



WSAVA
Global Veterinary Community

WSAVA By-Laws

Approved by special resolution of WSAVA members: 24th July 2023

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

World Small Animal Veterinary Association ("WSAVA")

BE IT ENACTED as a by-law of WSAVA as follows:

1 Definitions

In these by-laws and all other by-laws of WSAVA, unless the context otherwise requires:

"Act" means the *Canada Not-for-profit Corporations Act* 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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of WSAVA;

"executive board" means the board of directors of WSAVA;

"by-laws" means these by-laws and any other by-laws of WSAVA as amended and which are, from time to time, in force and effect;

"call a meeting" means the act of notifying the relevant parties when a meeting will take place, where, its purpose and including all relevant materials;

"director" means an individual member of the executive board occupying the position of director by whatever name called;

"general assembly" includes an annual meeting of members or a special meeting of members; "special general assembly" 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;

"officer" means an individual described in section 7.3 hereof or any other individual who performs functions for WSAVA similar to those normally performed by an individual occupying any of the offices described therein;

"ordinary executive board member" means an executive board member who is not an officer of the association.

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of WSAVA that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2 Interpretation

In the interpretation of these by-laws, 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.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by WSAVA may be signed by any two (2) of its officers or directors. In addition, the executive board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of WSAVA to be a true copy thereof.

4 Financial Matters

4.1 Financial Year End

The financial year end of WSAVA shall be determined by the executive board.

4.2 Banking Arrangements

The banking business of WSAVA shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the executive board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of WSAVA and/or other persons as the executive board may by resolution from time to time designate, direct, or authorize.

4.3 Borrowing Powers

Subject to section 6.9(d) hereof, the directors of WSAVA may, without authorization of the members, but following consultation with independent financial experts from within or outside WSAVA that are knowledgeable in the matters contemplate below,

- a. borrow money on the credit of WSAVA up to a maximum of \$50,000 US Dollars;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of WSAVA;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of WSAVA, owned or subsequently acquired, to secure any debt obligation of WSAVA.

4.4 Annual Financial Statements

WSAVA 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 WSAVA reproducing the information contained in the documents. Instead of sending the documents referred to in section 172(1) of the Act, WSAVA may send a summary to each member along with a notice in the manner referred to in section 162 of the Act informing the member that the documents are available at the registered office of WSAVA and that any member may, on request, obtain a copy free of charge at the office or by prepaid mail, or through some other procedure for members to obtain a copy of the documents referred to in section 172(1) of the Act that is free of charge and compliant with the Act. WSAVA is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

4.5 Audit

Subject to the Act, the voting members may appoint an external and professionally accredited auditor to audit the financial statements of WSAVA. The auditor will be appointed at a frequency that may be determined by the voting members. The executive board may fill any vacancy in the office of any such auditor on an interim basis until the next general assembly. The remuneration of the auditor shall be fixed by the executive board.

5 Membership Conditions

Subject to the articles, there shall be one class of members in WSAVA, namely, voting members. Membership shall not have any pecuniary value and no member shall be deemed to have any interest in the assets of WSAVA. Without limiting any other provision herein

contained, the general assembly and the special general assembly shall have the right to accept or refuse membership for any applicant to voting membership and any individual classes thereof. Notwithstanding as other provided herein, further terms and conditions respecting voting members (including without limitation General Members, Affiliated Members and Associate Members), and the membership of such members, may be set out in the Membership Policy and Procedures document that is produced by WSAVA from time to time or such other document as the executive board may deem appropriate for setting out such further terms and conditions.

5.1 Voting Members

5.1.1 Categories

Three categories of voting membership are available: General, Affiliated, and Associate.

