



SINEAD O'CALLAGHAN

Bylaws of

WESTERN CANADA COLLABORATIVE OF HEALTH SCIENCES EDUCATORS SOCIETY

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PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these bylaws:

- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) “Board” means the Directors acting as authorized by the Societies 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;
- (c) “Board Meeting” means a meeting of the Directors of the Society;
- (d) “Board Resolution” means:
 - (i) a resolution passed at a Board Meeting by not less than a simple majority not less than a simple majority of the votes cast by those Directors entitled to vote at such a meeting by any method permitted by these bylaws;
 - (ii) a resolution that has been submitted to all of the Directors and consented to in writing by not less than 75% of the Directors who would have been entitled to vote on it at a Board Meeting; or

- (iii) a resolution passed without a meeting of the Board by electronic means by a simple majority of the votes cast by the Directors in accordance with these bylaws and the Societies Act.
- (e) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
- (f) “chairperson” means the person appointed to preside over a meeting, committee, or the Board in accordance with these bylaws;
- (g) “Collaborators” means those persons registered as collaborators of the Society in accordance with these bylaws and “Collaborator” means any one of them;
- (h) “constitution” means the constitution of the Society as filed in the office of the Registrar;
- (i) “Directors” means those persons who are, or who have become, directors of the Society in accordance with these bylaws and have not ceased to be directors of the Society, and a “Director” means any one of them;
- (j) “electronic means” means any system or combination of systems, including but not limited to mail, email, telephonic, electronic, radio, computer or web-based technology, communications platform, or communication facility that permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (k) “electronic meeting” means a fully electronic meeting or a partially electronic meeting;
- (l) “Eligible Party” means:
 - (i) a Director or Officer of the Society, as determined in accordance with these bylaws; or
 - (ii) such other person described in the Societies Act that is appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or
 - (iii) a person who holds or held a position equivalent to what is described in either subparagraph (i) or (ii) above in a subsidiary of the Society, if any; or
 - (iv) the heir or personal or legal representative of a person described in (i), (ii) or (iii) above;
- (m) “fully electronic meeting” means a meeting in which persons are entitled to participate solely by telephone, videoconference or other communications medium or platform, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone, videoconference or other communications medium;
- (n) “General Meeting” means a meeting of the Members of the Society;
- (o) “Income Tax Act” means the *Income Tax Act* of Canada, as amended from time to time;
- (p) “Members” means those persons who are, or who have become, members of the Society in accordance with these bylaws and, in either case, have not ceased to be members of the Society, and a “Member” means any one of them;

- (q) "Officer" means a Director who holds one or more of the Board positions set out in section 8.1 or such other Board positions established by the Board pursuant to section 8.2;
- (r) "ordinary resolution" means:
 - (i) a resolution passed at a General Meeting by a simple majority of the votes cast by those Members entitled to vote at such meeting by any method permitted by these bylaws;
 - (ii) a resolution that has been submitted to all of the Members and consented to in writing by not less than two-thirds (2/3) of the Members who would have been entitled to vote on it at a General Meeting; or
 - (iii) a resolution passed other than at a General Meeting by electronic means by a simple majority of the votes cast by the Members in accordance with these bylaws and the Societies Act;
- (s) "partially electronic meeting" means a meeting in which persons are entitled to participate in person or by telephone, videoconference, or other communications medium or platform, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone, videoconference, by other communications medium or in person;
- (t) "President" means a person elected to the office of president in accordance with these bylaws but such office holder may, with the approval of a Board Resolution, use the title of "Chair" in substitution for, or in addition to, the title "President";
- (u) "registered address" of a Member or Director means the address of that person as recorded in the register of Members or the register of Directors;
- (v) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (w) "Regulations" means the regulations under the Societies Act;
- (x) "Secretary" means a person elected to the office of Secretary in accordance with these bylaws;
- (y) "Societies Act" means the *Societies Act* of British Columbia as amended from time to time;
- (z) "Society" means the British Columbia society known as **WESTERN CANADA COLLABORATIVE OF HEALTH SCIENCES EDUCATORS SOCIETY**, with incorporation number S0072865;
- (aa) "special resolution" means:
 - (i) a resolution passed at a General Meeting by a majority of not less than two-thirds (2/3) of the votes cast by those Members entitled to vote at such a meeting by any method permitted by these bylaws; desired
 - (ii) a resolution that has been submitted to all Members and consented to in writing by every Member who would have been entitled to vote at a General Meeting; or
 - (iii) a resolution passed other than at a General Meeting by electronic means by two-thirds (2/3) / higher # of the votes cast by the Members in accordance with these bylaws and the Societies Act;
- (bb) "Treasurer" means a person elected to the office of treasurer in accordance with these bylaws; and

- (cc) “Vice-President” means a person elected to the office of vice-president in accordance with these bylaws but such office holder may, with the approval of a Board Resolution, use the title of “Vice-Chair” or “Chair-Elect” in substitution for, or in addition to, the title “President”.

