

OCCUPATIONAL AND ENVIRONMENTAL MEDICAL ASSOCIATION OF CANADA (OEMAC)
ASSOCIATION CANADIENNE DE LA MÉDECINE DU TRAVAIL ET DE L'ENVIRONNEMENT (ACMTE)

AMENDED AND RE-STATED BY-LAWS

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of OCCUPATIONAL AND ENVIRONMENTAL MEDICAL ASSOCIATION OF CANADA (OEMAC) / ASSOCIATION CANADIENNE DE LA MÉDECINE DU TRAVAIL ET DE L'ENVIRONNEMENT (ACMTE)

CONDITIONS OF MEMBERSHIP

2. Membership in the Corporation is available to those physicians or allied professionals interested in the objects of the Corporation, and shall be in one (1) of four (4) categories:
 - a) Active Membership is available to physicians who are duly licensed to practice medicine in a province or territory of Canada, as declared on the membership application or renewal form;
 - b) Emeritus Membership is available to physicians who are fully retired from active medical practice. Members in good standing who have been Members for at least five (5) consecutive years may make a request for Emeritus status. Emeritus status will be granted upon approval by the Board of Directors;
 - c) Non-resident Membership is limited to physicians who are duly licensed to practice medicine in a country other than Canada, as declared on the membership application or renewal form; and
 - d) Associate Membership is available, at the discretion and approval of the Board of Directors, to other occupational health professionals, such as occupational health nurses, industrial hygienists, ergonomists, safety specialists, and such other professionals as may be approved by the Board of Directors.
3. All Active Members, Non-resident Members and Associate Members shall be assessed an annual general membership fee as set by the Board of Directors, provided that the Board of Directors, in its discretion, may also assess an annual general membership fee to Emeritus Members. Any Member in default of annual dues by May 1 of the current year shall cease to be a Member of the Corporation. Membership fees shall be non-refundable, unless otherwise directed by a resolution passed by a majority of the Directors who voted on the question. Reference in these by-laws to a "Member in good standing" means that the Member has paid all membership fees then due and owing by that Member.
4. Only Active Members shall have voting privileges and be eligible to be a Director or Officer.
5. Any Member may withdraw from the Corporation by delivering to the Secretary a written notice of resignation.
6. Any Member's membership may be terminated by a resolution passed by a majority of not less than two-thirds (2/3) of the Directors who voted on the question, if the Member violates any:

- a) by-laws of the Corporation, including these by-laws; or
 - b) rules and regulations prescribed by the Board of Directors, pursuant to Section 62.
- A Member's rights shall cease upon termination of membership.

HEAD OFFICE

7. The head office of the Corporation shall be in the City of Winnipeg, Province of Manitoba.

BOARD OF DIRECTORS

8. The property and business of the Corporation shall be managed by a board of at least eight (8) Directors and at most twelve (12) Directors.
9. The Board of Directors shall include the following five (5) categories of Directors, as follows:
 - a) a minimum of two (2) Directors shall be elected to represent British Columbia, Alberta, Saskatchewan, Manitoba, Yukon, the Northwest Territories and Nunavut;
 - b) a minimum of two (2) Directors shall be elected to represent Ontario;
 - c) a minimum of two (2) Directors shall be elected to represent Quebec;
 - d) a minimum of one (1) Director shall be elected to represent New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island; and
 - e) a maximum of four (4) Directors, who shall be directors-at-large, and, as such, shall not represent a geographic region.
10. All Directors shall be Active Members. Each Director who is elected to represent a region shall be resident in that region at the time of the Director's election.

GOVERNANCE COMMITTEE

11. The mandate of the Governance Committee is set by the Board of Directors as follows:
 - a) annual evaluation of the Board of Directors, including development of necessary materials for same;
 - b) facilitating discussion on the best method of governance to achieve the goals of the Board of Directors;