- a. **General Membership:** General Membership in WSAVA shall be limited to formally established veterinary associations concerned with the medicine and surgery of companion animals. The General Members shall pay an annual membership fee to WSAVA.
- b. **Affiliated Membership:** Affiliated Membership in WSAVA is open to formally established specialty veterinary associations/groups, veterinary student associations and non-veterinarian team member associations. The Affiliated Members shall pay an annual membership fee to WSAVA.
- c. **Associate Membership:** Associate Membership in WSAVA is available to formally established veterinary associations that can satisfy the general assembly that its financial resources and/or technical abilities to thrive as an association are limited. Associate Members are not required to pay a membership fee but must pay an initial entry fee. Notwithstanding as otherwise set out herein, individuals that maintain membership with one or more Associate Members cannot be on the executive board unless they also maintain membership with a member that has the benefit of putting forward nominations for the executive board. Associate Members are entitled to those other benefits of General Membership or Affiliated Membership, depending on which membership category they aspire to achieve, as may be further detailed in the membership rules passed by the executive board from time to time, or the Membership Policy and Procedures document that may be produced by WSAVA from time to time. Entitlement for holding Associate Membership is limited to a period of three (3) years. Upon expiry of an Associate Membership, the Associate Member is required to apply for General or Affiliated Membership. If the Associate Member is unable to apply

for General Membership because its financial resources and/or technical abilities to thrive as an association are still limited then a re-application for entitlement to hold Associate Membership can be made for one (1) further period of three (3) years, after which, the Associate Member shall be unable to re-apply for Associate Membership without the prior written consent of the executive board.

Notwithstanding as otherwise set out herein, voting membership in WSAVA shall further only be available to those interested in furthering WSAVA's purposes, who have demonstrated support for WSAVA, and who have applied for and been accepted into membership in WSAVA by a resolution of the general assembly, a resolution of the special general assembly or in such other manner as may be determined by the executive board. Each voting member shall be promptly informed by WSAVA of their admission as a voting member. Each voting member shall be entitled to receive notice of, attend and vote at all meetings of members.

The term of membership of voting members, including General Members, Affiliated Members, and Associate Members, shall be annual and subject to renewal, all in accordance with any policies of WSAVA or other terms and conditions respecting membership that may be adopted and amended from time to time at the discretion of the executive board with respect to any one or more class of members including, without limitation, with respect to the payment and/or amount of membership fees and initial entry fees.

Pursuant to Section 197(1) 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 Section 197(1) of the Act.

5.1.2 Number of Votes

Each voting member is entitled to receive notice of, attend and vote at all meetings of members. The number of votes each voting member is entitled to is dependent on their voting member category and the total number of companion animal veterinarians that have an active membership with such voting member, as follows:

Voting Member Category	Number of Companion Animal Veterinarians that have an Active Membership with the Voting Member	Number of Votes
Affiliated Member	N/A	1
Associate Member	N/A	1
General Member	0 – 100	1
	101 – 400	2
	401 – 900	3
	901 – 1,600	4
	1,601 – 2,500	5
	2,501 – 3,600	6
	3,601 – 4,900	7
	>4,901	8

5.1.3 Responsibilities of Voting Members

All voting members are responsible for:

- a. Appointing one (1) member representative to WSAVA.
- b. Raising awareness of WSAVA and its activities within their region and / or own membership.
- c. Enabling the member representative to attend meetings of the members and to vote on matters to be voted on by the membership at meetings of the members.
- d. Putting forward eligible candidates for vacancies within WSAVA.
- e. Share with WSAVA and its members a summary of their annual activities.

5.2 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal, or if no arrangement to pay has been made and agreed with WSAVA in writing, the members in default shall automatically cease to be members of WSAVA.

5.3 Termination of Membership

A membership in WSAVA is terminated when:

- a. the member is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the Executive Director or President in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with section 5.4 hereof, or any other section of the by-laws respecting the discipline of members, or is otherwise terminated in accordance with the articles or the by-laws of WSAVA;
- e. the member's term of membership expires; or
- f. WSAVA is liquidated or dissolved under the Act.

5.3.1 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 WSAVA, automatically cease to exist.

