

# CATA Education & Research Foundation

## By-Laws

### Index of By-Laws

<b>BY-LAW</b>	<b>DESCRIPTION</b>
1	General by-law relating to the transaction of the business and affairs of the Foundation

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### **By- Law Number 1**

A by-law relating generally to the transaction of the business and affairs of the CATA Education and Research Foundation

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## **Section One**

### **Interpretations**

#### **I. Definitions**

In the by-laws of the Foundation, unless the context otherwise requires:

"Act" means the Canada Corporations Act, and any statute that may be substituted therefore, as from time to time amended;

"appoint" includes "elect" and vice versa;

"articles" means the original or restated articles of in Foundation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution, articles of revival and includes an amendment to any of them;

"Board" means the board of directors of the Foundation;

"by-laws" means this by-law and all other by-laws of the Foundation from time to time in force and effect;

"Foundation" means a body corporate incorporated or continued under the Act and not discontinued under the Act and is known as the CATA Education & Research Foundation;

"non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Canada);

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Foundation by section 2.04 or by a resolution passed pursuant thereto;

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

## **Section Two**

### **Business of the Foundation**

#### **1.01 Registered Office**

Until changed in accordance with the Act, the registered office and head office of the Foundation shall be at the City of Calgary, in the Province of Alberta, and at such location therein as the Board from time to time may determine.

#### **2.02 Corporate Seal**

The corporate seal of the Foundation shall be in the form as determined by the Board from time to time.

#### **2.03 Financial Year**

The financial year of the Foundation shall be determined by the Board from time to time.

#### **2.04 Purpose and Mission Statement**

The CATA Education & Research Foundation is non-profit charitable organization pursuant to the Canada Corporations Act. The Foundation was created due to the demand for education and research of the physically active Canadian population. The mission statement of the Foundation is to promote safe playing and participation environments and conditions through education and research of and for physically active Canadians.

The goals and objectives of the Foundation are:

- I. To advance the knowledge-base for the health care of the physically active population.
- II. To encourage scientific research among professionals such as certified athletic therapists which focuses on improving the health care of the physically active population.
- III. To provide a forum for exchange of ideas in areas pertaining to health care of the physically active population.
- IV. To provide educational programs and materials that allow certified athletic therapists and other healthcare professionals to obtain new knowledge in areas pertaining to the health care of the physically active population.
- V. To provide guidelines and serve as a resource to physically active individuals and those who provide their health care to help both recognize the importance of injury prevention, evaluation, treatment, and rehabilitation.
- VI. To provide scholarships for undergraduate and graduate students of athletic therapy.

- VII. To plan and implement an endowment fund to support the research and educational goals of the Foundation.

### **GOAL I**

To advance the knowledge-base for the health care of the physically active population

Strategies:

- To annually identify those areas in which research regarding the health care of the physically active is most critically needed.
- To commission the Research Committee to recommend these "critical" areas.
- To poll practitioners such as certified athletic therapists to determine their informational needs.
- To fund research, reports, surveillance studies, and surveys pertaining to the health care of the physically active such as the prevention, evaluation, treatment and rehabilitation of injuries.
- The Foundation will accept both solicited and unsolicited grant applications.
- To commission research projects based on research committee recommendations.
- To fund research in conjunction with other organizations that pertain to the health care of the physically active population.

### **GOAL II**

To encourage scientific research among professionals such as certified athletic therapists, which focuses on improving the health care of the physically active population.

Strategies:

- To publish information on the importance of research by all practitioners to the advancement in health care of the physically active population.
- To provide graduate and post-graduate research awards for certified athletic therapists to conduct research.

### **GOAL III**

To provide a forum for exchange of ideas in areas pertaining to health care of the physically active population

Strategies:

- To sponsor "summits" which will allow professionals to share ideas focusing on topics critical to the health care of the physically active population.
- To sponsor "town-hall meetings" that will allow the lay person to provide feedback to professional about their concerns in sports medicine.

### **GOAL IV**

To provide educational programs and materials that allows certified athletic therapists and other healthcare professionals to obtain new knowledge in areas pertaining to the health care of the physically active population.

