacity and receiving compensation therefor.

4.2.1. Each Ex-Officio Director shall serve as a Director by virtue of the office he or she holds. All Ex-Officio Directors shall serve until they no longer hold their respective offices.

4.2.2. The Regional Board of Directors representatives shall be elected by the members as follows:

4.2.2.1. Each Regional Director shall serve for two years with 3 representatives being elected each year. Regional representatives each shall hold office for a term of two years, or until his or her successor is elected and has qualified, and will be elected by vote of the members residing in the region. BC, Prairies and Ontario regional representatives will be elected in even number years, and Quebec, Maritimes and Alberta will be elected in odd number years. No more than one office may be held at one time by the same individual. The regional representatives will be responsible for representing the opinions/concerns of their regional constituency to the Executive Board.

4.2.2.2. No Regional Director may serve more than two consecutive two-year terms as Regional Director.

4.2.3. Initially, the President, Vice-President, Secretary and Treasurer shall be elected by the general membership at the first meeting of members of the Association and shall be elected concurrently as a Director for a term of four (4) years; thereafter, the Vice-President shall serve in that office for two years, and shall automatically assume the office of President in the subsequent year. At the end of his/her two-year term as President, each President shall serve a one-year term as Past President and shall be an Ex-Officio Director. For greater clarity, no person may serve as President, Vice-President, Secretary or Treasurer who is not, during their term of office, also a Director. The Treasurer and Secretary shall serve in such capacity for a term of two (2) years with the ability to be re-elected for a further term of two (2) years, provided that the Association shall endeavour to ensure that the Treasurer and Secretary positions are not

both vacated or filled in the same year (other than the initial meeting of members). A Regional Director may be appointed as Vice-President, Secretary or Treasurer by the membership at a general meeting of members so long as such Regional Director's vacancy is filled pursuant to Section 4.2.2.

4.3. Vacancies. The office of a Director shall be automatically vacated if (a) at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the votes cast in favour of the removal of the Director (and, in the case of a Regional Director, such meeting must be a meeting of members of the applicable region only and the resolution must be passed by two-thirds (2/3) of the votes cast by the members of that region only), (b) a Director has resigned his or her office by delivering a written resignation to the secretary of the Association, (c) he or she is found by a court to be of unsound mind, (d) he or she becomes bankrupt or suspends payment or compounds with his or her creditors, (e) he or she dies or (f) he or she ceases to be an Individual Professional Member. All vacancies on the Board of Directors shall be filled by appointment by the President subject to approval by a majority of the Board of Directors. In the case of a vacancy created in a directorship held by a Regional Director, the members of that region shall have a period of fifteen (15) days after receiving written notice of the vacancy to elect a replacement Director, failing which the President shall appoint such Regional Director in the manner set forth above. Such replacement Director shall serve for the remaining term of the Director in whose place he or she has been appointed.

4.4. Meetings. Regular meetings of the Board of Directors shall be held at least twice a year at such time and place as the President shall determine. Special meetings of the Board may be called at any time by the President or the Vice-President with respect to the removal of a Director pursuant to Section 4.11 below or by not less than one-third of all Directors. Meetings of the Board of Directors may be held at any location within or without Canada. Provided a majority of Directors consents beforehand or a resolution to do so has been passed by a majority of the Directors, any Director may participate in any meeting of the Board by means of conference telephone by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. The President or, in his absence, a Director appointed by the Board at such meeting shall serve in the capacity of chairperson of the meeting. Any action that may be taken at a meeting of the Directors may be taken without a meeting if a resolution or resolutions in writing setting forth the action so taken shall be signed by all the Directors in office and shall be filed with the Secretary of the Association.

4.5. Notice. Written notice of the time and place of all regular meetings of the Board of Directors shall be delivered to each Director at least fourteen (14) days prior to the date of such meeting and in the case of special meetings, at least seven (7) days prior to the date of such meeting (unless a longer period of notice is required by applicable law, by the Letters Patent or by these Bylaws). In the case of special meetings, the notice shall state the general nature of the business to be transacted. Written notice shall be delivered personally, by mail, by facsimile transmission or by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the Canada Post mail system, postage prepaid, addressed to the designated Director at such Director's last known address listed in the records of the Association. If by facsimile transmission, such notice shall be deemed to be delivered when transmitted to the designated Director at such Director's last known facsimile telephone number listed in the records of the Association. If notice is given by telephone, it shall be deemed delivered when the Director who is contacted has been spoken with directly, so long as a copy of the written notice is mailed with confirmation of such telephone conversation.