Definitions in Act apply

- 1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws and the constitution.

Plural and gender-specific words

- 1.3 Unless the context otherwise requires, words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

Conflict with Act or regulations

- 1.4 If there is a conflict between these bylaws and the Societies Act or the Regulations, the Societies Act or the Regulations, as the case may be, prevail.

Headings

- 1.5 Headings used in these bylaws are for convenience of reference only and shall not affect the construction or interpretation thereof.

PART 2 – MEMBERSHIP & COLLABORATORS

Transition of membership

- 2.1 Membership shall be limited to the Directors and on the date these bylaws come into force:
- (a) each person who is a director of the Society will continue as a Member until such person ceases to be a Member in accordance with these bylaws; and
 - (b) each person who is a member of the Society who is not a director of the Society will be deemed to have resigned from membership effective that date and, provided such individual is eligible for one of the categories of Collaborators listed in section 2.11, will become a Collaborator.

Thereafter, membership shall be limited to the Directors who each shall become Members on being designated, elected or appointed as Directors, and who have not ceased to be Members.

Duties of Members

- 2.2 Every Member must 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.

Membership dues and fees

- 2.3 The amount of the Membership dues for each fiscal year or part thereof or other fees payable by the Members shall be determined by the Directors from time to time.

Termination of Membership

- 2.4 A person shall cease to be a Member of the Society:

- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary or to the address of the Society and the effective date of the resignation stated therein;
- (b) on his or her death; or
- (c) on ceasing to be a Director.

Director expulsion

2.5 A Member may be expelled in his or her capacity as a Director and, on expulsion as a Director, shall automatically cease to be a Member.

Entitlement to vote

2.6 Each voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

Member not in good standing

2.7 All Members are in good standing except a Member who is under suspension or discipline in his or her capacity as a Director.

Member not in good standing may not vote

2.8 A voting Member who is not in good standing

- (a) may not vote at a General Meeting; and
- (b) is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting Members.

Rights on termination of Membership

2.9 Any Member who ceases to be a Member of the Society forfeits all rights, claims, privileges and interests arising from Membership in the Society.

Membership not transferable

2.10 The Membership of a person in the Society is not transferable.

Collaborators

2.11 The Society has the following categories of individuals who have agreed to abide by and adhere to the Society's bylaws, policies, procedures, and rules (or, if the individual is under the age of 19, who have had a parent or guardian agree to abide by the Society's bylaws, policies, procedures, and rules on behalf of the individual), who are not Members, but who may register with the Society as collaborators in accordance with the policies and procedures of the Society and pay fees as determined by the Board in order to participate in programs and activities of the Society:

- (a) **Health Science Educators** – Individuals employed or retired from secondary or post-secondary institutions and actively involved in teaching health science or healthcare-related subjects.
- (b) **Health Science Providers / Professionals** - Licensed or certified healthcare professionals involved in training, mentoring, or collaborating with health science students or educators.
- (c) **Students** – Individuals enrolled in accredited health science or healthcare-related programs. Actively seeking to contribute to or learn from professional practice discussions.

- (d) **Industry Representatives** – Individuals from companies or organizations providing educational resources, technology, or simulation tools to the health science field who have a demonstrated interest in supporting collaborative educational goals.

2.12 Collaborator fees will be determined annually by the Board.

2.13 A Collaborator may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Collaborators.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of General Meeting

3.1 General Meetings, including annual General Meetings, shall be held at such time and place, in accordance with the Societies Act, as the Board shall decide.

Requisition of General Meeting

3.2 The Board shall convene a General Meeting if so requested by 10% of the voting Members of the Society.

Requirements of the requisition

3.3 A requisition for a General Meeting by the Members must state the purpose of the General Meeting, be signed by the requisitionists, and be delivered or sent by registered mail to the Society.

Annual General Meeting

3.4 An annual General Meeting shall be held at least once in every calendar year within six months of the fiscal year end of the Society.

Robert's Rules of Order

3.5 The Society may apply those rules contained in the most current edition of *Robert's Rules of Order Newly Revised* to those circumstances to which they are applicable and in which they are not inconsistent with these bylaws and the Societies Act.