Strategies:

- To provide educational opportunities necessary for certified athletic therapists and other professionals to earn continuing education credits at the Annual Conference for the Canadian Athletic Therapists' Association.
- To sponsor or provide training workshops for practitioners and specific segments of the physically active population pertaining to injury prevention, evaluation, treatment and rehabilitation.
- To publish and disseminate materials regarding the health care of the physically active population such as abstracts from the CATA National Conference, results of Foundation funded research, summary abstracts of current injury related research, reviews and summary abstracts of published research articles.

### **GOAL V**

To provide guidelines and serve as a resource to physically active individuals and those who provide their health care to help both recognize the importance of injury prevention, evaluation, treatment, and rehabilitation.

Strategies:

- Develop awareness campaigns for the public and practitioners on activity-related injury prevention, evaluation, treatment and rehabilitation to include videotapes, brochures, flyers, posters, advertisements, and commercials.

- To supply constituents with information, such as published research results and summit proceedings, as requested either by mail, fax or telephone.
- To commission the publication of guidelines pertaining to the health care of the physically active.

## **GOAL VI**

To provide scholarships for undergraduate and graduate students attending CATA Athletic Therapy Accredited Programs

## **GOAL VII**

To plan and implement an endowment fund to support the research and educational goals of the Foundation

Strategies:

- To implement an Annual Fund and other special campaigns as necessary.
- To solicit support from a variety of sources such as individuals, corporations and foundations.
- To actively involve the board of directors and volunteers in fundraising.

## **2.05 Execution of Instruments**

Any officer or any director may sign certificates and similar instruments (other than share certificates) on the Foundation's behalf with respect to any factual matters relating to the Foundation's business and affairs, including certificates certifying copies of the articles, by-laws, resolutions and minutes of meetings of the Foundation. Subject to the foregoing:

- a. Deeds, transfers, assignments, contracts, obligations, and other instruments shall be signed on behalf of the Foundation by one or more persons who hold the office of director, chairman of the Board, president, managing director, vice-president, secretary, treasurer, assistant secretary or assistant treasurer or any other office created by by-law or by resolution of the Board. When there is only one director and that director is the only officer of the Foundation, deeds, transfers, assignments, contracts, obligations and other instruments may be signed by that person alone, as director or officer, on behalf of the Foundation and;
- b. Security certificates (including share certificates) shall be signed by at least one director or officer of the Foundation or by or on behalf of a registrar, transfer agent or branch transfer agent of the Foundation or by a trustee who certifies it in accordance with a trust indenture. Any signatures required on a security

certificate (including share certificates) may be printed or otherwise mechanically reproduced on it.

In addition, the Board may from time to time direct the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer or director may affix the corporate seal to any instrument requiring the same. Any resolutions of the directors of the Foundation and any documents and other instruments in writing requiring execution on behalf of the Foundation may be executed in separate counterparts, and all such executed counterparts when taken together shall constitute one resolution, document or other instrument in writing as the case may be. The Foundation and the directors shall be entitled to rely on delivery of a facsimile copy of any executed resolution of the directors of the Foundation or any executed document or other instrument in writing and such facsimile copy shall be legally effective to create a valid and binding resolution, document or other instrument in writing as the case may be.

## **2.06 Banking Arrangements**

The banking business of the Foundation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## **2.07 Voting Rights in Other Bodies Corporate**

The signing officers of the Foundation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Foundation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

## **Section Three**

### **Borrowing and Securities**

#### **3.01 Borrowing Power**

Without limiting the borrowing powers of the Board as set forth in the Act, the Board may from time to time:

(a) Borrow money upon the credit of the Foundation.

#### **3.02 Delegation**

The Board may from time to time delegate to such one or more of the directors and officers of the Foundation as may be designated by the Board all or any of the powers conferred on the Board by section 3.01 or by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation.

