

**BYLAWS OF  
INSPIREHEALTH SOCIETY  
INDEX**

PART 1 - INTERPRETATION.....	1
PART 2 - MEMBERSHIP .....	1
PART 3 - MEETINGS OF MEMBERS .....	3
PART 4 - PROCEEDINGS AT GENERAL MEETINGS .....	4
PART 5 - DIRECTORS AND OFFICERS .....	6
PART 6 - PROCEEDINGS OF DIRECTORS.....	8
PART 7 - COMMITTEES .....	10
PART 8 - DUTIES OF OFFICERS.....	11
PART 9 - INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS .....	12
PART 10 - INVESTMENTS AND BORROWING .....	12
PART 11 - AUDITORS .....	13
PART 12 - NOTICES TO MEMBERS AND DIRECTORS.....	13
PART 13 - CONFLICT OF INTEREST.....	14
PART 14 - FISCAL YEAR.....	15
PART 15 - NON-PROFIT PURPOSE .....	15
PART 16 - BYLAWS.....	15

**SOCIETY ACT**  
**INSPIREHEALTH SOCIETY**  
**BYLAWS**

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**PART 1 - INTERPRETATION**

**1.1 DEFINITIONS**

In these bylaws, unless the context otherwise requires:

- (a) "*Board*" means the Directors of the Society elected or appointed to serve on the Board of Directors as provided for in these bylaws;
- (b) "*Directors*" means those persons who are elected or appointed to serve on the Board of Directors as provided for in these bylaws;
- (c) "*Ordinary Resolution*" shall have the meaning ascribed to such term by the *Society Act*;
- (d) "*President* " means the person appointed pursuant to section 5.9 of these bylaws;
- (e) "*Society Act*" means the *Society Act* of the province of British Columbia from time to time in force and all amendments to it;
- (f) "*Society*" means the InspireHealth Society; and
- (g) "*Special Resolution*" shall have the meaning ascribed to such term by the *Society Act*.

**1.2 SOCIETY ACT - DEFINITIONS**

The definitions in the *Society Act* apply to these bylaws.

**1.3 NUMBERS AND GENDER**

Words importing the singular include the plural and vice versa; words importing a female person include a male person and a corporation.

**1.4 HEADINGS AND MARGIN NOTES**

The headings appearing in these bylaws are for convenience only and in no way define, limit or enlarge the scope or meaning of the provisions of these bylaws.

**PART 2 - MEMBERSHIP**

**2.1 MEMBERS**

The members of the Society are the members as of the date these bylaws become effective and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

## **2.2 ADMISSION OF ADDITIONAL MEMBERS**

The Board may at any time and from time to time admit as additional members any person interested in and in sympathy with the objects of the Society, as described in the Constitution of the Society, and as long as that person remits the current membership fee (if any).

## **2.3 HONORARY MEMBERS**

Honorary Members may be appointed by resolution of the Directors.

## **2.4 MEMBERS IN GOOD STANDING**

All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the Society. Such members shall not be in good standing so long as the amounts remain unpaid.

## **2.5 MEMBERSHIP FEES**

The fees payable by members for membership shall be determined by the Directors from time to time. Members shall be eligible to receive notice in writing of the membership fees payable or any other debt due by them and the same shall be payable within 30 days of the date of such notice. Honorary Members shall not be required to pay a membership fee.

## **2.6 EXPULSION**

A member may be expelled by an Ordinary Resolution of the members passed at a general meeting, provided the notice of the meeting specifies that such a matter is to be placed before the members present at the meeting. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Ordinary Resolution is put to a vote.

## **2.7 CESSATION OF MEMBERSHIP**

A person shall cease to be a member of the Society:

- (a) by delivering that person's resignation in writing to the Secretary of the Society or by mailing, emailing or delivering it to the address of the Society;
- (b) by failing to pay the annual membership fee, if any, by the date it is due;
- (c) upon death, or in the case of a body corporate upon dissolution; or
- (d) upon being expelled pursuant to these bylaws.

## **2.8 COMPLIANCE**

Every member shall uphold the constitution and comply with these bylaws.

## **PART 3 - MEETINGS OF MEMBERS**

### **3.1 ANNUAL GENERAL MEETING**

An annual general meeting shall be held at least once in every calendar year and not more than fifteen months after adjournment of the previous annual general meeting on such date as may be determined by the Directors.