5.3.2 Re-Applying for Membership Following Termination

An association that has had its membership terminated can apply for new membership in WSAVA if the events leading to their termination have been resolved.

5.4 Discipline of Members

The executive board shall have authority to suspend or expel any member from WSAVA for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or policies of WSAVA;
- b. carrying out any conduct which may be detrimental to WSAVA as determined by the executive board in its sole discretion.

In such cases, and as much as is reasonably practicable, the dispute resolution mechanism set out in section 12 hereof will be followed. If the executive board determines that a member should be expelled or suspended from membership in WSAVA, the president, or such other officer as may be designated by the executive board, shall provide twenty (20) day's 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 executive board, in response to the notice received within such twenty (20) day period.

If no written submissions are received by the president, or such other officer as may be designated by the executive board, WSAVA may proceed to notify the member that the member is suspended or expelled from membership in WSAVA.

If written submissions are received in accordance with this section of the by-laws, the executive board 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 executive board's decision shall be final and binding on the member, without any further right of appeal.

5.5 Transferring Membership

A membership may only be transferred to WSAVA. Accordingly, members may not transfer their members to any other person. 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.

6 General Assembly

6.1 Notice of General Assembly and Waiver of Notice

Notice of the time and place of a general assembly shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility, during a period of at least 28 days before the day on which the meeting is to be held, provided that, the executive board will endeavour to provide greater than 28 days and up to 60 days notice where reasonably practicable.

Any person who is entitled to notice of a general assembly may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

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 WSAVA to change the manner of giving notice to members entitled to vote at a general assembly.

6.2 Members Calling a General Assembly

The executive board shall call a special general assembly in accordance with Section 167 of the Act, on written requisition of not less than five (5%) percent of the total members

who hold voting rights. If the directors do not call a meeting within twenty-eight (28) days of receiving the requisition, any member who signed the requisition may call the meeting.

6.3 Absentee Voting at General Assembly

6.3.1 By electronic ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a general assembly may vote by means of electronic or other communication facility if WSAVA has 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 WSAVA without it being possible for WSAVA to identify how each member voted.

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 WSAVA to change this method of voting by members not in attendance at a general assembly.

6.3.2 By Proxy

Subject to the Act, votes at meetings of the members may be given personally, by proxy, or by an individual authorized by resolution of the executive board or governing body of a voting member to represent it at meetings of the members of WSAVA. To vote by proxy, a proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized. The person appointed by proxy need not be a member.

A proxy may be in the following form:

The undersigned member of *[insert name of corporation]* hereby appoints ● of ● or failing the person appointed above, ● of ● as the proxy of the undersigned to attend and act at the ● meeting of the members of the World Small Animal Veterinary Association to be held on the ● day of ●, and at any adjournment or adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ● day of ●, 20●

Signature of Member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a general assembly or adjourned general assembly is to be held and for particulars of such proxies to be sent by facsimile or in writing before the meeting or adjourned meeting to WSAVA or any agent of WSAVA for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chairperson of any meeting of the members may, subject to any regulations made as aforesaid, in the Chairperson's discretion accept facsimile or written communication as to the authority of any person claiming to vote on behalf of or to represent a member notwithstanding that no proxy conferring such authority has been lodged with WSAVA, and any votes given in accordance with such facsimile or written communication accepted by the Chairperson of the meeting shall be valid and shall be counted.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 of the Act applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of WSAVA to change this method of voting by members not in attendance at a general assembly.

6.4 Proposals Nominating Directors and Officers at General Assembly

Subject to the Act and regulations thereunder, proposals nominating directors and applicable office positions at annual members meetings must be received by the Executive Director no later than forty-five (45) days after the call for nominations is announced. Proposals must be accompanied by:

- a. A letter of Intent from the candidate;

- b. A curriculum vitae of the candidate;
- c. A declaration of any conflicts of interest; and
- d. A letter of support from all WSAVA member associations with which the nominee holds an active membership.