## **Section Four**

### **Membership**

#### **4.01 Conditions of Membership**

All members of the public and/or private corporations can become members of the Foundation. Any member of the public and/or who donates money to the Foundation is considered a lifetime member of the Foundation. Members can withdraw their membership at any point by notifying the Board in writing.

#### **4.02 Membership Meetings**

Membership meetings will be held in conjunction with the annual general meeting held at the Canadian Athletic Therapists' Association annual conference. All members and the Board will have voting rights at this meeting. Quorum of this meeting shall be no less than two-thirds of the total membership.

## **Section Five**

### **Directors**

#### **5.01 Number of Directors and Quorum**

Until changed in accordance with the Act, the Board shall consist of not fewer than four and not more than twelve directors. Subject to section 5.08, the quorum for the transaction of business at any meeting of the Board shall consist of a majority of the directors holding office or such greater or lesser number of directors as the Board may from time to time determine.

#### **5.02 Qualification**

No persons shall be qualified for election as a director if he is less than 18 years of age; if he is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. Directors need not be members of the Foundation. A majority of the directors of the Board shall be members of the Canadian Athletic Therapists' Association ("CATA").

#### **5.03 Election and Term**

The election of directors shall take place at the first meeting of the CATA Board of Directors and at each annual meeting all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall, if a maximum or minimum number of directors is authorized, be the number of directors then in office unless the directors otherwise determine or shall, if a fixed number of directors is authorized, be such fixed number. The election shall be by resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

#### **5.04 Removal of Directors**

Subject to the provisions of the Act, the Board may by resolution passed at a meeting specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the directors.

#### **5.05 Vacation of Office**

A director ceases to hold office when: he dies; he is removed from office by the Board; he ceases to be qualified for election as a director, or his written resignation is sent or delivered to the Foundation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

## **5.06 Vacancies**

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors. In the absence of a quorum of the, or if the vacancy has arisen from a failure of the Board to elect the minimum number of directors, the Board shall forthwith call a special meeting of the Board to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, the CATA Board of Directors may call the meeting.

## **5.07 Action by The Board**

The Board shall manage the business and affairs of the Foundation. Subject to sections 5.08 and 5.09, the powers of the Board may be exercised by a meeting at which the quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office. Where the Foundation has only one director, that director may constitute a meeting.

## **5.08 Canadian Athletic Therapists Association Membership**

The Board shall not transact business at a meeting, other than filling a vacancy of the Board, unless a majority of the directors present are members of the CATA.

## **5.09 Meeting by Telephone**

A director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

## **5.10 Place of Meetings**

Meetings of the Board may be held at any place in or outside Canada.

## **5.11 Calling of Meetings**

Meetings of the Board shall be held from time to time at such place as the Board, the chairman of the Board, the managing director, the president or any two directors may determine.

## **5.12 Notice of Meeting**

Notice of the time and place of each meeting of the Board shall be given in the manner provided in section 9.01 to each director not less than 24 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the

purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, if required by the Act, any proposal to:

- a. fill a vacancy among the directors or in the office of auditor;
- b. approve any annual financial statements; or
- c. adopt, amend or repeal by-laws.

A director may in any manner waive notice of or otherwise consent to a meeting of the Board.

### **5.13 First Meeting of New Board**

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of CATA Board of Directors at which such Board is elected.

### **5.14 Adjourned Meeting**

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

### **5.15 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

### **5.16 Chairman**

The chairman of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: Chair or a vice- chair. If no such officer is present, the directors present shall choose one of their number to be chairman.

### **5.17 Votes to Govern**

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

### **5.18 Conflict of Interest**

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or proposed material

contract with the Foundation shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Foundation's business would not require approval by the Board, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

#### **5.19 Remuneration and Expenses**

The directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof.

## **Section Six**

### **Committees**

#### **6.01 Committee of Directors**

The Board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of directors has no authority to exercise. A majority of the members of such committee shall be resident Canadians.

#### **6.02 Transaction of Business**

Subject to the provisions of section 5.09, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside of Canada

## **Section Seven**

### **Officers**

#### **7.01 Appointment**

The Board may from time to time appoint a chairman and one vice-chairman, a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Foundation. Subject to sections 6.02 and 6.03, an officer may but need not be a director and one person may hold more than one office.