### **3.2 NOTICE**

Notice of a general meeting setting forth the time, date and place of the meeting shall be given not less than fourteen days prior to the meeting.

### **3.3 ACCIDENTAL OMISSION**

The accidental omission to give notice of a meeting to, or the non receipt of a notice by any of the persons entitled to receive notice does not invalidate proceedings at that meeting.

### **3.4 EXTRAORDINARY GENERAL MEETING**

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

### **3.5 REQUISITION OF MEETING**

The Chair of the Directors may, if he or she thinks fit, convene an extraordinary general meeting, and the Chair or the Secretary shall convene an extraordinary general meeting without delay, and in any event within 21 days of the receipt at the office of the Secretary of a written request for an extraordinary general meeting stating the purpose of the meeting and signed by at least 10% of the members of the Society.

### **3.6 NOTICE**

Notice of an extraordinary general meeting setting forth the time, date and place of the meeting and stating the purpose of the meeting shall be given not less than fourteen days prior to the meeting.

### **3.7 REDUCED NOTICE PERIOD**

The members may, by unanimous consent in writing given before, during or after a general or extraordinary general meeting, waive or reduce the period of notice of the meeting.

### **3.8 PLACE OF MEETINGS**

All general meetings shall be held within the Province of British Columbia.

### **3.9 GUESTS**

The Chair may at any time and from time to time invite visitors or guests to attend a meeting of the members.

## **PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

### **4.1 SPECIAL BUSINESS**

Special business is:

- (a) all business at an extraordinary general meeting; and
- (b) all business that is transacted at an annual general meeting, except,
  - (i) the consideration of the financial statements;
  - (ii) the report of the Directors;
  - (iii) the report of the auditor;
  - (iv) the appointment of the auditor; and
  - (v) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

### **4.2 QUORUM**

A quorum is ten members, present in person or by proxy, or such greater number as the members may determine at a general meeting but shall not be less than the number stipulated in the *Society Act*.

### **4.3 LACK OF QUORUM**

No business, other than the election of a Chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.

### **4.4 QUORUM REQUIRED THROUGHOUT**

If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **4.5 ADJOURNMENT**

In the event a general meeting cannot be held due to the lack of a quorum, such a meeting shall be dissolved if it is convened upon requisition. Otherwise, it shall be deemed to be adjourned to a future date which may be determined by the members present at the meeting place, notwithstanding the lack of a quorum, or failing that, by any two Directors. If at the adjourned meeting a quorum is not present within thirty minutes of the time appointed, the members present shall constitute a quorum.

### **4.6 BUSINESS AT ADJOURNED MEETING**

A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **4.7 NOTICE REQUIRED**

When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

#### **4.8 NOTICE NOT REQUIRED**

Except as provided in section 4.7, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

#### **4.9 CHAIR OF MEETING**

The Chair, or in the absence of the Chair, one of the other Directors present and chosen by those Directors who are also present shall preside as Chair of a general meeting.

#### **4.10 RESOLUTIONS**

A resolution proposed at a meeting need not be seconded and the Chair of a meeting may move or propose a resolution.

#### **4.11 CASTING VOTE**

In case of an equality of votes on a resolution, the Chair shall have a casting or second vote in addition to the vote to which he or she may be entitled as a member.

#### **4.12 NUMBER OF VOTES**

A member or Honorary Member present, in person or by proxy, at a meeting of members is entitled to one vote.

#### **4.13 VOTING BY HAND**

Voting is by show of hands unless a resolution is passed requiring a ballot.

#### **4.14 VOTING BY PROXY**

Voting by proxy is permitted.

#### **4.15 CONSENT RESOLUTION**

A resolution consented to in writing, whether by document, fax or any method of transmitting legibly recorded messages, by all the members is as valid and effectual as if it had been passed at a meeting of members duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date stated therein or on the latest date stated in any counterpart.

#### **4.16 TEMPORARY ABSENCE**

A member who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email or fax, of any meeting of the members, and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meetings of members shall be sent to that member; and
- (b) any and all meetings of the members of the Society notice of which has not been given to that member shall, if a quorum of members is present, be valid and effective.

