



## **A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF WORLD NATUROPATHIC FEDERATION**

**(here in after referred to as the "Federation")**

### **Article 1.0: Name, Definitions and Mission**

#### **1.10 Name**

The name of the organization shall be the World Naturopathic Federation. It is incorporated as a non-profit organization under the Canada Not-For-Profit Corporations Act.

#### **1.20 Definitions and Interpretations**

"Act" means the *Canada Not-For-Profit Corporations Act*, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Federation to the provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;

"Assembly" means any general or special meeting of members of the Federation;

"By-Law" or "By-Laws" means these By-laws and all other By-laws of the Federation from time to time in force and effect.

"Executive Committee" means the board of directors of the Federation;

"Majority" means a simple majority unless otherwise qualified in the by-laws;

"Naturopath, naturopathic doctor, doctor of naturopathic medicine, naturopathic physician " means a health professional who has received a naturopathic education that meets the standards approved by the Executive Committee.

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.

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

#### **1.3 Official Languages**

The official languages of the Federation shall be English.



## **Article 2.00: Membership**

### **2.10 Classes**

Membership will include full members and educational members. The criteria for members and the roles within the Federation for each category is as follows:

### **2.20 Full Members**

A full member of the World Naturopathic Federation is an association that has met the following criteria:

- a. Legally constituted national naturopathic association or federation, as permitted in each country.
- b. Voting members of the national naturopathic association limited to primarily naturopaths, naturopathic doctors or their equivalent.
- c. National naturopathic association upholds the following naturopathic educational standards available in their country:
  - The highest naturopathic educational standards offered in their country.
  - At a minimum, adherence to the most recent WHO benchmarks in Naturopathic Training Guidelines.
  - Have, as part of their membership criteria, a demonstrable way of verifying the level of education of their members and graduation status
  - Represent a significant percentage of naturopaths, naturopathic doctors or their equivalent in their country.
- d. The national naturopathic association must not be subject to, or controlled by, any office or agency of government.
- e. It is strongly recommended that there is only one national naturopathic association or federation per country represented as a full member of the WNF.
- f. In those countries where there are insufficient naturopaths to form a national association and/or where a national association is prohibited, naturopaths, naturopathic doctors or their equivalent can apply to the WNF for special consideration to become a full member.

Full member organizations must:

- i. have a commitment to levels of training commensurate with delivery of primary care services in their country
- ii. have a commitment to achieving statutory licensure or regulation in their country to ensure appropriate levels of accountability and standards in their respective country
- iii. have a commitment to other principles around professionalization as outlined in the World Health Organization's Traditional Medicine Strategy.

### **2.30 Educational Members**

Educational members must be organizations or institutions that:



- a. focus primarily on the education of naturopaths and/or naturopathic doctors, with goals and objectives that are consistent with those of the WNF or are useful to the aims of the WNF.
- b. Represent naturopathic programs and institutions that have or are working towards the highest naturopathic educational standards offered within their country.
- c. At a minimum, represent naturopathic programs and institutions offer training to naturopathic students or naturopaths and that adhere to the most current benchmark on Naturopathic Training Guidelines developed by WHO.

#### **2.40 Approval of Membership**

Election to any class of membership must receive approval of the Executive Committee after consideration of an application submitted to the WNF Membership Committee on a form supplied by the Federation. The Executive Committee shall reserve the right to require any additional adherence supporting the application for admission to membership before making a determination in the matter.

### **Article 3.00 – Partnerships and Sponsors**

**Federation partnerships and sponsors will include non-profit partnerships, and corporate sponsors.**

#### **3.10 Non-profit Partnerships**

Non-profit organizations with goals and objectives that are consistent with those of the WNF, or are useful to the aims of the WNF, may be granted non-profit partnership status with the WNF. Non-profit partnerships will be limited to organizations with naturopathic members and non-profit organizations that directly support naturopathic education, research and/or the naturopathic workforce.