- c) facilitating a review of the structure of the Board of Directors and the structure of committees, and the mandates of both, including the examination of ways to include others in the work of the Board of Directors;
 - d) proposing for discussion policies relating to Board of Directors governance issues;
 - e) advising the Board of Directors about constitutional and legal matters;
 - f) drafting and developing a process for policy content for the Board; and
 - g) such other mandates as the Board of Directors or these by-laws may direct, from time to time.
12. As part of its mandate, the Governance Committee shall be constituted annually to place nominations, before the Active Members at the annual meeting of the Members, for those Directors whose terms of office will expire at the close of such meeting or whose offices have been vacated, upon the following terms and conditions:
- a) the Governance Committee shall include a Past-President and the current President;
 - b) the chair of the Governance Committee shall be appointed by the Board of Directors annually to a one-year term, provided that the chair shall be eligible to be re-appointed the next year. The chair shall select three additional Active Members in good standing, who shall serve on the Governance Committee with the chair;
 - c) not less than ninety (90) days before the annual meeting of the Members, the Governance Committee shall send out a call for nominations to all Active Members in good standing in a form and manner to be determined by the Board of Directors, from time to time.
 - d) an Active Member wishing to stand for election as Director for a region may do so by submitting in writing such Director's name with such Director's candidacy, supported by two (2) Active Members resident in the same region, to the Governance Committee, at least forty-five (45) days before the annual meeting of the Members.
 - e) the Governance Committee shall select a slate from the nominations so received and present this slate to the Active Members, not less than thirty (30) days before the annual meeting of the Members, in accordance with the notice provisions set out in Section 50. The Governance Committee shall also present all other duly qualified nominees to the Active Members, notwithstanding that such nominees are not placed on a slate;
 - f) if the Governance Committee does not receive any nominations, the Governance Committee shall provide its own names on the slate; and
 - g) no person shall appear on the list of nominees unless such person is eligible to be a Director pursuant to the *Canada Not-for-profit Corporations Act* and these by-laws.

ELECTION OF THE BOARD OF DIRECTORS

13. At each annual meeting of Members, the list of nominees for the Board of Directors compiled by the Governance Committee in accordance with Section 11 shall be placed before the Active Members, and the Active Members shall elect Directors from such list of nominees.
14. The Board of Directors shall be elected by a secret ballot.
15. Each Director shall be elected for a term of two (2) years, provided that the Board of Directors may, by resolution, provide that a Director or Directors may be elected for such shorter or longer term as may be permitted by the *Canada Not-for-profit Corporations Act*, for the purpose of staggering the terms of the Board of Directors.
16. Each Director is limited to serving three (3) consecutive terms, provided that, for the purpose of the term limits prescribed by this Section 16, terms in which the Director also serves as an Officer will not be counted as part of this consecutive term calculation. For greater certainty, the intent of this Section 16 is to provide that a Director who progresses through the Corporation's executive structure (which requires the individual to be a Director and Officer throughout) shall not be disqualified from standing for re-election as a Director, for the reason that, as a consequence of being on the Corporation's executive, such Director may serve more than three (3) consecutive terms.
17. Where the office of a Director is vacated before such Director's term expires, the Board of Directors may at its discretion appoint a replacement, who shall serve for the remainder of the term of the Director who is being replaced.

MEETINGS OF THE BOARD OF DIRECTORS

18. Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that seven (7) clear days' notice, in writing (or by such other method as may be prescribed by Section 50), of such meeting shall be sent to each Director. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
19. The quorum for a meeting of the Board of Directors shall be two-thirds (2/3) of the Directors represented in person at a meeting or participating pursuant to Section 46.
20. Directors and Officers shall not receive any stated remuneration for their services, provided that nothing herein contained shall be construed to preclude any Director or Officer from serving the Corporation in any other capacity and receiving compensation therefor. Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position, as such.
21. Subject to the *Canada Not-for-profit Corporations Act*, the Board of Directors may appoint such agents and engage such employees as it shall deem necessary, from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

22. The remuneration of all agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of Members, when such resolution shall be confirmed by resolution of the Active Members, or in the absence of such confirmation by the Active Members, then the remuneration to such agents and employees shall cease to be payable from the date of such meeting of Members.

INDEMNITIES TO DIRECTORS AND OTHERS

23. Every Director, Officer or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it, and each such person's heirs, executors, administrators, estates and effects, respectively, shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such person or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by such person, in or in respect of any such liability; and
 - b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.