#### **4.17 CONFERENCE TELEPHONE MEETINGS**

A meeting of the members may take place by means of conference telephones or other communications facilities by which means all members participating in the meeting can hear and speak to each other. A meeting so held in accordance with this section shall be deemed to be an actual meeting of the members and any resolution passed at such meeting shall be as valid and effectual as if it had been passed at a meeting where the members are physically present. A member participating in a meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote thereat by affirmative declaration.

### **PART 5 - DIRECTORS AND OFFICERS**

#### **5.1 DIRECTORS**

The Directors shall be those persons who are from time to time elected by the members.

#### **5.2 TERM OF DIRECTORS**

Directors shall be elected for a term of three years, or such lesser term as may be specified by the members.

#### **5.3 POWERS OF DIRECTORS**

The Directors shall have full control of the affairs of the Society and control of the assets, liabilities, revenues and expenditures of the Society. The Directors may make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all other powers and do all other acts and things as the Society is authorized to do. The Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees of the Society. A Director must be a member. A Director cannot be employed by InspireHealth.

#### **5.4 DUTIES OF DIRECTORS**

All Directors shall act either as an officer of the Society and/or Chair of a meeting of Directors or serve on at least one subcommittee of the Board of Directors.

#### **5.5 VALIDITY OF PRIOR ACTS**

No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

## **5.6 APPOINTMENT AND REMOVAL OF DIRECTORS**

The continuing Directors shall be those persons who are currently Directors as of the date these bylaws become effective. A person shall cease to be a Director of the Society:

- (a) by delivering that person's resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) upon death;
- (c) upon expiry of their term as Director;
- (d) by being absent from three or more Directors' meetings in a 12 month period without a valid excuse;
- (e) upon ceasing to be a member in good standing; and
- (f) by being deemed by the Board of Directors as not fulfilling his or her role as a Director.

## **5.7 NUMBER OF DIRECTORS**

The Society shall have at least five and no more than nine Directors, with the exact number determined by the members from time to time.

## **5.8 CASUAL VACANCY**

The Directors may at any time and from time to time appoint a new person who is an existing member, as a Director to fill a casual vacancy in the Board of Directors for the balance of the term of person whose cessation created the vacancy.

## **5.9 PRESIDENT**

The Directors shall appoint a ~~Member of the Society's Medical staff from among their number as a~~ President of the Society. The President of the Society shall act as the Chief Executive Officer of the Society. The President will attend meetings as a non-voting member.

## **5.10 VICE PRESIDENT**

The Directors shall appoint a ~~Member of the Society's Medical staff from among their number as a~~ Vice President of the Society. The duties of the Vice President shall be assigned by the President.

## **5.11 OTHER OFFICERS**

The Directors shall appoint from among their number a Chair, Secretary, Treasurer and such other officers as the Directors may from time to time determine. The officers shall hold office for one year and until successors are appointed. The officers may be reappointed for a further term.

## **5.12 REMOVAL OF OFFICERS**

Officers may be removed and replaced before the expiration of their term of office by the Directors.

### **5.13 COMPLIANCE**

Every Director shall uphold the constitution and comply with the bylaws.

## **PART 6- PROCEEDINGS OF DIRECTORS**

### **6.1 DIRECTORS' MEETINGS**

The Directors may meet together at such time and places as they think fit for the dispatch of business and adjourn or otherwise regulate their meetings and proceedings as they see fit, subject always to these bylaws.

### **6.2 NOTICE**

Not less than 72 hours written notice of any meeting of Directors, sent by means other than mail, specifying the time and place of the meeting and the general nature of the business to be discussed, shall be given to all Directors in the manner prescribed in these bylaws. Notice by mail shall be sent at least seven days prior to meeting. The accidental omission to give notice of any meeting to, or the non receipt of any such notice by, any Director shall not invalidate any proceedings at that meeting. Notwithstanding the foregoing, emergency meetings of the Directors may be convened by the Chair on such shorter notice as the Chair deems appropriate in the circumstances, provided a reasonable effort is made to notify every Director of such a meeting. The Directors (other than those Directors who gave notice pursuant to section 6.12 of these bylaws) may, by unanimous consent in writing given before, during or after a meeting of Directors, waive or reduce the period of notice required for such meeting, if any.

