

A by-law relating generally to the conduct of the affairs of
Therapeutic Touch Networks of Canada/
Réseaux Toucher Thérapeutique du Canada (the "Corporation")

SCHEDULE B: BY-LAWS
1. GENERAL
1.1. Definition
<p>In this by-law and all other by-laws and policies of the Corporation, unless the context otherwise requires:</p> <p>"Act" means the <i>Canada Not-For-Profit Corporations Act</i> S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;</p> <p>"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;</p> <p>"board" means the board of directors of the Corporation and "director" means a member of the board;</p> <p>"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;</p> <p>"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;</p> <p>"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;</p> <p>"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;</p> <p>"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and</p> <p>"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.</p>
1.2. Interpretation
<p>In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.</p> <p>Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.</p>
1.3. Banking Arrangements
<p>The banking business of the Corporation shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.</p> <p>All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two (2) officers or agents of the Corporation in such manner as the board of directors shall from time to time designate, direct or authorize.</p> <p>Other banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.</p>

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1.4. Borrowing Powers (Statement is required (could be some other wording))
<p>If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:</p> <ol style="list-style-type: none"> 1. borrow money on the credit of the corporation; 2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and 3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation. <p>Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.</p> <p>Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.</p>
1.5. Annual Financial Statements
<p>The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.</p>
2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION
2.1. Membership Conditions
<p>Subject to the articles, there shall be four classes of members in the Corporation, namely, Class A members, Class B members, Class C members and Class D members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:</p>
<p>Class A Members</p> <ol style="list-style-type: none"> a. Class A voting membership shall be available to persons in Canada dedicated to advancing the practice of Therapeutic Touch who have applied and have been accepted for Class A voting membership in the Corporation. b. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation. c. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
<p>Class B Members</p> <ol style="list-style-type: none"> a. Class B voting membership shall be available to individuals who have been elected or appointed to the board of directors of the Corporation. b. The term of membership of a Class B voting member shall expire at the end of the appointed or elected term of office of the director. c. As set out in the articles, each Class B voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class B voting member shall be entitled to one (1) vote at such meetings. d. A director of the Corporation is not required to be a member. A director who is not a Class B member shall not be entitled to exercise a Class B vote at any meeting of members. e. The application of Class B votes shall not count for more than fifty per cent (50%) of all votes cast on any issue put before the membership, except in case of tie vote when the chair shall exercise a second or casting vote to break the tie.

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Class C Members

- a. Class C non-voting membership shall be available to persons interested in or associated with Therapeutic Touch and not eligible for Class A or Class B membership who have applied and have been accepted for Class C non-voting membership in the Corporation.
- b. The term of membership of a Class C non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Subject to the Act and the articles, a Class C non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Class D Members

- a. Class D non-voting membership shall be available to individuals interested in or associated with Therapeutic Touch who have been nominated for and have been accepted by the board of directors for Class D non-voting membership in the Corporation
- b. The term of membership of a Class D non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Subject to the Act and the articles, a Class D non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation

The combined total number of Class C non-voting members and Class D non-voting members approved by the board by resolution or admitted in such other manner as may be prescribed by the board by resolution shall not exceed the combined total number of Class A voting members and Class B voting members.

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).

2.2. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.3. Notice of Members Meeting

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

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

2.5. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and

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

Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements specified in subsection 74(2) (Absentee Voting) of the Act.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3. MEMBERSHIP

3.1. Membership Dues

Membership fees or dues, if any, shall be determined by resolution of the board of directors.

3.2. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- d. the member's term of membership expires; or
- e. the Corporation is liquidated and dissolved under the Act.

3.3. Effect of Termination of Membership

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

3.4. Discipline of Members

The board shall have authority to establish a committee of at least one (1) of each of a director and a Class A member of the Corporation with the power to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the committee in its sole discretion;
- c. for any other reason that the committee in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the committee determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the committee will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The committee's decision shall be final and binding on the member, without any further right of appeal.

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4. MEMBERS' MEETINGS
4.1. Proposals Nominating Directors at Annual Members' Meetings
Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
4.2. Cost of Publishing Proposals for Annual Members' Meetings
In accordance with section 163, any member entitled to vote at an annual meeting of members may submit and discuss a proposal for that meeting. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting. [Amended 2014-11-23]
4.3. Place of Members' Meeting
Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.
4.4. Quorum at Members' Meetings
A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
4.5. Votes to Govern at Members' Meetings
Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the members entitled to vote at that meeting. In that event, each member entitled to vote is authorized to exercise one vote. Where there is a tie vote, the chair shall exercise a second or casting vote to break the tie.
4.6. Participation by Electronic Means at Members' Meetings
If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
4.7. Members' Meeting Held Entirely by Electronic Means
If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
5. DIRECTORS AND OFFICERS
5.1. Number of Directors
The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers

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the directors to determine the number, by resolution of the board. The minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.
5.2. Remuneration of Directors
Directors shall serve 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 reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.
5.3. Calling of Meetings of Board of Directors
Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.
5.4. Notice of Meeting of Board of Directors
<p>Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 21 days before the time when the meeting is to be held.</p> <p>Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned (i.e. continued-after-a-break) meeting is not required if the time and place of the adjourned meeting is announced at the original (i.e. unfinished) meeting.</p> <p>Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.</p>
5.5. Votes to Govern at Meetings of the Board of Directors
Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the board shall be decided by a consensus of the directors present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the directors. In that event, each director is authorized to exercise one vote. Where there is a tie vote, the chair shall exercise a second or casting vote to break the tie.
5.6. Appointment of Officers
The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.
5.7. Remuneration of Officers and Others
The directors may fix the reasonable remuneration of the officers and employees of the Corporation. An officer or a member may receive reasonable remuneration and expenses for any services to the corporation that are performed in any other capacity.

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6. BY-LAWS, POLICIES AND EFFECTIVE DATES
6.1. Review of By-laws and Effective Date
<p>The board of directors shall review by-laws annually. Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.</p>
6.2. Review of Operational Policies and Effective Date
<p>The board of directors shall review operational policies annually. The board of directors may, by resolution, make, amend or repeal any related operational policies that regulate the activities or affairs of the Corporation. Any such policy, amendment or repeal shall be effective from the date of the resolution of directors.</p>
7. DISPUTE RESOLUTION [added 2014-11-23]
7.1 Dispute Resolution Mechanism
<p>In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or policies or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, or these policies and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:</p> <ol style="list-style-type: none"> The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.
8.1. Distribution of Assets and Dissolving the Organization
<p>In the event that Therapeutic Touch Networks Canada should apply to the Government of Canada for dissolution as an entity, any remaining funds/assets after paying debts will be divided between the remaining Canadian Networks based on the percentage of members in each Canadian Network.</p>

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If there are no remaining Canadian Networks functioning at the time of dissolution of TTNC, the total sum/assets remaining to be allocated to Therapeutic Touch International Association (TTIA).

A grace period of two (2) years will be honoured before the final dissolving of the Organization.

9.1 Invalidity of Provisions of this By-law

Any invalid provision does not affect the rest of the bylaws.

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

9.2. Omissions and Errors

Accidental omissions do not invalidate decisions or actions.

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

CERTIFIED to be By-law No. 1. of the Corporation, as enacted by the directors of the Corporation by resolution on the 25th day of April, 2023

Dated as of the 19th day of November, 2023.

Betty Whitney, President and Chair of the Board

By-law No. 1

Reviewed: 2014-10-18

Adopted: 2014-10-16

Revised: 2014-11-23

Revised: 2023-11-19

Revised: 2025-04-29

Reviewed: yyyy-mm-dd

Reviewed April 29, 2025