6.5 Place of General Assembly

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 executive board, any place outside of Canada listed in Exhibit "A" attached hereto, or, if all the members entitled to vote at such meeting so agree, at any other place outside Canada that is not listed in Exhibit "A".

6.6 Persons Entitled to be Present at General Assembly

The only persons entitled to be present at a general assembly shall be those entitled to vote at the meeting, the directors and the public accountant of WSAVA and such other persons who are entitled or required under any provision of the Act, articles, or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

6.7 Chair of General Assembly

If the President and the President-Elect are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

6.8 Agenda of General Assembly

When a notice of meeting is issued to members it will be accompanied by sufficient information to allow members to understand the business to be conducted at that meeting. The executive board is responsible for setting the agenda of all members' meetings. Members have the right to add further items to the agenda. Such requests must be submitted to the Executive Director not less than fourteen (14) days before the meeting. Their inclusion on the agenda will be subject to a majority decision of those attending the meeting. If a meeting is called by the members, the executive board will set the agenda following consultation with the members who called the meeting.

6.9 Matters to be Voted Upon

All matters with respect to the following shall be determined by a vote of eligible members.

- a. Elections for ordinary executive board member positions on the executive board.
- b. Elections for officer positions that are to be appointed by members' vote (including the President-Elect, and Treasurer).
- c. The addition, acceptance, and termination of voting members, but only to the extent that such matter of addition, acceptance or termination of a member cannot otherwise be dealt with by the executive board in accordance with the provisions hereof.
- d. All expenditures by WSAVA in excess of the sum of fifty thousand US dollars (\$50,000.00 USD).
- e. All borrowing by WSAVA in excess of the sum of fifty thousand US dollars (\$50,000.00 USD).
- f. The review and approval of the financial statements and the report of the auditors of WSAVA for the prior year.
- g. Appointing WSAVA's auditors.
- h. Any other matter which the executive board wishes to refer to eligible voting members for consideration or determination.

6.10 Quorum at General Assembly

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. Members may be deemed present in person, by proxy, or by electronic means. If a quorum is present at the opening of a general assembly, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.11 Voting at General Assembly

At any general assembly every question shall, unless otherwise provided by the articles or by-laws of WSAVA or by the Act, be determined by a majority of the votes cast on the questions. In the case of election votes, if a candidate does not receive a majority of votes from the first ballot, the ballot shall be repeated less the candidate receiving the least votes, until a candidate is elected with a majority. In case of an equality of votes, the chair of the meeting shall have a casting vote on behalf of the executive board.

6.12 Participation by Electronic Means at General Assembly

If WSAVA chooses to make available an electronic or other communication facility that permits all participants to communicate adequately with each other during a general assembly, any person entitled to attend such meeting may participate in the meeting by means of such 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 these by-laws, any person participating in a general assembly pursuant to this section of the by-laws who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any electronic or other communication facility including proxy, that WSAVA has made available for that purpose.

6.13 General Assembly Held Entirely by Electronic Means

If the directors or members of WSAVA call a general assembly pursuant to the Act, those directors, or members may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7 Directors and Officers

7.1 Number of Directors

The executive board shall consist of the number of directors specified in the articles. Therefore, the executive board will consist of no less than five (5) and no more than twenty-one (21) directors. The exact number of executive board members shall be determined from time to time by an ordinary resolution of the general assembly or the special general assembly, provided that, if such ordinary resolution empowers the executive board to determine the number, then the number shall be determined by a resolution of the executive board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two (2) of whom are not officers or employees of WSAVA or its affiliates.

