

**BYLAWS
OF THE
HME HOME MEDICAL EQUIPMENT DEALERS ASSOCIATION OF B.C.**

Revised 2020 03 01

TABLE OF CONTENTS

- 1. INTERPRETATION..... 1**
 - 1.1 Definitions 1
 - 1.2 *Societies Act* Definitions 4
 - 1.3 Plural and Singular Forms 4
- 2. MEMBERSHIP 4**
 - 2.1 Composition of Membership 4
 - 2.2 Application for Membership 4
 - 2.3 Membership not Transferable 5
 - 2.4 Rights of Members 5
 - 2.5 Rights of Associate Members 5
 - 2.6 Dues..... 5
 - 2.7 Standing of Members 5
 - 2.8 Compliance with Constitution, Bylaws and Policies 5
 - 2.9 Expulsion of Member 5
 - 2.10 Cessation of Membership 6
- 3. MEETINGS OF MEMBERS 6**
 - 3.1 Time and Place of General Meetings..... 6
 - 3.2 Annual General Meetings 6
 - 3.3 Extraordinary General Meeting 6
 - 3.4 Calling of Extraordinary General Meeting 7
 - 3.5 Notice of General Meeting 7
 - 3.6 Contents of Notice 7
 - 3.7 Omission of Notice 7
- 4. PROCEEDINGS AT GENERAL MEETINGS 7**
 - 4.1 Business Required at Annual General Meeting 7
 - 4.2 Attendance at General Meetings 8
 - 4.3 Electronic Participation in General Meetings..... 8
 - 4.4 Requirement of Quorum 8
 - 4.5 Quorum 8
 - 4.6 Lack of Quorum 8
 - 4.7 Loss of Quorum 9
 - 4.8 Chair..... 9

4.9	Alternate Chair	9
4.10	Adjournment	9
4.11	Notice of Adjournment	9
5.	VOTING BY MEMBERS	9
5.1	Ordinary Resolution Sufficient	9
5.2	Entitlement to Vote	9
5.3	Voting Methods	10
5.4	Voting by Proxy	10
6.	DIRECTORS	10
6.1	Management of Property and Affairs	10
6.2	Qualifications of Directors	10
6.3	Composition of Board	10
6.4	Invalidation of Acts	11
6.5	Election of Directors	11
6.6	Term of Elected Directors	11
6.7	Consecutive Terms and Term Limits	12
6.8	Extension of Term to Maintain Minimum Number of Directors	12
	2	
6.9	Appointment to fill Vacancy	12
6.10	Removal of Director	12
6.11	Ceasing to be a Director	12
7.	POWERS AND RESPONSIBILITIES OF THE BOARD	13
7.1	Powers of Directors	13
	3	
7.2	Duties of Directors	13
7.3	Remuneration of Directors and Officers and Reimbursement of Expenses.....	13
8.	PROCEEDINGS OF THE BOARD	13
8.1	Board Meetings	13
8.2	Notice of Board Meetings	14
8.3	Proceedings Valid Despite Omission to Give Notice	14
8.4	Participation by Electronic Means	14
8.5	Quorum	14
8.6	Conduct at Directors' Meetings	14
8.7	Director Conflict of Interest	14
8.8	Chair of Meetings	15

8.9	Alternate Chair	15
9.	OFFICERS.....	15
9.1	Officers	15
9.2	Election of Officers	15
9.3	Term of Officer	15
9.4	Removal of Officers.....	15
9.5	Replacement	16
9.6	Duties of President	16
9.7	Duties of Vice President	16
9.8	Duties of Secretary.....	16
9.9	Duties of Treasurer.....	16
9.10	Absence of Secretary at Meeting.....	16
9.11	Combination of Offices of Secretary and Treasurer	17
10.	INDEMNIFICATION	17
10.1	Indemnification of Directors and Eligible Parties	17
10.2	Purchase of Insurance.....	17
11.	COMMITTEES	17
11.1	Creation and Delegation to Committees	17
11.2	Standing and Special Committees.....	17
11.3	Terms of Reference.....	18
11.4	Meetings.....	18
12.	EXECUTION OF INSTRUMENTS.....	18
12.1	Seal.....	18
12.2	Execution of Instruments	18
13.	FINANCIAL MATTERS.....	18
13.1	Accounting Records	18
13.2	Borrowing Powers	18
13.3	Restrictions on Borrowing Powers	19
13.4	Audit Required.....	19
13.5	Appointment of Auditor at Annual General Meeting	19
13.6	Removal of Auditor	19
13.7	Notice of Appointment	19
13.8	Auditor's Report.....	19
13.9	Participation in General Meetings	19
14.	NOTICE GENERALLY.....	19
14.1	Method of Giving Notice	19
14.2	When Notice Deemed to have been Received	20