#### **3.20 Corporate sponsors**

Corporations with goals and objectives that are consistent with those of the WNF, or are useful to the aims of the WNF, may be granted corporate sponsorship. Corporate sponsors must adhere to the Policy on Sponsorship.

#### **3.30 Approval of Partnerships and Sponsors**

All WNF partnership and sponsorship applications will be reviewed by the WNF Officers

### **Article 4.00 – Membership Criteria**

#### **4.10 Dues**

- 4.1.1 Annual dues for all members shall be determined by the Federation's Executive Committee, subject to ratification by the Assembly.



- 4.1.2 Dues for Full Members shall be assessed on an annual basis for each calendar year and shall be due and payable in advance on the first day of April in each year.
- 4.1.3 All dues for other members shall be assessed on the basis approved by the Executive Committee
- 4.1.5 Full Members who have paid applicable annual fees prior to the relevant Assembly are permitted to participate in said Assembly.

#### **4.20 Membership Responsibilities**

In addition to any other duties or obligations provided for in these By-laws, each member shall:

- 4.2.1 Work diligently to further the aims and objectives of the Federation.
- 4.2.2 Respond promptly and within specified time frames to all communications, inquiries and questionnaires.
- 4.2.3 Ensure the Federation is updated of any events or developments in naturopathy within their countries and inter-country relations.

#### **4.30 Resignation or Removal of Members**

- 4.31 A member may withdraw from the Federation by delivering to the Federation a written resignation. A Full Member choosing to terminate its membership shall give notice in writing to the Federation and shall be liable for dues up to and including the year in which such notice is given.
- 4.32 If conduct detrimental to the reputation of naturopathy or the Federation, either deliberate or as a result of other actions, the executive committee will initiate disciplinary proceedings. If the detrimental nature of the conduct is proven, a motion to terminate that member will be put to the annual assembly and will require a two-thirds majority vote in favour.
- 4.33 If a member fails to pay their dues for two consecutive calendar years, the Executive Committee will notify the member in writing of a warning that dues are required to be paid within ninety (90) days.

#### **Article 5.0: Executive Committee**

- 5.1 The property and business of the Federation shall be managed by a board of directors (known as the "Executive Committee") selected in accordance with these By-laws. Members of Executive Committee must be individuals, at least 18 years of age, with power under law to contract.
- 5.2 The Executive Committee will have a minimum of 4 (four) and a maximum of 13 (thirteen) members. For purposes of determining the membership of the Executive Committee, and to otherwise assist in the administration of the affairs of the Federation, the geographic regions below shall be designated as regions



within the Federation: Africa, South East Asia, Eastern Mediterranean, Europe, Latin America, North America and Western Pacific. The Federation will make its best efforts to form a committee that represents all these regions as outlined by the Executive Committee.

- 5.3 Executive Committee members shall be approved at the Federation's Annual Assembly
- 5.3.1 In each region the Executive Committee seats not filled pursuant to the provision of subsection 4.20 shall be filled by vote of the Full Members within the region. 5.3.1.1 Elections for members of Executive Committee shall be administered by the Secretary pursuant to such procedures as may be decided from time to time by the Executive Committee.
- 5.3.2 Members of the Executive Committee shall at all times be naturopathic representatives of Full Members.
- 5.3.3 Full Members may elect or appoint a successor to fill any vacancy caused by the death, resignation, disability or inability to serve of an Executive Committee member elected or appointed from a region.
- 5.3.4 Termination of membership of a Full Member shall automatically terminate the term of any Executive Committee member appointed or elected from its membership. Upon such termination, the Executive Committee shall determine if the region is entitled to replace the Executive Committee member under the provisions of these By-laws and, if so, an appointment or election shall be held to determine a replacement.
- 5.3.5 Executive Committee members shall serve for a term of three (3) years, and shall be eligible for reappointment or re-election for a 2<sup>nd</sup> three (3) year term
- 5.3.6 A member of the Executive Committee may appoint a substitute or alternate for the purposes of an Executive Committee meeting provided that this written notice shall be given to the Secretary at least thirty (30) days prior to the meeting of the Executive Committee at which such substitute or alternate will serve, and providing that any substitute or alternate shall at all times be a member of a Full Member in good standing with the Federation.
- 5.3.1.6i If for any reason a member of the Executive Committee chooses to resign, a letter of resignation shall be directed to the Secretary, who in turn shall call it to the attention of the Executive Committee.
- 5.3.1.6ii The office of the members of the Executive Committee shall be automatically vacated:
- if at a special general Assembly, a resolution is passed by two-thirds (2/3rds) of the members present at the Assembly that he or she be removed from office;
  - if an Executive Committee member has resigned his or her office by delivering a written resignation to the Secretary of the Federation;
  - if he or she is found by a court to be convicted of a criminal offence or of unsound mind;