4.6. Quorum. A majority of the Directors then in office, but at all times no less than two Directors, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors unless a greater proportion is required by applicable law or by these Bylaws.

4.7. Voting. Each Director shall be entitled to one vote on any matter submitted to a vote of the Board of Directors. The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless a greater proportion of affirmative votes is required by applicable law or by these Bylaws. Any action that may be taken at a meeting of the Directors may be taken without a meeting if a resolution or resolutions in writing setting forth the action so taken shall be signed by all the Directors in office and shall be filed with the Secretary of the Association. In the event of a tie vote, the chairperson of the meeting shall not have a second or casting vote.

4.8 Conflict of Interest.

4.8.1. Possible conflict of interest on the part of a Director shall be disclosed to the Board of Directors and made a matter of record. Without limiting the generality of the foregoing, it shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association to declare such interest to the extent, in the manner and at the time required by the *Canada Corporations Act* R.S.1970 c. C-32 (the "Act").

4.8.2. Any Director having any possible conflict of interest on a matter shall not vote on such matter. Such Director may, however, be counted in determining a quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the Board in its deliberations. Subject to the provisions of any applicable legislation, no Director shall be disqualified by his or her office from contracting with the Association nor, with respect to any contract or arrangement entered into by or on behalf of the Association with any Director or in which any Director is in any way interested, be liable to account to the Association or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

4.9. Resignation. Any Director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect following receipt of such resignation notice or any later time specified in the resignation notice.

4.10. Removal.

4.10.1. A Director shall be removed immediately without further action by the Board upon: (a) the Director ceasing to be an Individual Professional member, (b) the Association's receipt of a court order declaring the Director to be of unsound mind; (c) the Director becoming insolvent or bankrupt or suspending payment or compounding with his or her creditors; or (d) if the Director is an Ex-Officio Director, the termination, removal or resignation of the Ex-Officio Director from his or her office with the Association.

4.10.2. A Director may be suspended from his or her duties as a Director and temporarily removed from the Board for Cause at a duly convened meeting of the Board for that purpose, all pursuant to the provisions of section 4.11. As used herein, "Cause" shall mean: (a) failure to attend three consecutive regular meetings of the Board or five regular or special meetings of the Board in a 12-month period, which failure has not been excused in writing by the President for good and legitimate reason as determined by the President in his/her sole discretion, (b) a violation of the IARP Commitment Pledge as determined by the Board pursuant to Section 4.11 below, (c) breach of fiduciary duties as determined by the Board pursuant to Section 4.11 and (d) criminal conviction which in the opinion of the Board adversely affects the reputation of IARP or materially impairs the ability of the Director to fulfill his or her duties. Any such removal must be ratified (and shall be permanent if so ratified) by the membership at a special general meeting of

members called for that purpose, by way of a resolution passed by two-thirds (2/3) of the votes cast in favour of the removal of the Director (and, in the case of a Regional Director, such meeting must be a meeting of members of the applicable region only and the resolution must be passed by two-thirds (2/3) of the votes cast by the members of that region only.)

4.11. Removal/Disciplinary Procedures.

4.11.1. In the event the President or any three or more Directors (the "Requesting Director(s)") believe that the acts or omissions of another Director (the "Subject Director") constitute Cause for removal from the Board or warrant the imposition of other disciplinary actions, the Requesting Director(s) may submit to the President (or to the Vice President if the Requesting Director is the President) a written request to commence proceedings in accordance with this Section 4.11. The written request shall specify in reasonable detail the reasons why the Requesting Director(s) believe the Subject Director should be removed from the Board or subject to other disciplinary action.

4.11.2. Upon receipt of a written request to commence proceedings in accordance with this Section 4.11, the President or the Vice President, as applicable, shall immediately forward a copy of the request to all Directors (including the Subject Director), and the President or Vice President, as applicable, shall schedule a special meeting of the Board in accordance with Section 4.4 above for the specific purpose of considering the removal of, or imposition of other disciplinary action against, the Subject Director. The President or Vice President, as applicable, shall make reasonable efforts to set a meeting date at which the Subject Director and as many of the other Directors as practicable can attend; provided, however, that if the Subject Director is unwilling to attend the meeting or cooperate reasonably, then the President or Vice President, as applicable, shall schedule the meeting at a date and time on which as many of the Directors as is practicable can attend.