7.2 Term of Office of Directors

Ordinary executive board members and the Treasurer may be elected to hold office for a term expiring not later than the close of the second annual general assembly following the election. If they wish, ordinary executive board members and the Treasurer may stand for re-election for one (1) further term expiring not later than the close of the second annual general assembly following the re-election. Notwithstanding as otherwise set out herein, any ordinary executive board members elected at a general assembly held

in September of 2023 will hold office for an initial term expiring not later than the close of the third annual general assembly following the election and, if they wish, any such ordinary executive board members may stand for re-election for one (1) further term expiring not later than the close of the second annual general assembly following the re-election. Following two (2) terms of office and if they wish to, ordinary executive board members and the Treasurer may stand for election to the positions of President-Elect and Treasurer (if they have not previously held this position).

The President-Elect may be elected to hold office for a term expiring not later than the close of the second annual general assembly following the election. They may not stand for re-election. Once the President-Elect has completed their term, they will receive an automatic appointment to the office of President. The President will hold office for a term expiring not later than the close of the second annual general assembly following their appointment and such terms may not be extended. Once the President has completed their term, they will receive an automatic appointment to the office of Immediate Past President. Notwithstanding the foregoing, or as otherwise set out herein, the individuals holding the offices of WSAVA set out below immediately prior to the approval of these by-laws by the general assembly shall thereafter receive an immediate automatic appointment to the offices of WSAVA set out thereafter, being the offices referred to in these by-laws, and such individuals will hold such offices for an initial term expiring not later than the close of the annual general assembly held in 2024:

- a. The Vice President of WSAVA shall receive an automatic appointment to the office of President-Elect;
- b. The President of WSAVA shall receive an automatic appointment to the office of President;
- c. The Honorary Treasurer of WSAVA shall receive an automatic appointment to the office of Treasurer.

Subject to the limits on the number of directors that shall constitute the executive board, the executive board shall have the right to appoint additional ordinary executive board members to the executive board who shall hold office for a term expiring not later than the close of the next annual general assembly, provided that the total number of executive board members so appointed may not exceed two fifths ($\frac{2}{5}$ ^{ths}) of the number of directors elected by the members. Any executive board members so appointed may be re-appointed to the executive board for two (2) further terms, for a total of three (3) terms, provided that the aggregate duration of all such terms shall not exceed three (3) years.

7.3 Officers of WSAVA

In accordance with section 7.7 hereof, without limiting the ability of the executive board to determine such other offices, unless otherwise specified by the executive board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the following offices of WSAVA, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **President** – the President is a position that is held by the previous President-Elect. They are an officer and a director of WSAVA. They chair all meetings of the executive board and members. With the executive board, they are responsible for setting the strategic direction of WSAVA and overseeing its implementation.
- b. **President-Elect** – the President-Elect is an elected position. They are an officer and a director of WSAVA. They serve as vice chair of all meetings of the executive board and the general assembly. They are responsible for supporting the President and deputising in their absence.
- c. **Treasurer** – the Treasurer is an elected position. They are an officer and a director of WSAVA. They are responsible for ensuring the financial affairs of WSAVAs are in good order.
- d. **Immediate Past President** – the Immediate Past President is an officer of WSAVA but not a director. They do not hold voting rights on the executive board. They attend executive board meetings in an advisory capacity.
- e. **Executive Director** – the Executive Director is an officer of WSAVA but not a director. They do not hold voting rights on the executive board. They attend executive board meetings in an advisory capacity. They are responsible for implementing WSAVAs strategic plan under the supervision of the President and executive board.

7.4 Responsibilities of the Executive Board

The executive board is elected by the voting members. They are responsible for supervising the activities of WSAVA and for making decisions regarding those activities. They have the following powers:

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

- b. to authorize expenditures on behalf of WSAVA from time to time to a maximum of Fifty Thousand Dollars US DOLLARS (US\$50,000.00) per expenditure.
- c. to enter into a trust arrangement with a trust company or bank for the purpose of creating a trust fund in which the capital of and interest generated therefrom may be made available for the benefit of promoting the interest of WSAVA in accordance with such terms as the executive board may prescribe.
- d. to take steps to enable WSAVA 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 WSAVA.
- e. to appoint such agents and engage such workers as it shall deem necessary from time to time and at such remuneration as the executive board deems appropriate and such persons shall have such authority and shall perform such duties as shall be prescribed by the executive board at the time of such appointment.
- f. the power to do such other matters as are necessary to further the objectives of WSAVA; and
- g. borrow money and grant security over the assets of WSAVA up to a maximum of Fifty Thousand Dollars US DOLLARS (US\$50,000.00).