- d. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
- e. on death; provided that if any vacancy shall occur for any reason in this paragraph contained, and if no quorum of members of the Executive Committee remains in office, the remaining members of the Executive Committee shall forthwith call a special Assembly to fill the vacancies for the unexpired terms.
- f. When a member of the Executive Committee is deemed to have automatically resigned in accordance with subsection 9.3.1.6ii the Federation shall not be required to take any further action other than the sending of written notification to the member of Executive Committee that he or she is no longer a member of the Executive Committee effective as of a certain date as determined by the Executive Committee.
- g. A retiring member of the Executive Committee shall remain in office until the dissolution or adjournment of the Assembly at which their retirement occurs.

#### **Article 6.0: Powers of Executive Committee**

- 6.1 The members of the Executive Committee of the Federation may administer the affairs of the Federation in all things and make or cause to be made for the Federation, in its name, any kind of contract which the Federation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Federation is by its charter or otherwise authorized to exercise and do.
- 6.2 The members of the Executive Committee shall have power to authorize expenditures on behalf of the Federation from time to time and may delegate by resolution to an Officer or Officers of the Federation the right to employ and pay salaries to employees. The members of the Executive Committee shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Federation in accordance with such terms as the Executive Committee may prescribe.
- 6.3 The Executive Committee is hereby authorized, from time to time:
  - a. to borrow money upon the credit of the Federation, from any bank, Federation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Executive Committee in its discretion may deem expedient;
  - b. to limit or increase the amount to be borrowed;
  - c. to issue or cause to be issued bonds, debentures or other securities of the Federation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Executive Committee;
  - d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or



subsequently acquired real and personal, movable and immovable, property of the Federation, and the undertaking and rights of the Federation.

- 6.4 The Executive Committee shall take such steps as they may deem requisite to enable the Federation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Federation.
- 6.5 The Executive Committee may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Committee at the time of such appointment. This may include hiring a senior staff person and other staff to carry out the daily activities of the WNF.
- 6.6 Remuneration for all Officers, agents and employees and committee members shall be fixed by the Executive Committee by resolution. Subject to prior written approval, all members of the Executive Committee, Officers, agents, employees and committee members shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

#### **Article 7.0: Officers**

- 7.1 The Officers of the Federation shall be a President, two Vice-Presidents, a Secretary and a Treasurer and any such other Officers as the Executive Committee may determine. No two offices may be held by the same person.
- 7.2 The President, Vice-Presidents, Secretary and Treasurer of the Federation shall be elected by the Executive Committee from among the members of Executive Committee.
- 7.3 The President, Vice Presidents, Secretary, and Treasurer shall be elected for a term of three (3) years and shall be eligible for re-election or re-appointment upon the expiry of their terms of office provided that no person shall be eligible to serve more than two (2) consecutive terms in any given office.
- 7.4 The Officers shall be appointed by resolution of the Assembly at the same time as the Executive Committee.
- 7.5 Officers shall be subject to removal by resolution of the Assembly at any time.
- 7.6 If for any reason an Officer chooses to resign from his or her position a letter of resignation shall be directed to the Secretary who in turn shall call it to the attention of the Executive Committee.
- 7.7 The position of an Officer shall be automatically vacated if any of the following situations occur:
  - a. if an Officer resigns by a delivery of a written resignation to Secretary of the Federation;
  - b. if at a special general Assembly of the members, a resolution is passed by the members present at the Assembly that he or she be removed from office;
  - c. if he or she is found by a court to be convicted of a criminal offence or of unsound mind;
  - d. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;



e. on death.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Executive Committee by resolution may appoint a person to fill such vacancy for the unexpired term of such Officer's position.