POWER OF DIRECTORS

24. The Board of Directors may 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, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
25. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation, from time to time, and may delegate by resolution to an Officer or Officers the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of OCCUPATIONAL AND ENVIRONMENTAL MEDICAL ASSOCIATION OF CANADA / ASSOCIATION CANADIENNE DE LA MÉDECINE DU TRAVAIL ET DE L'ENVIRONNEMENT in accordance with such terms as the Board of Directors may prescribe.
26. The Board of Directors shall take all requisite 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.

OFFICERS

27. The Officers shall be a President, Past-President, Vice-President, Secretary, Treasurer and such other Officers as the Board of Directors may appoint, from time to time. The positions of Secretary and Treasurer may be held by the same person.
28. The Officers shall be appointed by the Board of Directors at a meeting immediately following each annual meeting of Members. Officers may be removed from office by a resolution passed by a majority of not less than two-thirds (2/3) of the Directors who voted on the question.
29. The Officers shall hold office for two (2) years from the date of election or until their successors are elected in their stead.

DUTIES OF OFFICERS

30. All Officers shall be Active Members and Directors, and they shall cease to be Officers if they:
 - a) cease to be Active Members;
 - b) cease to be Directors; or
 - c) are removed by a resolution passed by a majority of the Directors who voted on the question.
31. The President shall:
 - a) be the Chief Executive Officer of the Corporation;
 - b) preside at all meetings of the Corporation;
 - c) have the general and active management of the affairs of the Corporation;
 - d) see that all orders and resolutions of the Board of Directors are acted upon.
32. The Vice-President shall:
 - a) in the absence or disability of the President, perform the duties and exercise the powers of the President; and
 - b) perform such other duties as shall, from time to time, be imposed upon the Vice-President by the Board of Directors.
33. The Secretary shall:
 - a) attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;
 - b) give or cause to be given notice of all meetings of the Members and of the Board of Directors;
 - c) perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be; and
 - d) be custodian of the seal of the Corporation, which the Secretary shall deliver only

when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

34. The Treasurer shall:

- a) have the custody of the funds and securities of the Corporation;
- b) keep, or cause to have kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
- c) deposit, or cause to have deposited, all moneys, 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 Board of Directors, from time to time;
- d) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements;
- e) render to the President and Board of Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation; and
- f) perform such other duties as may, from time to time, be directed by the Board of Directors.

35. Those such other Officers as may be appointed by the Board of Directors, from time to time, shall have such authority and shall perform such duties as may be prescribed by the Board of Directors.

RESIGNATION OR REMOVAL OF AN DIRECTOR OR OFFICER

36. A Director shall resign from the Board of Directors, and an Officer shall resign a position, by delivering a written resignation to the Secretary.

37. Upon receipt of a written notice of resignation of a Director or Officer, the Secretary shall immediately inform the Board of Directors. In the event that there is a resignation of the President or Secretary, a meeting of the Board of Directors shall be held as soon as possible to appoint a replacement.

38. The office of a Director shall be automatically vacated:

- a) if the Director resigns such Director's office by delivering a written resignation to the Secretary or President;
- b) if the Director is found to be of unsound mind;
- c) if the Director becomes bankrupt or suspends payment or compromises with such Director's creditors;
- d) if, at a special meeting of Members, a resolution that the Director be removed from office is passed by a majority of Active Members who voted on the question;
- e) by death; or

- f) the Director ceases to be qualified to be a Director, pursuant to the *Canada Not-for-profit Corporations Act* or these by-laws,

provided that if any vacancy shall occur for any reason in this Section 38, the Board of Directors may, by a resolution passed by a majority of Directors who voted on the question, appoint an Active Member to fill the vacancy.

39. The office of an Officer shall be automatically vacated if the Officer is removed by the Board of Directors pursuant to Section 28 or if the Officer otherwise ceases to be qualified to be an Officer, pursuant to the *Canada Not-for-profit Corporations Act* or these by-laws.
40. A resigning Director or Officer shall remain in office until the dissolution or adjournment of the meeting at which such resigning Director or Officer's resignation is accepted and such resigning Director or Officer's successor is elected. A succeeding Director shall hold office until the next annual meeting of Members following the succeeding Director's election or appointment.