4.11.3. At the special meeting, each of the Subject Director and the Requesting Director(s) shall be given a reasonable opportunity to make presentations before the Board according to rules to be established by the President or Vice President, as applicable. The Subject Director and Requesting Director(s) may also bring advisers and/or counsel to such special meeting, and such persons shall be admitted as guests at any such meeting. Neither the Subject Director nor the Requesting Director(s) shall be entitled to participate in the Board's deliberations or to vote.

4.11.4. Upon the affirmative vote of not less than seventy-five percent (75%) of the Directors attending the special meeting, the Board may remove the Subject Director for Cause pursuant to Section 4.10 above or impose other disciplinary actions, including the issuance of a warning, censure and/or demand for restitution. The Board's decision to remove the Subject Director or impose other disciplinary actions shall not limit or prohibit the Association, any Director or any member, as the case may be, from pursuing any legal remedies (at law or in equity) that the Association, Director or member, as the case may be, may have against the Subject Director.

4.12. Limitation of Liability. So long as a Director has acted in the honest belief that his or her actions have been in the best interest of the Association, a Director shall not be liable for, and shall be indemnified and saved harmless out of the funds of the Association in accordance with Article X for or in respect of any action taken, or any failure to take any action by the Director, unless:

4.12.1. the Director has breached or failed to perform the duties of his or her office under the Letters Patent or Bylaws of this Association or has violated any provision of the Act; and

4.12.2. the breach or failure to perform constitutes self-dealing, willful neglect, misconduct or recklessness.

These provisions shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, the liability of a Director for the payment of debts owed to the employees of the Association not exceeding six (6) months' wages due for services performed for the Association while the Director is in office, or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

ARTICLE V OFFICERS

5.1. Officers Generally; Election. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the membership may approve by way of motion or resolution passed by a majority of the members at a meeting of members from time to time. Only Individual Professional members may serve as officers of the Association. In addition to the powers and duties set forth in these Bylaws, each officer shall have such powers and duties as are usually related to such office and as the Board may determine by resolution. The President shall hold office for a term of two years or until his or her successor is elected (and has qualified), whichever is later. The Vice-President shall be elected and hold office as specified in Section 4.2.5. All officers shall serve for a term of two (2) years unless replaced prior to the end of such term.

5.2. President.

5.2.1. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and the Executive Committee and shall perform such other duties as may be assigned by the Board. The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be the chief administrative officer of the Association and shall be responsible to the Board for the coordination of all affairs of the Association. In all matters affecting the Association, the President shall be deemed to be an agent of the Association acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

5.2.2. In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:

5.2.2.1. the selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;

5.2.2.2. if deemed advisable the formation of a special *ad hoc* committee, from year to year, comprised of the President and two other officers of the Association, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Association and the personnel employed therein;

5.2.2.3. the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the

Board, to any director or officer of the Association, or to any meeting of the members of the Association;

5.2.2.4. the preparation of the annual budget for the Association, showing expected revenues and expenditures; and

5.2.2.5. the safe-keeping and good state of repair of all physical properties of the Association.

5.2.3 It is intended that the President shall also serve as the Association's representative on IARP's Council of Presidents unless otherwise precluded from doing so

5.3. Vice President. The Vice President shall perform such duties as may be assigned by the Board of Directors or the President. In the event of a vacancy in the office of President because of death, resignation or removal, or during the President's absence or disability, incapacity or refusal to act, the Vice President shall perform the duties of the President.

5.4. Secretary and Treasurer. The Secretary shall keep the minutes of all meetings of the Board of Directors, the Executive Committee and members; shall have charge and custody of the seal and records of the Board; and shall be responsible for the dissemination of all information pertinent to the ongoing operation of the Association and shall assign duties necessary to achieve the dissemination of this information. The Treasurer shall have charge and custody of all funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Board may direct, shall maintain an accurate accounting system and shall present financial reports, including financial statements, annual budgets and annual audits, to the Board of Directors in such manner and form as the Board may from time to time determine.