### **Article 8.0: Duties of Officers**

- 8.1 The President of the Federation shall preside at all Assemblies and meetings of the Executive Committee, assisted by the Vice-Presidents.
- 8.2 In the event of the death, disability, inability or resignation of the President and/or Vice-Presidents during his/her/their term of office, the Executive Committee shall make such appointment or other provision as it may deem expedient for the discharge of the duties of the office or offices concerned.
- 8.3 The President shall have the general and active management of the affairs of the Federation. He or she shall see that all orders and resolutions of the Executive Committee are carried into effect.
- 8.4 The Vice-Presidents shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Executive Committee.
- 8.5 The Secretary shall keep all records of the Federation and conduct correspondence internal and external to the Federation, except where it is appropriate for communication to be conducted by the President or, in the absence of the President, the Vice-Presidents.
- 8.6 The Treasurer shall:
  - 8.6.1 provide for the receipt of all monies payable to the Federation, and shall provide for the discharge of accounts of the Federation which have been ordered by the Executive Committee to be paid. The Treasurer shall provide for keeping and maintaining the books and accounts of the Federation and shall submit a full and proper accounting to the Executive Committee at each of its meetings.
  - 8.6.2 have the custody of the funds and securities of the Federation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Federation in the books belonging to the Federation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Federation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Executive Committee from time to time. He or she shall disburse the funds of the Federation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Executive Committee at the regular meeting of the Executive Committee, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the





Federation. He or she may be empowered by the Executive Committee, upon resolution of the Executive Committee, to carry out his or her affairs of the Federation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all Assemblies and meetings of the Executive Committee, and shall perform such other duties as may be prescribed by the Executive Committee or President, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Federation, which he or she shall deliver only when authorized by a resolution of the Executive Committee to do so and to such person or persons as may be named in the resolution. He or she shall also perform such other duties as may from time to time be directed by the Executive Committee.

- 8.7 The duties of all other Officers of the Federation shall be such as the terms of their engagement call for or the Executive Committee requires of them.

#### **Article 9.0: Meetings**

- 9.1 The President, or in his/her absence the Vice-President, shall preside over meetings of the Executive Committee. If the President and the Vice-President are both absent, the members of the Executive Committee shall elect one of their own members to preside over the meeting.
- 9.2 Voting by the Executive Committee shall be by show of hands, electronically or orally. The affirmative vote of a majority of those present and voting shall be sufficient to carry a resolution, provided that the Executive Committee members from one Region shall never be entitled to cast more than half less one (1) of the total votes cast on any resolution notwithstanding the other provisions of these By-laws.
- 9.3 No business shall be transacted at any meeting of the Executive Committee unless at least four members are present.
- 9.4 The Executive Committee may adopt such rules of procedure for the conduct of its business as it deems advisable provided that, at all meetings of the Executive Committee every question shall be decided by a majority vote and that, in the event of any equality of votes, the chair of the meeting shall not have a second or casting vote.
- 9.5 The Secretary, or a person designated by the Secretary, shall keep minutes of the proceedings of each meeting of the Executive Committee. The minutes shall be circulated to the members of the Executive Committee within one (1) months of the meeting and be confirmed by the Executive Committee at its next meeting.
- 9.6 The Executive Committee shall meet at least four times each year and at such other times as the Executive Committee may deem to be necessary. Meetings may be held on-line or in such places that the Executive Committee may determine upon not less than twenty-eight (28) days' notice sent by mail, or electronic transmission. No error or omission in giving notice of any meeting of the Executive Committee or any



adjourned meeting of the Executive Committee of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each member of Executive Committee is authorized to exercise one (1) vote at all meetings of the Executive Committee.