14.3	Days to be Counted in Notice	20
15.	MISCELLANEOUS	20
15.1	Dissolution.....	20
15.2	Inspection of Documents and Records	20
16.	BYLAWS	21
16.1	Entitlement of Members to copy of Constitution and Bylaws	21
16.2	Special Resolution required to Alter Bylaws.....	21
16.3	Effective Date of Alteration	21

**BYLAWS
OF THE
HME HOME MEDICAL EQUIPMENT DEALERS ASSOCIATION OF B.C.**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **“Applicant”** means a Person or Company applying to the Directors for Membership in the Society;
- (d) **“Associate Member”** means a manufacturer, manufacturer’s agent and/or supplier, who is not a retail merchant of home medical equipment and has been accepted for Membership in the Society;
- (e) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (f) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (g) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (h) **“Chair”** means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- (i) **“Constitution”** means the constitution of the Society as filed with the Registrar;

- (j) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (k) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (l) **“General Meeting”** means a meeting of the Membership, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (m) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (n) **“Members”** means those Persons or Company, having a significant portion of its activities involved in the retail merchandising of home medical equipment in B.C. and who has been accepted for Membership in the Society;
- (o) **“Membership”** means those Members and Associate Members that have been accepted into the Society in accordance with these Bylaws;
- (p) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (q) **“Ordinary Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (r) **“Originating Members”** means those Persons who are listed as Directors on incorporation of the Society;

- (s) **“Person”** means a natural person;
- (t) **“Registered Address”** of a Member, Associate Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (u) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (v) **“Secretary”** means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (w) **“Society”** means the **“HME Home Medical Equipment Dealers Association of B.C.”**;
- (x) **“Special Board Resolution”** means:
 - (1) a resolution passed by two-thirds (2/3) majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,
 and a Special Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (y) **“Special Resolution”** means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
 and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and

- (z) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws.

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. **MEMBERSHIP**

2.1 **Composition of Membership**

The Membership of the Society is comprised of two classes:

- a. Class 1: Members: This class of Membership is a voting class.
- b. Class 2: Associate Members – This class of Membership is a voting class. Associate Members are granted all rights and privileges of Membership except that Associate Members may not serve as Officers of the Board of Directors.

2.2 **Application for Membership**

Incorporated and non-incorporated businesses may apply for Membership. The Directors, when considering an application for Membership shall, amongst such other considerations, as it deems proper, give consideration to the following:

- (a) The Class of Membership as per Section 2.1 and further defined as follows:
 - a. Class 1 (Member): The Applicant for Member has, as a significant portion of the business, retail merchandising of home medical equipment.
 - b. Class 2 (Associate Member): The Applicant for Associate Member, is a Person or Company with close ties to the home medical equipment industry in B.C. and is not a dealer but is involved in the home medical equipment field. This includes manufacturers, manufacturer’s agents and suppliers.
- (b) The Applicant maintains industry trained staff for repair and installation of products;
- (c) The Applicant has agreed to abide by the Society’s Code of Ethics;
- (d) The Applicant agrees to abide by rulings made by the Ethics Committee from time to time; and
- (e) The Applicant agrees to serve on committees of the Board from time to time in accordance with these Bylaws.

2.3 Membership not Transferable

Membership is not transferable.

2.4 Rights of Members and Associate Members

In addition to any rights conferred by the Act, a Member has the following rights and privileges of Membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings; and
- (d) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

2.5 Dues

The annual Membership fee and the schedule for payment of fees shall be recommended to the Board by the Treasurer. The Board shall review the recommendation of the Treasurer and determine the annual amount of dues.

2.6 Standing of Members

All Members are deemed to be in good standing except a Member or Associate Member who has failed to pay his current annual Membership fee or any other subscription of debt due and owing by him to the Society. Such Member or Associate Member is not in good standing so long as the debt remains unpaid.