7.5 Meetings of Executive Board

7.5.1 Calling of Meetings of Executive Board

Meetings of the executive board may be called by the chair of the executive board, the vice-chair of the executive board or any two (2) directors at any time. If WSAVA has only one director, that director may call and constitute a meeting.

7.5.2 Notice of Meeting of Executive Board

Notice of the time and place for the holding of a meeting of the executive board shall be given in the manner provided in Section 8 hereof to every director of WSAVA not less than 28 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all 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 meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-laws 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.

7.5.3 Regular Meetings of the Executive Board

The executive board may appoint a day or days in any month or months for regular meetings of the executive board at a place and hour to be named. A copy of any resolution of the executive board fixing the place and time of such regular meetings of the executive board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.5.4 Voting at Meetings of the Executive Board

At all meetings of the executive board, subject to the Act, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.5.5 Minutes of Meetings of the Executive Board

Subject to and in accordance with the Act, the executive board shall ensure minutes of meetings of the executive board as well as resolutions adopted by the executive board are maintained and that copies of such minutes shall be made available to WSAVA voting members upon request.

7.6 Committees of the Executive Board

Subject to the Act, the executive board shall be assisted by the following standing committees which shall be appointed at the discretion of the executive board in accordance with the WSAVA Committee Nomination and Selection Protocol, as may be amended from time to time, or in such other manner as the executive board may determine:

- a. A Financial Advisory Committee; and
- b. A Membership and Nomination Committee.

Each such standing committee shall have such responsibility, authority and accountability and shall be composed as the executive board shall prescribe, provided that at least one (1) member of each such standing committee shall be a director, provided that, the director member of each standing committee shall be a non-voting member of such committee.

The executive board may from time to time appoint such additional committee or committees as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers and members as it shall see fit, provided that at least one (1)

member of each additional committee shall be a director who shall be a non-voting member. For certainty, unless otherwise determined by the executive board, the nomination of appointees, and the appointment of such nominees, for any such additional committees or standing committees referenced herein, shall be governed by the WSAVA Committee Nomination and Selection Protocol, as may be amended from time to time.

Any committee shall formulate its own rules of procedure, subject to such regulations or directions as the executive board may from time to time make. Any member of a committee may be removed by resolution of the executive board. Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

7.7 Appointment of Officers

The officers of WSAVA may include, without limitation, the offices set out in Section 7.3 hereof and any such other offices as the executive board may determine. With the exception of the President, President-Elect and Treasurer, the executive board may appoint any officer on an annual or more frequent basis and such officers shall be appointed by resolution of the executive board at the first meeting of the executive board following an annual general assembly. The President-Elect and Treasurer may be elected by the voting members as vacancies arise and shall be elected by the voting members at the general assembly. The Executive Director is appointed by the executive board. The executive board may specify the duties of any and all officers of WSAVA and, subject to the Act, delegate to such officers the power to manage the activities and affairs of WSAVA. An officer may be, but need not be, a director unless these by-laws otherwise provides. Two or more offices may not be held by the same person unless as an interim measure owing to an early vacancy.

7.8 Director, Officer, and Committee Member Vacancies

Officers and members of any committee of WSAVA shall be subject to removal for any reason and at any time by a resolution of the executive board, provided that, where applicable, the dispute resolution mechanism set out in section 12 hereof will be followed as much as is reasonably practicable. Officers, unless so removed, shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. the officer ceasing to be a director (if a necessary qualification of appointment),
- d. the officer is found by a court to be of unsound mind, or

- e. the officer's death.