- 9.7 All meetings of the Executive Committee held in person shall be open to all members of the Federation, provided that the Executive Committee may conduct closed sessions for the Executive Committee alone as part of the overall Executive Committee meeting.
- 9.8 If all of the members of the Executive Committee consent thereto generally or in respect of a particular meeting, one (1) or more members of the Executive Committee may participate in a meeting of the Executive Committee or of a committee of the Executive Committee by means of such conference telephone or other communication facility as to permit all members of the Executive Committee participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Executive Committee participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Executive Committee and of committees of the Executive Committee held while a member of Executive Committee holds office. Votes shall be recorded by noting the electronic or verbal assent or dissent of the members of the Executive Committee.

#### **Article 10.0: Assemblies**

- 10.1 The annual assembly of the Federation members shall be held virtually or in a location and date determined by the Executive Committee at least one year prior to the Assembly.
- 10.2 The assembly will consist of:
- 10.2.1 Representatives of Full Member organisations representing their country (full voting rights)
  - 10.2.3 Representatives of Educational Members (primarily observer status, but may be called to offer specialist advice, no voting rights)
  - 10.2.4 Representatives of Sponsors and Partnerships (observer status only, no voting rights)
- 10.3 The business of each Assembly shall be:
- 10.3.1 To consider and determine eligibility criteria for membership;
  - 10.3.2 To consider and determine the annual dues determined by the Executive Committee;
  - 10.3.3 To receive the annual financial statement and balance sheet presented by the Treasurer and take appropriate action as deemed desirable.



- 10.3.4 To consider reports of the Executive Committee and other sub-committees and motions relating to the adoption of such reports in whole or in part and to arrange for such action to be taken thereon as may seem appropriate;
  - 10.3.5 To consider resolutions properly submitted by Full Members provided that such resolutions are within the objectives of the Federation;
  - 10.3.6 To appoint a place and time at which the next Assembly shall be held;
  - 10.3.7 To consider and act upon such other and further business as may properly come before the Assembly.
- 10.4 The agenda for the Assembly shall be prepared by the WNF Officers, which shall have power to decide whether or not a resolution submitted by a Full Member falls within the objectives of the Federation. Notice to submit to the Assembly a resolution relating to the funds or to the policy of the Federation shall be given to the Secretary not less than four (4) months before the Assembly at which it is to be considered. Any other matter to be considered by the Assembly, unless otherwise required under the letters patent of the Federation or these By-laws, shall be submitted to the Secretary at least two (2) months prior to the date of the Assembly at which the matter is to be considered.
- 10.5 The WNF Officers, at its discretion, after due consideration, may waive any time limit imposed by the letters patent or these By-laws for the submission of matters for consideration by the Assembly.
- 10.6 Unless otherwise required under the letters patent or these By-laws, any matter before the Assembly shall be adopted by a majority of the votes given thereon.
- 10.7 The Executive Committee may adopt such rules of procedure for the conduct of business of the Assembly as it deems advisable.
- 10.8 The Secretary, or a person designated by the Secretary, shall keep minutes of each Assembly, which shall be transmitted to members of the Executive Committee and the Assembly within two (2) months of the Assembly.
- 10.9 Assemblies shall be held virtually, or at such time and place as determined by the Assembly on the recommendation of the WNF Officers. However, if necessary in the sole judgement of the WNF Officers, the time and place of such Assembly may be changed by the WNF Officers.
- 10.10 A special Assembly shall be convened at any time by the Executive Committee or on the requisition of not less than five (5) Full Members. At least three (3) months' notice of the special Assembly shall be given to the members of the Assembly. The notice shall state the place and purpose of the Assembly. No business shall be dealt with by a special Assembly other than that for which it is specifically convened.
- 10.11 All Assemblies shall be open to all members and sponsors.
- 10.12 Three (3) months written notice shall be given to each member of any annual or special general



Assembly. Such notice shall be sent by mail or by facsimile or electronic transmission. Notice of any Assembly where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each Assembly must remind the member if the member has the right to vote by proxy.