2.7 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

2.8 Expulsion of Member

Following an appropriate review of a Member or Associate Member's conduct or actions, or upon receiving a recommendation from the Ethics Committee, the Board may, by Special Board Resolution, expel a Member or Associate Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member or Associate Member; or
- (b) is likely to endanger the reputation or hinder the interests of the Society.

The Board must provide notice of a proposed expulsion to the Member or Associate Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member or Associate Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution for expulsion is considered by the Board.

A Special Resolution to expel a Person from Membership will be deemed to remove the same Person as a Director (if applicable), and vice-versa.

2.9 Cessation of Membership

A person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon; and
- (3) the last day of the calendar month preceding the month in which the AGM is held following the year for which they have paid their membership dues to the Association.
- (b) upon his or her expulsion;
- (c) upon having been a Member or Associate Member not in good standing for 12 consecutive months; or
- (d) upon his or her death or, in the case of a Company, on dissolution.

Upon cessation of Membership, there shall be no refund of dues paid.

3. MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

3.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

3.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

3.5 Notice of General Meeting

The Society will, in accordance with Bylaw 14.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person or organization is entitled to be given notice of a General Meeting.

3.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

3.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;

- (d) the appointment of the auditor;
- (e) the election of Directors, as necessary;
- (f) consideration of any Members' proposals submitted in accordance with the Act; and
- (g) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

4.2 Attendance at General Meetings

The following are entitled to attend every General Meeting:

- (a) each Member; and
- (b) the Society's auditor, if any

In addition, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

4.3 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

4.4 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

4.5 Quorum

A quorum at a General Meeting is a majority of the total number of current Members.

4.6 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the

adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

4.7 Loss of Quorum

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

4.8 Chair

The President will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair, or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

4.9 Alternate Chair

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chairperson.

4.10 Adjournment

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

4.11 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

5. VOTING BY MEMBERS

5.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

5.2 Entitlement to Vote

Each voting Member is entitled to one (1) vote on matters for determination by the Members. Where a Member owns and/or controls more than one business location, that member is entitled to one vote on any matter for determination by the Members.

5.3 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

5.4 Voting by Proxy

Voting by proxy is not permitted.

6. DIRECTORS

6.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

6.2 Qualifications of Directors

A Person is not eligible to be elected, appointed or otherwise serve (or continue to serve) as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

6.3 Composition of Board

The Board will be composed of a minimum of six (6) and a maximum of twelve (12) Directors, subject to the following:

- (a) the Past President may choose to continue as a Director for one year after his/her term of office provided he/she informs the President of his/her intention to continue, at least 10 days prior to the Annual General Meeting. In this case, the Members must still vote to confirm him/her as a Director; and

- (b) subject to the Past President's right to remain as a Director for one year as per 6.3 (b) above, each Director shall be elected by a vote held within 45 days prior to or at the Annual General Meeting, for a term of one year.

In addition to Directors chosen from the Membership:

- (c) a maximum of four (4) Associate Members may be elected to sit as Directors and may fully participate as voting Directors; and
- (d) If the newly elected Directors do not include at least one Member/Associate Member from Vancouver Island and one Member/Associate Member from the BC Interior, then the President may appoint a Director from either or both of these regions that did not achieve representation in electing a Director by way of the election process and the Members agree to ratify this appointment.
- (e) Member companies operating in more than one health region will be allowed to nominate a maximum of two individuals for election to the HMEPA board of directors provided those individuals come from different BC health regions. If more than one member representative is elected to the HMEPA board, that member company will be limited to one vote on matters put before the board or matters put before the membership.

6.4 **Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

6.5 **Election of Directors**

Directors will be confirmed elected by Ordinary Resolution annually at the Annual General Meeting. The Board may establish policies and procedures to govern elections provided that such policies must not be contrary to these Bylaws.

6.6 **Term of Elected Directors**

The term of office of Directors will be for one year. Subject to the Past President's right to remain as a Director for one year as above, the Directors shall retire from office at each Annual General Meeting when their successors shall be confirmed elected. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than one (1) year, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected other than at an annual general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting following such election.

6.7 Consecutive Terms and Term Limits

Directors may be elected for up to Four consecutive terms. A Person who has served as a Director for four consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term. Notwithstanding, retiring Directors will endeavor to schedule retirements to ensure no more than 30% of the Board of Directors retires in any single year.