5.5. Delegation. The Board shall have power from time to time to appoint agents or attorneys for the Association in or out of Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit. The Board may require such officers, employees and agents of the Association as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe. No Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

5.6 Signing Authorities. Any document committing the Association to an obligation, whether contractual, debt or otherwise, of greater than \$1,000.00 in the aggregate shall require the signatures of the President and at least one other Director. Notwithstanding the above, the Board may, by resolution, designate persons who shall have signing authority for the Association.

5.7 Removal and Remuneration. Any officer may be removed from office by two-thirds (2/3) of the votes cast in favour of the removal of the officer at a special meeting of the members convened for that purpose. Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by way of resolution.

ARTICLE VI COMMITTEES

6.1. Committees in General.

6.1.1. Standing Committees. The Board may, by resolution, establish such standing committees of the Board (and, except as otherwise provided in these Bylaws, in each case appoint the members and the chairperson thereof based on the recommendations of the President) as it deems necessary or desirable ("standing committees"), including, without limitation, the Executive Committee and the Nominations and Elections Committee, each as described below. All standing committees shall include at least one Director. The Executive Committee shall be comprised exclusively of Directors and members of the Executive Committee may be appointed or removed by resolution of a majority of the Directors at a Directors' meeting convened for that purpose. Executive Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties. The Board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law. All standing committees, except the Executive Committee and the Nominations and Elections Committee and the members thereof, shall serve at the discretion of the Board. The chairperson of a standing committee, if not otherwise provided for in these Bylaws, shall be chosen from among the members of such standing committee at any meeting of such standing committee.

6.1.2. Special Committees. The Board may, by resolution, establish one or more special committees to advise the Board or the President in the performance of their respective duties ("special committees"). No special committee shall exercise any authority of the Board to manage the business and affairs of the Association. The chairperson of a special committee shall be appointed by the President subject to Board approval. The members of a special committee shall be appointed by the chairperson of the committee. All special committees and their members shall serve at the discretion of the Board.

6.1.3. Term. Each member of a standing or special committee shall continue as such until the first regular meeting of the Board after the Annual Meeting of members and until a successor has been appointed and has qualified unless sooner removed or unless such committee is sooner dissolved by the Board.

6.1.4. Quorum. Two (2) members of a standing or special committee shall constitute a quorum for the transaction of any business, and the acts approved by the majority of the committee members present, at which a quorum is present shall be the acts of such committee in each case, unless a greater proportion is required by applicable law or by these Bylaws.

6.1.5. Vacancies and Removal. Vacancies in membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Any member of a committee, except the Executive Committee, may be removed at any time by the Board of Directors, with or without cause.

6.2. Executive Committee.

6.2.1. The Executive Committee shall consist of the President, the Vice-President and the Secretary/Treasurer.

6.2.2. The Executive Committee shall have and exercise the authority of the Board of Directors as permitted by the Board of Directors, to the extent permitted by applicable statute, subject to Section 6.2.3, between meetings of the Board.

6.2.3. The Executive Committee shall not have the authority of the Board of Directors with respect to the following matters:

6.2.3.1. amending, altering or repealing these Bylaws;

6.2.3.2. electing, appointing or removing any member of the Executive Committee or any Director or officer of the Association;

6.2.3.3. amending the Letters Patent of the Association;

6.2.3.4. adopting a plan of conversion, division or merger or adopting a plan of consolidation with another corporation, association or organization;

6.2.3.5. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association;

6.2.3.6. authorizing the voluntary dissolution of the Association or revoking proceedings therefore;

6.2.3.7. adopting a plan for the distribution of the assets of the Association; and

6.2.3.8. authorizing expenditures in excess of amounts set forth in the annual budget of the Association as approved by the Board.

6.2.4. Meetings of the Executive Committee may be called at any time by the chairperson of the Committee or by any two members of the committee. Written notice of special meetings of the Executive Committee shall be given to all committee members at least seven (7) days before such meeting.

6.2.5. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors for review at the next regular meeting of the Board.

6.3. Nominations and Elections Committee.

6.3.1. The Nominations and Elections Committee shall consist of five members, four of whom shall be appointed annually by the President subject to approval by the Board of Directors. No more than two members of the committee may be past presidents of the Association.

6.3.2. Each year the Nominations and Elections Committee shall nominate candidates for officers of the Chapter for election by the members entitled to vote. The Committee shall extend in writing to the membership a call for suggested nominations no less than 60 days prior to its meeting to select nominees.