- 10.13 In all matters in which these Bylaws require notice to be given to Members, such notice shall be deemed to have been duly given three (3) days after an email delivered to the last email address given to the Federation.
- 10.14 If all of the members consent thereto generally or in respect of a particular Assembly, one (1) or more members may participate virtually in an Assembly as to permit all members participating in the Assembly to communicate with each other simultaneously and instantaneously, and a member participating in such Assembly by such means is deemed to be present at the Assembly. Where necessary votes shall be taken by recording the electronic or verbal assent or dissent of the members participating from separate locations.
- 10.15 At all Assemblies, every question shall be decided by a show of hands electronically or a vocal confirmation, unless a secret ballot is required by the presiding Officer or approved by the presiding Officer following a request from any member. Whenever a vote has been taken upon a question, a declaration by the presiding Officer that a resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Federation is conclusive evidence of the fact that without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a secret ballot is conducted. If, at any Assembly, a secret ballot is taken, it shall be taken in a manner as the presiding Officer directs. The result of a secret ballot shall be deemed to be the resolution of the Assembly at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking.
- 10.16 Subject to the provisions of this By-Law, any Assembly may be adjourned at any time and from time to time by the presiding Officer with the consent of the members present and any business may be transacted at any adjourned Assembly that might have been transacted at the original Assembly from which the adjournment took place in accordance with the notice calling the same, provided that no such notice of such adjournment needs to be given to the members.
- 10.17 No error or omission in giving notice of any Assembly or any adjourned Assembly of the members shall invalidate such Assembly or make void any proceedings taken there at and any member may at any time waive notice of any annual or general Assembly and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, member of Executive Committee or Officer for any Assembly or otherwise, the address of the member, member of Executive Committee or Officer shall be the member's last address recorded on the books of the Federation.



### **Article 11.0: Committees**

- 11.1 The Executive Committee may appoint sub-committees whose members will hold their offices at the will of the Executive Committee. The members of the Executive Committee shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.
- 11.2 Any sub-committee member may be removed by a majority vote of the Executive Committee. Subcommittee members shall receive no remuneration for serving as such but, subject to prior written approval, are entitled to reasonable expenses incurred in the exercise of their duty.
- 11.3 Meetings of a sub-committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given by electronic mail to each member of the committee. A majority of members of a committee shall constitute a quorum for meetings of a committee. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the sub-committee of the Federation shall invalidate such a meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 11.4 Members of the Federation within a region may establish a regional committee to administer such matters within the region as they deem advisable, but such a Regional Organization shall be the responsibility of and administered at the cost of the Members in the region and shall not be a formal part of the structure of the Federation.

### **Article 12.0: Conflict of Interest**

- 12.1 Members of the Executive Committee and their spouses, children, parents, siblings or the spouses of such children, parents or siblings shall not enter into a contract, business transaction, financial arrangement or other matter with the Federation in which they have any direct or indirect personal interest, gain or benefit without the disclosure of such contract, business transaction, financial arrangement or other matter.
- 12.2 Any member of the Executive Committee who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter, with the Federation shall disclose their interest therein at the first opportunity at a meeting of the Executive Committee.
- 12.3 The chair of the Executive Committee shall request any member of the Executive Committee who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Federation to absent himself or herself during the discussion of and vote upon the matter, with such action being recorded in the minutes.



### **Article 13.0: Indemnities to Member of Executive Committee and Others**

- 13.1 Every member of the Executive Committee or Officer of the Federation or other person who has undertaken or is about to undertake any liability on behalf of the Federation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation, from and against all costs, charges and expenses which such member of the Executive Committee, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his or her own fraud or wilful neglect.

### **Article 14.0: Execution of Documents**

- 14.1 Contracts, documents or any instruments in writing requiring the signature of the Federation shall be signed by any two Officers or members of the Executive Committee and all contracts, documents and instruments in writing signed shall be binding upon the Federation without any further authorization or formality. The Executive Committee may give the Federation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Federation.
- 14.2 All cheques, drafts or orders for payment of money and all notes of acceptance and bills of exchange shall be approved by two Officers or members or other persons whether or not an Officer or a member of the Executive Committee of the Federation designated in such manner as the Executive Committee may from time to time determine by resolution.