Notwithstanding as otherwise provided herein, if the office of any officer of WSAVA shall be or becomes vacant, the directors may, by resolution, appoint a person to fill such vacancy. If the vacancy is for an officer position that must be appointed by election, the appointed person may hold the position on a temporary basis, until an election may be held at the next general assembly.

The office of director shall automatically be vacated:

- a. if the director has resigned from office by delivering a written resignation to WSAVA which resignation shall be effective at the time it is received by WSAVA or at the time specified in the notice, whichever is later;
- b. if the director is found by a court to be of unsound mind;
- c. if the director becomes bankrupt or suspends payment of debts generally or compounds with such director's creditors or makes an authorized assignment or is declared insolvent;
- d. if, at a special general assembly, a resolution is passed by a majority of the members present, that the director be removed from office; or
- e. on the death of a director.

If any vacancy of the office of director shall occur for any reason, the executive board, by majority vote (if a quorum remains in office), may fill the vacancy if they shall see fit to do so. The director filling the vacancy shall serve as director until:

- a. the next annual general assembly; or
- b. if applicable, prior to the next annual general assembly, the executive board, by majority vote (if a quorum remains in office), votes to remove the director.

If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy of the office of director, and, in default or if there are no directors then in office, the meeting may be called by any voting member.

7.9 Remuneration

The members of the executive board and the Immediate Past President shall serve as such without remuneration. They shall not directly or indirectly receive any profit from their position. They may be paid reasonable expenses incurred by them in the performance of their duties, reimbursed for their travel expenses when on WSAVA business, and receive a per diem allowance and/or honorarium. Notwithstanding as

otherwise set out herein, the Executive Director may receive remuneration as set by the executive board.

8 Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a general assembly or a meeting of the executive board, to be given (which term includes sent, delivered, or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer, or member of a committee of the executive board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of WSAVA or in the case of notice to a director to the latest address as shown in the last notice that was sent by WSAVA in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the executive board in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of WSAVA to any notice or other document to be given by WSAVA may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9 Invalidity of Provisions of these By-laws

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

10 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the executive board or public accountant, or the non-receipt of any notice by any such person where WSAVA 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.

11 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of WSAVA are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in section 12 hereof.

12 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of WSAVA arising out of or related to the articles or the by-laws, or out of any aspect of the operations of WSAVA 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 WSAVA as set out in the articles, the by-laws or the Act, 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:

- a. 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 executive board of WSAVA) 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 to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. 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 WSAVA 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.

Parties are responsible for the costs of their own mediators. All costs of the arbitrators appointed in accordance with this section of the by-laws shall be borne by such parties as may be determined by the arbitrators. Further details regarding the foregoing process of dispute resolution may be set out in the WSAVA Complaint and Dispute Resolution Process, as may be amended from time to time.

13 By-laws and Effective Date

Subject to the articles, the executive board may, by resolution, make, amend, or repeal any by-law of WSAVA that regulate the activities or affairs of WSAVA. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next general assembly 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 general assembly or if it is rejected by the members at the meeting.

This section of the by-law 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.

14 Adoption

These by-laws were unanimously approved by the WSAVA Executive Board on 18th May 2023. Furthermore, these by-laws were adopted by special resolution of WSAVA members on 24th July 2023.