EXECUTION OF DOCUMENTS

41. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two Officers and shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power, from time to time, by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

VOTING SYSTEM

42. At all meetings of the Corporation, there will be a basic voting system in place whereby the voter has the choice of voting for one of the alternatives or not voting at all. The minority voters are bound by the decision of the majority voters.
43. Voting for the election of Directors shall be by secret ballot at each annual meeting of Members and the results shall be announced following the election.
44. Proxy voting at meetings of the Members shall be permitted only by resolution of the Board of Directors, provided that if proxy voting is permitted, the Corporation shall establish 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.

Proxy voting shall be permitted only with the written authorization of an Active Member designating his or her alternate, who shall be an Active Member. Such authorization must be received by the Corporation's office at least fifteen (15) days before the meeting at which the vote will be conducted.

45. A resolution in writing, signed by all the Directors or Active Members (as the case may be) entitled to vote on that resolution at a meeting of the Board of Directors or a meeting of the Members (as the case may be), shall be as valid as if it were passed at a meeting thereof.
46. Any person entitled to attend a meeting of the Board of Directors or a meeting of the Members (as the case may be) may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to adequately communicate with each other during the meeting, provided that:
- a) the Board of Directors makes such a communication facility available;
 - b) in the case of a meeting of the Board of Directors, all the Directors have consented to the person's participation in the meeting by such a communication facility. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board of Directors held while a Director holds office;
 - c) the communication facility permits all persons participating in the meeting to hear and communicate with each other; and
 - d) the vote of any person who participates in a meeting by other means pursuant to this Section 46 shall be made by a verbal or electronic vote, as the case may be, provided that all votes shall be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted,

and a person so participating in the meeting pursuant to this Section 46 shall be deemed to be present at the meeting.

MEETINGS OF THE MEMBERS

47. Subject to the *Canada Not-for-profit Corporations Act*, the annual or any other meeting of the Members shall be held at the head office of the Corporation or at any place as the Board of Directors may determine and on such day as the Board of Directors shall appoint.
48. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented, the positions of those Directors whose terms are expiring at the close of the meeting or whose offices have been vacated shall be elected, and auditors shall be appointed for the ensuing year. The Active Members may consider and transact any business either special or general at any meeting of the Members. The Board of Directors or the President or Vice-President or shall have the power to call at any time a general meeting of the Members.
49. Each Active Member at a meeting shall have the right to exercise one (1) vote.
50. Notice of the time and place of a meeting of the Members, naming the time and place of assembly, shall be given to:
- a) each Active Member of record at the close of business on the day on which such notice is given;

- b) the Board of Directors; and
- c) the auditors of the Corporation,

by the following means:

- d) by mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- e) by telephonic, electronic or other communication facility, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the Active Members to form a reasoned judgment on the decision to be taken. Notice of each meeting of the Members shall remind each Active Member that they have the right to vote by proxy. A resolution passed by a majority of not less than two-thirds (2/3) of the Active Members who voted on the question is required to make any amendment to these by-laws to change the manner of giving notice to Members.

51. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat. Any Active Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Active Member, Director or Officer for any meeting or otherwise, the address of the Active Member, Director or Officer shall be such Active Member, Director or Officer's last address recorded on the books of the Corporation.
52. The quorum for a meeting of the Members shall be five percent (5%) of the Active Members represented in person at a meeting or participating pursuant to Section 46 or Section 53.
53. The Members may meet by telephonic, electronic or by other communication facilities that permit each Active Member to communicate adequately with each other, provided that:
 - a) the Board of Directors has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedures for establishing quorum and recording votes;
 - b) each Active Member entitled to attend and vote at the meeting has equal access to the specific means of communication to be used; and
 - c) each Active Member entitled to attend and vote at the meeting has consented in advance to meeting by telephonic, electronic or other communications facilities, using the specific means of communication proposed for the meeting.

MINUTES OF BOARD OF DIRECTORS

54. The minutes of the Board of Directors shall be available to any Active Member on

request.

FINANCIAL YEAR

55. Unless otherwise ordered by the Board of Directors the fiscal year end of the Corporation shall be December 31.

COMMITTEES

56. The Board of Directors may appoint committees and task forces whose members will hold their offices at the will of the Board of Directors.