6.8 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting, provided that if insufficient successors are elected and the result is that the number of Directors would fall below six (6), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

6.9 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person from the Membership qualified in accordance with Bylaws 6.2 and 6.3 to fill the resulting vacancy for the remainder of the vacated term, or such lesser period as may be determined by the Board in its discretion.

6.10 Removal of Director

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution. If removed, the Board may fill the vacancy in accordance with Bylaw 6.9.

A resolution to remove a Person as a Director will be deemed to expel the same Person from Membership in the Society, and vice-versa.

6.11 Ceasing to be a Director

A Person will cease to be a Director upon the date:

- (a) which is the later of:
 - (1) the date of delivering his or her resignation in writing to the President or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;

- (b) such Person no longer holds Membership in the Society;
- (c) of his or her removal; or
- (d) of his or her death.

7. POWERS AND RESPONSIBILITIES OF THE BOARD

7.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society;
- (b) these Bylaws and the Constitution; and
- (c) rules, not being inconsistent with these bylaws, the constitution and all laws affecting the Society, which are made from time to time by the Members in General Meeting.

The Directors shall, subject to the bylaws or directions given it by majority vote at any meeting called and constituted, have full control and management of the business and affairs of the Society.

7.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) act in accordance with the Act and the regulations thereunder.

7.3 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to receive, and shall not receive, any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society as approved by the Executive of the Society.

8. PROCEEDINGS OF THE BOARD

8.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board but in any case not less than once every three (3) months.

8.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that at least two (2) days' notice of such meeting will be sent to each Director, unless all the Directors agree to a shorter notice period.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

8.3 Proceedings Valid Despite Omission to Give Notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

8.4 Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

8.5 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

8.6 Conduct at Directors' Meetings

The directors may regulate their meetings and proceedings as they think fit.

8.7 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

8.8 Chair of Meetings

The President will preside as chairperson at all meetings of the Board.

If at any meeting of the Board the President and such alternate Person appointed by a Board Resolution, if any, are not present within thirty (30) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

8.9 Alternate Chair

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

9. OFFICERS

9.1 Officers

The officers of the Society are the President, Co-President (if any), Vice President, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

An Associate Member may hold a position as a Director but may not hold an Officer position on the Board.

The Board may choose to engage the services of an unelected individual from time to time to undertake support activities as the Board directs. When engaged, this individual is considered to be an Eligible Party as described in 10.1. Unless otherwise indicated in an engagement agreement, this individual reports to the Secretary.

9.2 Election of Officers

At the first meeting of the Board immediately following an annual general meeting, the Board will elect the officers. If no successor is elected to an Officer position, the person previously elected or appointed continues to hold office.

9.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 9.2 and continuing until the first meeting of the Board held after the next following annual general meeting.

9.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

9.5 Replacement

Should the President or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

9.6 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board. The President may be responsible for other duties as assigned to him/her from time to time by the Board.

9.7 Duties of Vice President

The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act and for other duties as assigned to him/her by the Board.

9.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

The Secretary may be responsible for other duties as assigned to him/her by the Board.

9.9 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Membership and others, when required.

The Treasurer may be responsible for other duties as assigned to him/her by the Board.

9.10 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

9.11 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one (1) Person who will be known as the Secretary-Treasurer.

10. INDEMNIFICATION

10.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

10.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

11. COMMITTEES

11.1 Creation and Delegation to Committees

The Board may create such standing and special committees, as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

11.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

11.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

11.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

12. EXECUTION OF INSTRUMENTS

12.1 Seal

The Society may have a corporate seal but will not use the seal for the purpose of executing documents.

12.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the execution of the Society may be signed as follows:

- (a) by the President, together with one (1) other Director, or
- (b) in the event that the President is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

13. FINANCIAL MATTERS

13.1 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

13.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

13.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

13.4 Audit Required

The Society will conduct an audit of its annual financial statements each year and will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

13.5 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

13.6 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

13.7 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

13.8 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

13.9 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

14. NOTICE GENERALLY

14.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address,

or, where the Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

14.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

14.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

15. MISCELLANEOUS

15.1 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member or Associate Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members and Associate Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;

- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member or Associate Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member or Associate Member may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member or Associate Member is allowed to inspect may be provided on request by the Member or Associate Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

16. BYLAWS

16.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member or Associate Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

16.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

16.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.