6.3.3. The committee shall conduct the annual election by written mail ballot, which shall be distributed to the members entitled to vote no less than thirty (30) days prior to the date set for the Annual Meeting of members. The committee shall report the results of the election at the Annual Meeting of members.

ARTICLE VII CHAPTERS AND AUDITOR

7.1. Establishment. The Association shall have Chapters, which may be designated by province or region. Chapters shall be required to adopt and maintain Bylaws that are consistent with these Bylaws and are approved by the Executive Committee of the Association. All existing Chapters shall be required to adopt such approved form of Bylaws. The name to be utilized by any Chapter shall be subject to the prior written consent of the Board of Directors of the Association.

7.2. Governance. Chapters are an important means to accomplish the mission and vision of the Association. The Association may set operational procedures for the establishment and dissolution of chapters. In the absence of anything contained in these By-Laws or any policies promulgated by the Association, a Chapter shall refer to the by-laws and policies of the IARP in conducting its affairs.

7.3. Membership and Finances. Every chapter member must be a member in good standing of the Association. Chapters shall be financed in whole or in part from Association dues, in a manner and amount determined by the Association's Board of Directors.

7.4. Regional Activities

Besides completing board responsibilities, Regional Representatives are also responsible with working closely with members from their provinces or regions to offer educational and other support services to meet the particular needs of the province/region. These activities can take the form of meetings, seminars, conferences, distance learning opportunities or other events deemed necessary or appropriate. Approval for regional events must be secured from the Canadian Chapter Board of Directors. Profits from regional events must be returned to the general fund of the chapter. In the event that the Association is dissolved, and after payment of all indebtedness of the Association, the remaining funds, investments and other assets shall be used for purposes of providing services for social welfare, health, education or other objects of a benevolent or charitable nature.

7.5 Auditors

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE VIII INDEMNIFICATION

8.1. Right to Indemnification. Subject to any exceptions in Section 4.12 or elsewhere in these Bylaws, the Association shall indemnify and save harmless any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person: (a) is or was a Director, employee or officer of the Association; or (b) is or was a trustee, officer or the employee or agent of the Association serving at its request as an administrator, trustee or other fiduciary of any of the Association's employee benefit plans (each an "Indemnatee"), against all costs, charges and expenses (including, under Section 8.2, expenses of separate counsel if such separate representation is necessary and including all legal fees and expenses otherwise incurred by the Indemnatee), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by the Indemnatee in connection with such

action, suit or proceeding whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Association, to the extent that the Indemnatee is not insured or otherwise indemnified and except as prohibited by statute. For this purpose and for the purposes of Section 10.2 below, the Board may, and on request of any Indemnatee shall be required to, determine in each case whether or not any applicable statutory standards have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by the statute to make such determination.

10.2 Advance of Expenses. Expenses incurred by the Indemnatee in defending any such action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Indemnatee to repay such amount if it shall ultimately be determined that the Indemnatee is not entitled to be indemnified by the Association.

10.3. Indemnification Not Exclusive. The foregoing indemnification shall not be deemed exclusive of any other right to which the Indemnatee may be entitled, and shall inure to the benefit of the heirs, executors and administrators, and the estate and effects of any Indemnatee.

10.4 Insurance and Other Indemnification. The Board of Directors shall have the power (a) to purchase and maintain, at the Association's expense, insurance on behalf of the Association and on behalf of others to the extent that power to do so has been or may be granted by statute, and (b) to give other indemnification to the extent not prohibited by law.

ARTICLE IX AMENDMENTS AND INTERPRETATION

9.1. Amendments. The by-laws of the Association not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act* may, upon the recommendation of a majority vote of the entire Board of Directors then in office, be amended, altered repealed or adopted by a 2/3 majority vote of the members of the Association present and entitled to vote at any meeting of member at a meeting of the members convened for that purpose, provided that notice of any proposed amendment or a summary thereof shall have been given to each Director or member not less than thirty (30) days prior to the date of the meeting. Any such amendments may not conflict substantially with the Bylaws or policies of the IARP and, where reasonably possible to do so, any amendments to the bylaws or policies of the IARP should be adopted by the Association. The repeal, amendment, alteration or adoption shall not be acted upon until the approval of the Minister of Industry has been obtained.

9.2 Interpretation. In all by-laws and special resolutions of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and other entities, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Association to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

ENACTED the day of , 2009.

, President

, Secretary