AMENDMENT OF BY-LAWS

57. The by-laws of the Corporation may be repealed or amended by by-law enacted by a resolution passed by a majority of Directors who voted on the question and sanctioned by a resolution passed by a majority of not less than two-thirds (2/3) of the Active Members who voted on the question at a meeting of the Members duly called for the purpose of considering the said by-law.

AUDITORS AND FINANCIAL RECORDS

58. Subject to Section 59, the Active Members shall at each annual meeting of the Members appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the Board of Directors may fill a casual vacancy in the offices of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.
59. If permitted by the *Canada Not-for-profit Corporations Act*, the Active Members may, by a resolution that is passed by all of the Active Members at an annual meeting of the Members, dispense with the appointment of an auditor for the following fiscal year.
60. An annual audit of the books and accounts of the Corporation shall be performed and presented in a report to the Members not less than twenty-one (21) and not more than sixty (60) days before each annual meeting of the Members, provided that:
- a) if the *Canada Not-for-profit Corporations Act* provides that the Corporation shall engage an auditor or accountant to conduct a review engagement of the books and accounts of the Corporation, then a review engagement shall be conducted, instead of an audit, unless the Members require an audit, by a resolution passed by a majority of the Members who voted on the question; and
 - b) the Corporation may, instead of sending copies of the annual financial statements and auditor's report (if any) to the Members, send a notice to the Members stating that the annual financial statements and auditor's report (if any) are available at the head office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

BOOKS AND RECORDS

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

RULES AND REGULATIONS

62. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect.
63. All meetings shall be governed by rules of order as determined by the Board of Directors.

INTERPRETATION

64. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, and vice versa, and references to persons shall include firms and Corporations.

BYLAW REPEAL


65. This bylaw repeals all previous procedural and administrative by-laws of the Corporation and replaces their administrative and procedural provisions.

(ENACTED by the Board of Directors June 17, 2013 and SANCTIONED by the Members September 29, 2013.)

WITNESS the corporate seal of the Corporation.

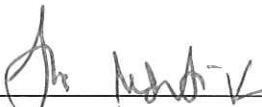


President



Secretary

Certified a true copy



Secretary

Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1 - Current name of the corporation

OCCUPATIONAL AND ENVIRONMENTAL MEDICAL ASSOCIATION OF CANADA (OEMAC) /
ASSOCIATION CANADIENNE DE LA MÉDECINE DU TRAVAIL ET DE L'ENVIRONNEMENT (ACMTE)

2 - If a change of name is requested, indicate proposed corporate name

3 - Corporation number

1 9 5 1 3 1 - 9

4 - The province or territory in Canada where the registered office is situated

Manitoba

5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

8

Maximum number

12

6 - Statement of the purpose of the corporation

The purpose of the Corporation shall be to:

- (a) provide a strong Canadian voice in occupational medicine;
- (b) encourage high standards in the specialty of occupational medicine;
- (c) encourage and assist undergraduate and graduate education in the field of occupational medicine;
- (d) provide a forum for the exchange of views in occupational medicine;
- (e) provide for the advancement of knowledge in occupational medicine; and
- (f) develop effective interaction with health professionals and others.

7 - Restrictions on the activities that the corporation may carry on, if any

None.



Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)

8 - The classes, or regional or other groups, of members that the corporation is authorized to establish

The Corporation is authorized to establish four (4) classes of Members, as follows:

- (a) Active Members, who shall be entitled to receive notice of, attend and vote at all meetings of the Members;
- (b) Emeritus Members, who shall not be entitled to receive notice of, attend, nor vote at meetings of the Members;
- (c) Non-resident Members, who shall not be entitled to receive notice of, attend, nor vote at meetings of the Members; and
- (d) Associate Members, who shall not be entitled to receive notice of, attend, nor vote at meetings of the Members.

9 - Statement regarding the distribution of property remaining on liquidation

It is specifically provided that in the event of liquidation, dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more organizations in Canada having cognate or similar objects.

10 - Additional provisions, if any

The Corporation is to carry on its operations without pecuniary gain to its Members and any profits or other accretions to the Corporation are to be used in promoting its objects.

The Directors may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of the Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual general meeting of Members.

11 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature:

Maurice Cividino

Print name:

Maurice Cividino

Phone Number:

905-627-4491

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).