### **Article 15.0: Financial**

- 15.1 Unless otherwise ordered by the Executive Committee, the fiscal year end of the Federation shall be the 31<sup>st</sup> day of March in each year.
- 15.2 Reasonable expenses incurred by WNF Officers and members of the Executive Committee in attending meetings representing the interests of the Federation shall be met by the Federation.
- 15.3 The travel expenses of delegates and others incurred in attending Assemblies shall not be a charge upon the funds of the Federation. The travel expenses of WNF Officers will be covered by the Federation, as determined and outlined by the Treasurer.
- 15.4 The accounts of the Federation shall be overseen by the Treasurer. Any Full Member may inspect the accounts. The Executive Committee shall appoint an independent auditor or shall appoint an internal audit review committee.



- 15.5 The Executive Committee shall annually publish a report on the general state and proceedings of the Federation for the past year, a financial statement and balance sheet for the past year prepared by a professional accountant, and an estimate of the probable income and expenditure of the Federation for the coming year.
- 15.6 The Federation may accept funds from Foundations, Federations or other interested parties for special projects.
- 15.7 The members shall, at each Assembly, appoint an accountant to prepare the accounts and annual financial statements of the Federation for report to the members at the next Assembly. The accountant shall hold office until the next Assembly provided that the members of the Executive Committee may fill any casual vacancy in the office of the accountant. The remuneration of the accountant shall be fixed by the Executive Committee. The accountant may not be a member of the Executive Committee, Officer or employee of the Federation, without the consent of all members of the Federation.

#### **Article 16.0: Borrowing**

- 16.1 The Executive Committee can:
- 16.1.1 borrow money on the credit of the Federation;
  - 16.1.2 issue, sell or pledge securities of the Federation; or
  - 16.1.3 use the property of the Federation as security for a loan or payment of a debt; and, for greater certainty and without limiting any other power of delegation of the Executive Committee in any manner, may delegate such authority to a committee of the Executive Committee.
- 16.2 The Executive Committee may authorize any member of the Executive Committee, subcommittee, Officer or employee of the Federation or any other person:
- 16.2.1 to make arrangements to borrow monies;
  - 16.2.2 to fix the terms and conditions of a loan;
  - 16.2.3 to change those arrangements, terms or conditions as the members of the Executive Committee may authorize; and
  - 16.2.4 generally, to manage, transact and settle the borrowing of monies by the Federation.

#### **Article 17.0: Books and Records**

- 17.1 The members of the Executive Committee shall see that all necessary books and records of the Federation required by the by-laws of the Federation or by any applicable statute or law are regularly reviewed and properly kept.



#### **Article 18.0: RULES AND REGULATIONS**

18.1 The Executive Committee may prescribe such policies, rules and regulations not inconsistent with these by-laws relating to the management and operation of the Federation as they deem expedient, provided that such policies, rules and regulations shall have force and effect only until the next Assembly of the members of the Federation when they shall be confirmed, and failing such confirmation at such Assembly, shall at and from that time cease to have any force and effect.

#### **Article 19.0: AMENDMENT OF BY-LAWS**

19.1 These Bylaws may be amended at any Assembly by the affirmative vote of two-thirds of the delegates present and voting, provided however that no such amendment shall be considered unless it has been received by the Secretary at least six (6) months prior to the Assembly at which it is to be considered and provided that notice of the amendment has been given to Full Members at least three (3) months before the Assembly at which it is to be considered, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **Article 20.0: DISSOLUTION**

- 20.1 A decision to dissolve the Federation shall require a special Assembly called for that purpose and the consent of at least two-thirds of the Full Members.
- 20.2 If the WNF was dissolved the remaining assets will be given to another international charity, nonprofit, or the government.

**PASSED AND ENACTED** on the 15<sup>th</sup> day of September, 2023