#### **7.02 Chairman of the Board**

The Board may from time to time also appoint a chairman of the Board who shall be a director. During the absence or disability of the chairman of the Board, his duties shall be performed and his powers exercised by the vice-chairman.

#### **7.03 Vice-Chairman**

The vice-chairman will act as the chairman when the chairman is unable to complete his duties. The vice-chairman is intended to succeed the chairman once his term is complete. If this cannot happen, the Board can appoint any member as the chairman.

#### **7.04 Secretary**

The secretary shall attend and be the secretary of all meetings of the Board and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to directors, officers, auditors and members of committees of the Board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Foundation and of all books, papers, records, documents and instruments belonging to the Foundation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the or the chief executive officer may specify.

#### **7.05 Treasurer**

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Foundation; he shall render to the Board whenever required an account of all his transactions as treasurer and of the financial position of the Foundation; and he shall have such other powers and duties as the Board may specify.

### **7.07 Powers and Duties of Other Officers**

The powers and duties of all other officers of the Foundation, if any shall be such as the terms of their engagement call for or as the Board may specify.

### **7.08 Variation of Powers and Duties**

The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

### **7.09 Term of Office**

The Board, in its discretion, may remove any officer of the Foundation, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the Board shall hold office until his successor is appointed, or until his earlier resignation.

### **7.10 Remuneration and Expenses**

The directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof.

### **7.11 Conflict of Interest**

An officer shall disclose his interest in any material contract or proposed material contract with the Foundation in accordance with section 5.18.

### **7.12 Agents and Attorneys**

The Board shall have power from time to time to appoint agents or attorneys for the Foundation in or outside Canada with such powers of management or otherwise (including the powers to sub-delegate) as may be thought fit.

## **Section Eight**

### **Protection of Directors, Officers and Others**

#### **8.01 Limitation of Liability**

Every director and officer of the Foundation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Foundation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Foundation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Foundation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

#### **8.02 Indemnity**

Subject to the limitations contained in the Act, the Foundation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Foundation's request as a director or officer of a body corporate of which the Foundation is, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Foundation or such body corporate, if:

- a. he acted honestly and in good faith with a view to the best interests of the Foundation; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- c. The Foundation shall also indemnify such person in such other circumstances as the Act permits or requires.

#### **8.03 Insurance**

The Foundation may purchase and maintain insurance for the benefit of any person referred to in section 8.02 against such liabilities and in such amounts as the Board may from time to time determine and are permitted by the Act.

## **Section Nine**

### **Notices**

#### **9.01 Method of Giving Notices**

Any notice (which term includes any communication or documents) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his recorded address by means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representatives for dispatch. The secretary may change or cause to be changed the recorded address of any director, officer, auditor or member of a committee of the Board in accordance with any information believed by him to be reliable.

#### **9.02 Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

#### **9.03 Omissions and Errors**

The accidental omission to give any notice to any director, officer auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

#### **9.04 Waiver of Notice**

Any director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of the Board or of a committee of the Board, which may be given in any manner.

## **Section Ten**

### **Amendment of By-Laws**

**10.01** The by-laws of the foundation not embodied in the letters patent may be repealed or amended by by-law or new by-law relating to the requirements of subsection 155 of the Act, may be enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

## **Section Eleven**

### **Auditors**

**11.01** The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Foundation or report the members at the next annual meeting. The auditors shall hold office until the next annual meeting, provided that the directors may fill any vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

**Section Twelve**

**Effective Date**

**12.01 Effective Date**

This by-law shall come into force when made by the Board in accordance with the Act.

**MADE AND ADOPTED** by the Board of directors this \_\_\_\_\_ day of \_\_\_\_\_,  
2000

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Secretary

**CONFIRMED** by the CATA Education and Research Inc. Board of Directors (on behalf  
of the CATA) in accordance with the Act this day \_\_\_\_\_ of \_\_\_\_\_,  
2000

\_\_\_\_\_  
President