Ellen van Nierop
President, WSAVA



Richard Casey
Executive Director, WSAVA

EXHIBIT "A"

APPROVED PLACES OF MEMBERS MEETINGS THAT ARE OUTSIDE OF CANADA

1. Afghanistan	22. Bosnia and Herzegovina	42. Croatia
2. Albania	23. Botswana	43. Cuba
3. Algeria	24. Brazil	44. Cyprus
4. Andorra	25. Brunei	45. Czech Republic
5. Angola	26. Bulgaria	46. Denmark
6. Antigua & Barbuda	27. Burkina Faso	47. Djibouti
7. Argentina	28. Burundi	48. Dominica
8. Armenia	29. Cabo Verde (Cape Verde)	49. Dominican Republic
9. Australia	30. Cambodia	50. East Timor
10. Austria	31. Cameroon	51. Ecuador
11. Azerbaijan	32. Canada	52. Egypt
12. Bahamas	33. Central African Republic	53. El Salvador
13. Bahrain	34. Chad	54. Equatorial Guinea
14. Bangladesh	35. Chile	55. Eritrea
15. Barbados	36. China	56. Estonia
16. Belarus	37. Colombia	57. Eswatini
17. Belgium	38. Comoros	58. Ethiopia
18. Belize	39. Congo	59. Fiji
19. Benin	40. Costa Rica	60. Finland
20. Bhutan	41. Côte d'Ivoire (Ivory Coast)	61. France
21. Bolivia		62. Gabon
		63. Gambia

64.	Georgia	88.	Kazakhstan	112.	Marshall Islands
65.	Germany	89.	Kenya	113.	Mauritania
66.	Ghana	90.	Kiribati	114.	Mauritius
67.	Greece	91.	Korea, North	115.	Mexico
68.	Grenada	92.	Korea, South	116.	Micronesia
69.	Guatemala	93.	Kosovo	117.	Moldova
70.	Guinea	94.	Kuwait	118.	Monaco
71.	Guinea-Bissau	95.	Kyrgyzstan	119.	Mongolia
72.	Guyana	96.	Laos	120.	Montenegro
73.	Haiti	97.	Latvia	121.	Morocco
74.	Honduras	98.	Lebanon	122.	Mozambique
75.	Hong Kong	99.	Lesotho	123.	Myanmar (Burma)
76.	Hungary	100.	Liberia	124.	Namibia
77.	Iceland	101.	Libya	125.	Nauru
78.	India	102.	Liechtenstein	126.	Nepal
79.	Indonesia	103.	Lithuania	127.	Netherlands
80.	Iran	104.	Luxembourg	128.	New Zealand
81.	Iraq	105.	Macedonia	129.	Nicaragua
82.	Ireland	106.	Madagascar	130.	Niger
83.	Israel	107.	Malawi	131.	Nigeria
84.	Italy	108.	Malaysia	132.	Northern Ireland
85.	Jamaica	109.	Maldives	133.	Norway
86.	Japan	110.	Mali	134.	Oman
87.	Jordan	111.	Malta	135.	Pakistan

136. Palau	158. Sierra Leone	182. Turkey
137. Panama	159. Singapore	183. Turkmenistan
138. Papua New Guinea	160. Slovakia	184. Tuvalu
139. Paraguay	161. Slovenia	185. Uganda
140. Peru	162. Solomon Islands	186. Ukraine
141. Philippines	163. Somalia	187. United Arab Emirates
142. Poland	164. South Africa	188. United Kingdom
143. Portugal	165. Spain	189. United States
144. Qatar	166. Sri Lanka	190. Uruguay
145. Romania	167. Sudan	191. Uzbekistan
146. Russia	168. South, Sudan	192. Vanuatu
147. Rwanda	169. Suriname	193. Vatican City
148. Saint Kitts and Nevis	170. Swaziland	194. Venezuela
149. Saint Lucia	171. Sweden	195. Vietnam
150. Saint Vincent and the Grenadines	172. Switzerland	196. Yemen
151. Samoa	173. Syria	197. Zambia
152. San Marino	174. Taiwan	198. Zimbabwe
153. Sao Tome and Principe	175. Tajikistan	
154. Saudi Arabia	176. Tanzania	
155. Senegal	177. Thailand	
156. Serbia	178. Togo	
157. Seychelles	179. Tonga	
	180. Trinidad and Tobago	
	181. Tunisia	