### **6.3 QUORUM**

The quorum necessary for the transaction of business shall be a majority of the Directors physically present within the Province of British Columbia. No business other than the appointment of a Chair and the adjournment or termination of the meeting shall be conducted at a meeting of the Directors at a time when a quorum is not present. If at any time during a meeting of the Directors there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **6.4 CHAIR OF MEETING**

The Chair shall be Chair of all meetings of the Directors, but if at any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the Directors shall choose one of the other Directors present to be Chair at that meeting.

### **6.5 DIRECTORS' RESOLUTIONS**

The Directors may pass such resolutions not inconsistent with these bylaws as they consider necessary or advisable for the governance and conduct of the affairs of the Society and the exercise of their powers or duties including without limiting the generality of the foregoing, resolutions respecting the calling and holding of meetings of the Directors and the procedure to be followed at the meetings.

## **6.6 VOTES**

Each Director present in person at a meeting, including the Chair of the meeting, shall have one vote. All votes shall be taken by a show of hands unless a resolution is passed requiring a ballot. A resolution of the Directors may be passed by a majority vote of Directors present at the meeting.

## **6.7 CONSENT RESOLUTION**

A resolution consented to in writing, whether by document, fax or any method of transmitting legibly recorded messages, by all of the Directors is as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. Such consent resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing.

## **6.8 MINUTES**

Such consent resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated therein or on the latest date stated in any counterpart.

## **6.9 CASTING VOTE**

In case of an equality of votes the Chair shall not have a casting or second vote.

## **6.10 RESOLUTIONS**

A resolution proposed at a meeting of Directors need not be seconded and the Chair of a meeting may move or propose a resolution.

## **6.11 LACK OF QUORUM**

In the event a meeting of the Directors cannot be held due to the lack of a quorum, such a meeting shall be deemed to be adjourned to a future date which may be determined by the Directors present at the meeting place, notwithstanding the lack of a quorum, or failing that, by any two Directors.

## **6.12 TEMPORARY ABSENCE**

A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email or fax, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meetings of Directors shall be sent to the Director; and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.

## **6.13 CONFERENCE TELEPHONE MEETINGS**

A meeting of the Directors or of any committee of the Directors may take place by means of conference telephones or other communications facilities by which means all Directors

participating in the meeting can hear and speak to each other. A meeting so held in accordance with this section shall be deemed to be an actual meeting of the Directors and any resolution passed at such meeting shall be as valid and effectual as if it had been passed at a meeting where the Directors are physically present. A Director participating in a meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote thereat by affirmative declaration.

#### **6.14 VALIDITY OF ACTS**

Subject to the provisions of the *Society Act*, all acts done by any meeting of the Directors or a committee of Directors, or by any person believing herself or himself to be a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Director or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and appointed and was qualified to be a Director.

#### **6.15 MINUTES, BOOKS AND RECORDS**

The Directors shall ensure the minutes of the members' meetings and the Directors' meetings and all other books and records of the Society required by the bylaws of the Society or any applicable statute or law are regularly and properly kept. Resolutions of the Board of Directors and financial statements of the Society shall be kept at the office of the Society and shall at all reasonable times be available for inspection by the members.

### **PART 7 - COMMITTEES**

#### **7.1 COMMITTEES**

The Directors may by resolution appoint one or more committees consisting of such member or members of their body and/or such other persons as they think fit and may delegate to any such committee any, but not all, of their powers, except the power to change their membership or purpose, the power to fill vacancies in any committee of the Directors and the power to appoint or remove officers appointed by the Directors, and subject to such conditions as may be prescribed in such resolutions.

#### **7.2 MINUTES**

All committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose and shall report the same to the Directors at such times as the Directors may from time to time require.

#### **7.3 ANNUAL BUDGET**

All committees so appointed shall submit to the Board of Directors an annual budget proposal for its work in the following fiscal year for approval by the Board of Directors. Once the annual budget is approved by the Board of Directors, the Chair of the committee shall ensure the committee remains within the approved budget. The committee must obtain approval of the Board of Directors for any extraordinary expenses beyond the approved budget.

