

INSPIREHEALTH SOCIETY
ANNUAL GENERAL MEETING OF MEMBERS
September 21st, 2015

MINUTES of the Annual General Meeting of Members of InspireHealth (the “Society”) held at Vancouver, British Columbia, on the 21st day of September 2015, at the offices of the Society at Suite 200 – 1330 West 8th Avenue, at 6:15 p.m.

Present in person:	Ryan Benn	Leona Kolla
	Leonard Schein	Shakeel Velji
	Hal Gunn	Richard Somerset
	Janice Wright	Hannah Nette
	Patrick Prele	

19 Proxies were received and 18 members were present in person for a total of 37 members represented. Some non-members were also present, with the consent of the meeting.

Ryan Benn took the Chair and Amber Baker acted as recording Secretary of the meeting.

Notice of the meeting having been sent to the members in accordance with the by-laws of the Society, and a quorum of members being present or represented by proxy, the Chairman declared the meeting to have been regularly called and duly constituted for the transaction of business.

RECEIPT AND APPROVAL OF MINUTES FROM 2014 AGM

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT the Minutes from the 2014 AGM be accepted as read.

Moved: Leonard Schein **Seconded:** Leila Harding **CARRIED:** Unanimous

RECEIPT AND APPROVAL OF THE PRESIDENT’S REPORT

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT the President’s Report be accepted as read.

Moved: Ryan Benn **Seconded:** Leona Kolla **CARRIED:** Unanimous

FINANCIAL STATEMENTS

The Chairman submitted to the meeting the audited financial statements of the Society for the fiscal year ended March 31, 2015.

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT the audited financial statements of the Society for the fiscal year ended March 31, 2015 be the same and hereby accepted.

Moved: Bob Wiens

Seconded: Leonard Schein

CARRIED: Unanimous

AUDITORS

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT Collins Barrow be and is hereby appointed the auditor and accountants of the Society to hold office until the close of the next Annual General Meeting of Members of the Society at a remuneration to be fixed by the Board of Directors, the Board of Directors being hereby authorized to fix such remuneration.

Moved: Shak Velji

Seconded: Leona Kolla

CARRIED: Unanimous

BYLAWS

The Chairman proposed the Bylaw amendments as follows:

- (a) to amend sections 5.9 and 5.10 by removing the words "a Member of the Society's Medical staff from among their number as", to allow a person without a medical degree to be appointed as the President or Vice President of the Society.

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT the proposed Bylaw changes be accepted as read.

Moved: Dawn Wedman

Seconded: Leonard Schein

CARRIED: Unanimous

DIRECTORS

The Chairman stated that he would be resigning from his director term as of September 22nd, 2015. The Chairman stated that it was in order to proceed with the election of the Directors for the ensuing year and declared the meeting open for nominations. The following persons were presented for election and ratification as Directors commencing September 2015:

- Gerry Gramek (Standing for election for a three year term)

- Leonard Schein (Standing for re-election for a two year term)

There being no further nominations, the Chairman declared nominations closed. The Chairman called for a separate motion with respect to each nomination to the Board of Directors. No member demanded a ballot.

On motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT Gerry Gramek be elected a Director of the Society to hold office for a three year period until the Annual General Meeting of Members of the Society in 2018 or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Hal Gunn **Seconded:** Leonard Schein **CARRIED:** Unanimous

On motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT Leonard Schein be re-elected a Director of the Society to hold office for a two year period until the Annual General Meeting of Members of the Society in 2017 or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Hal Gunn **Seconded:** Gerry Gramek **CARRIED:** Unanimous

SIGNING OFFICERS

The Chairman stated that it was in order to proceed with the approval of the signing officers for the ensuing year. The following persons were presented for re-election as signing officers, may sign on behalf of the Society:

- Chief Executive Officer, Chief Operations Officer, Director of Healing Environment, and Directors of the InspireHealth Board
 - Cheques up to \$5,000 must be signed by one signator
 - Cheques from \$5,000 to \$15,000 must be signed by two signators
 - Cheques \$15,000 or over must have two signatures, at least one of which must be a Director of the InspireHealth Society Board

Moved: Leonard Schein **Seconded:** Ryan Benn **CARRIED:** Unanimous

TERMINATION OF MEETING

There being no further business to transact, upon motion duly made, seconded, and carried unanimously, the meeting was terminated at 6:40 p.m.

Moved: Ryan Benn **Seconded:** Leila Harding **CARRIED:** Unanimous

Chair – Ryan Benn

Secretary – Amber Baker