#### **7.4 AUTHORITY OF DIRECTORS TO REVOKE**

The Directors shall have the power at any time to remove or override any authority given to or acts to be done by any such committees except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of the committees and to fill vacancies in them.

#### **7.5 DELEGATION**

No delegation of authority by the Directors to any committee or person shall preclude the Directors from exercising the authority required to meet their responsibilities for the conduct of the affairs of the Society.

#### **7.6 QUORUM AND FREQUENCY OF MEETINGS**

Unless otherwise provided by the Directors or these bylaws, a majority of the members of any committee shall constitute a quorum thereof, and the committee shall meet at the call of its Chair or any two members thereof.

#### **7.7 VOTES**

Questions arising at any meeting of a committee shall be determined by the majority of votes of the members of the committee present and in case of an equality of votes the Chair of the committee shall not have a second or casting vote.

#### **7.8 CONSENT RESOLUTION**

A resolution consented to in writing, whether by document, fax or any method of transmitting legibly recorded messages, by all the members of any committee shall be as valid and effectual as if it had been passed at a meeting of such committee duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing.

#### **7.9 CHAIR AND PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The Chair and the President and Chief Executive Officer shall be entitled to receive notice of, to attend and to participate in all meetings of all committees. Unless they are specifically appointed members of any committee, they shall not be counted in the quorum and shall not be entitled to vote.

### **PART 8 - DUTIES OF OFFICERS**

#### **8.1 CHAIR**

The Chair shall preside at all meetings of the Society and of the Directors and shall perform any other duties directed by the Directors of the Society.

#### **8.2 PRESIDENT**

The President shall have the necessary authority and shall be responsible to the Directors for the administration and management of the Society subject only to such policies as may be adopted and such directions as may be given by the Directors. The remuneration of the President, if any, shall be determined from time to time by the Board of Directors.

### **8.3 SECRETARY**

The Secretary shall prepare and keep minutes of meetings of the Society and Directors; maintain the register of members; prepare any necessary notices of meetings, agendas and other pertinent documents; and present any relevant correspondence at applicable meetings and deal with such correspondence as directed by the Board of Directors.

### **8.4 TREASURER**

The Treasurer shall oversee the proper keeping of all financial records, budgets, monthly balances, cash flow reports and the annual financial statement.

## **PART 9 - INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS**

### **9.1 INDEMNITY**

With the approval of the Supreme Court of British Columbia, the Directors shall cause the Society to indemnify a Director, officer, former Director or former officer of the Society or of a corporation of which the Society is or was a shareholder, and his or her heirs and personal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the Society or a director or officer of such corporation, including any action brought by the Society or any such corporation, if

- (a) he or she acted honestly and in good faith with a view to the best interests of the Society or such corporation of which he or she is or was a director; and
- (b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

### **9.2 DEEMED CONTRACT**

Each Director and each officer of the Society upon being appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

### **9.3 INSURANCE**

The Directors may cause the Society to maintain insurance for the benefit of any person who is or was a Director or officer of the Society or a director or officer of any corporation of which the Society is or was a shareholder, and his or her heirs or personal representatives, against any liability incurred by such person in such capacity.

## **PART 10 - INVESTMENTS AND BORROWING**

### **10.1 INVESTMENT POWERS**

In investing monies of the Society, the Directors may make investments authorized by the *Trustee Act (B.C.)*. Subject to the provisions of the *Society Act*, the Directors shall not be liable for any loss that may result in connection with any such investments.

### **10.2 BORROWING**

The Directors may, with the authority of a Special Resolution, from time to time:

- (a) borrow money upon the credit of the Society;
- (b) limit or increase the amount to be borrowed;
- (c) issue bonds, debentures or other securities of the Society;
- (d) pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such bonds, debentures or other securities or any other present or future borrowing or liability of the Society, by mortgage, hypothecate, charge, pledge or other security interest relating to all or any currently owned or subsequently acquired real and personal, moveable and immovable, property and leasehold interests and reversionary interests of the Society, on the undertaking and rights of the Society.

## **PART 11 - AUDITORS**

### **11.1 APPLICATION OF THIS PART**

This Part 11 applies only where the Society is required or has resolved to have an auditor.

### **11.2 APPOINTMENT**

The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.

### **11.3 APPOINTMENT AT THE ANNUAL GENERAL MEETING**

At each annual general meeting the Society shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next annual general meeting.

### **11.4 REMOVAL**

An auditor may be removed by Ordinary Resolution of the members.

### **11.5 NOTICE TO AUDITOR**

An auditor shall be informed forthwith in writing of appointment or removal.

### **11.6 ELIGIBILITY**

No Director and no employee of the Society shall be the auditor.

### **11.7 ATTENDANCE AT GENERAL MEETINGS**

The auditor may attend general meetings.

## **PART 12 - NOTICES TO MEMBERS AND DIRECTORS**

### **12.1 NOTICE**

A notice may be given to a member either personally or by mail or facsimilie to such member at the member's address as recorded in the register of members. A notice may be given to a Director either personally or by mail, facsimilie or email to such Director at the Director's address as recorded in the register of Directors.

## **12.2 WHEN GIVEN**

A notice sent by mail shall be deemed to have been given on the day immediately following that on which the notice is posted, and in proving that notice has been given by mail it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax or email shall be deemed to have been given on the day immediately following that on which the notice is sent, and in proving that notice has been given by fax or email it is sufficient to prove that the notice was properly addressed and reception was confirmed at the fax number or was not returned undeliverable to the email address set out in the registered address for the member or Director.

## **12.3 NOTICE OF GENERAL MEETINGS**

Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given;
- (b) the President and Chief Executive Officer; and
- (c) the auditor.

## **12.4 LIMITATION OF NOTICE**

No other person is entitled to receive notice of a general meeting.

# **PART 13 - CONFLICT OF INTEREST**

## **13.1 NO REMUNERATION**

No Director or member shall be paid any remuneration for services rendered to the Society as Director or member but may be reimbursed for reasonable expenses in acting as a Director or member.

## **13.2 DISCLOSURES**

The Society shall not enter into any transaction or contract with a Director, an officer, an employee or a member of any committee of the Society or a family member of any of the aforesaid persons, or a corporation or other entity in which any of the aforesaid persons has an interest, and no such person shall have any direct or indirect financial interest in any transaction or contract with the Society unless:

- (a) such Director, officer, employee or committee member on his or her own behalf or on behalf of his or her family member or corporation or entity, as the case may be, has disclosed fully and promptly the nature and extent of the interest to the Directors;
- (b) after his or her disclosure, the proposed contract or transaction is approved by the Directors, or reapproved by the Directors if such interest is acquired after the contract or transaction has been entered into by the Society;
- (c) if the person with an interest is a Director or a member of his or her family or a corporation or entity in which both or either of them has an interest, the Director abstains from voting on the approval or reapproval of the proposed contract or transaction; and

- (d) if the person with an interest is a Director or a member of his or her family or a corporation or entity in which both or either of them has an interest, the Director is not counted in the quorum at the meeting of the Directors at which the proposed contract or transaction is approved or reapproved.

### **13.3 EXCEPTIONS**

Subject to the *Society Act*, the foregoing provisions of section 13.2 shall not apply to:

- (a) the reimbursement of a Director, member of a committee of the Society, officer or employee in respect of reasonable expenses incurred with the Directors' approval in carrying out the business of the Society;
- (b) the purchase and maintenance of insurance for the benefit of the Directors and officers pursuant to these bylaws; or
- (c) any person with an interest which is a corporation or entity in which the director, officer, committee member or employee, as the case may be, has a minority interest and if such person is a corporation, the corporation is listed on any stock exchange.

## **PART 14- FISCAL YEAR**

### **14.1 FISCAL YEAR**

The fiscal year of the Society shall be such period of twelve consecutive months as may from time to time adopted by the members.

## **PART 15 - NON-PROFIT PURPOSE**

### **15.1 NON-PROFIT**

The Society shall not carry on a business, trade, industry or profession for profit or gain except as is incidental to its purposes.

## **PART 16 - BYLAWS**

### **16.1 COPY OF CONSTITUTION AND BYLAWS**

On being admitted to membership, each member is entitled to and the Society shall give him or her, without charge, on request, a copy of the constitution and bylaws of the Society.

### **16.2 AMENDMENT OF BYLAWS**

These bylaws and the Constitution of the Society shall not be altered or added to except by Special Resolution of the members.