Chairperson of General Meeting

3.6 The President, the Vice-President or in the absence of both, one of the other Directors present, shall preside as chairperson of a General Meeting.

Alternate chairperson of General Meeting

3.7 If at a General Meeting:

- (a) there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting; or
- (b) the President and all other Directors present are unwilling to act as chairperson, the Members present shall choose one of their number to be chairperson.

Chairperson to determine procedure

3.8 In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the person presiding as chairperson will have the authority to interpret

and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Societies Act and these bylaws.

Electronic meetings allowed

3.9 A General Meeting may be held as a partially electronic meeting or a fully electronic meeting as determined by the Board. Any Member may participate in a General Meeting that is a partially electronic meeting or fully electronic meeting by conference call, videoconference, a computer or web-based technology or platform, or other similar communication equipment, device or platform as set out in the notice for the meeting, so long as all the persons participating in the meeting can hear and respond to one another. All such Members in good standing so participating shall be deemed to be present at the General Meeting and, notwithstanding anything to the contrary in these bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

Quorum required

3.10 No business, other than the election of a person as chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

Quorum for General Meetings

3.11 The quorum for the transaction of business at a General Meeting is five (5) Members.

Lack of quorum at commencement of meeting

3.12 If, within 30 minutes from the time scheduled for holding a General Meeting, a quorum of voting Members is not present,

- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members in good standing who are present constitute a quorum for that meeting.

If quorum ceases to be present

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

Adjournments by chairperson

3.14 The chairperson of a General Meeting may, or, if so directed by the voting Members at the meeting, shall, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Business conducted at an AGM

3.15 The business to be conducted at every annual General Meeting, in addition to any other business that may be transacted, will include:

- (a) adoption of an agenda;
- (b) presentation of the financial statements; and

- (c) the consideration of any Members' proposals submitted in accordance with the Societies Act.

PART 4 – NOTICE OF GENERAL MEETINGS

Entitlement to notice

4.1 Notice of a General Meeting shall be to:

- (a) every Member shown on the register of Members on the day notice is given; and
- (b) the auditor, if an auditor is appointed under these bylaws.

The Board may, in its discretion, send notice of a General Meeting to certain or all the Collaborators and allow certain or all the Collaborators to attend a General Meeting as observers.

Length of notice

4.2 The Society shall give not less than 14 days' written notice of a General Meeting to its Members entitled to receive notice.

When notice not required

4.3 A Member may, in any manner, waive that Member's entitlement to notice of a General Meeting or may agree to reduce the period of that notice. Attendance of a Member at a General Meeting is a waiver of that Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Content of notice

4.4 Notice of a General Meeting shall specify the place (if any), the day and the hour of the meeting and must include the text of any special resolution to be submitted to the meeting. If a General Meeting is an electronic meeting, the notice under this section must also contain instructions for attending and participating in the meeting by telephone, videoconference or other communications medium or platform, including, if applicable, instructions for voting at the meeting.

Method of notice

4.5 A notice may be given to a Member either personally or by mail or by email or by facsimile to the Member at the Member's registered address or the Member's email address or facsimile number, as recorded in the Society's records.

Time notice deemed given

4.6 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

Accidental omission of notice

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

Notice of continuation of adjourned General Meeting

4.8 It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General

Meeting is adjourned for more than 14 days, notice of the continuation of the adjourned meeting shall be given.

Days to be counted in notice

- 4.9** 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.

PART 5 – VOTING PROCEDURES AT GENERAL MEETINGS

One vote per Member

- 5.1** A Member in good standing present at a General Meeting is entitled to one vote.

Chairperson's participation may vote

- 5.2** The chairperson of a General Meeting may vote but, if he or she does so and the result is a tie, the chairperson shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed. The chairperson of a meeting may move or propose a resolution.

Resolutions must be seconded

- 5.3** All resolutions proposed at a General Meeting must be seconded.

Ordinary resolutions unless specified

- 5.4** A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Announcement of result

- 5.5** The chairperson of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Permitted methods of voting

- 5.6** At a General Meeting, voting may be by any one or more of the following methods, in the discretion of the Board:
- (a) a show of hands,
 - (b) an oral vote,
 - (c) roll-call vote or poll,
 - (d) electronic means, or
 - (e) another method that adequately discloses the intention of the voting Members.

Voting by electronic means at a General Meeting

- 5.7** If voting by electronic means is permitted at a General Meeting, the Board shall provide instructions for voting by electronic means as part of the notice of a General Meeting and at the General Meeting and the secretary of the meeting shall:
- (a) prior to votes being cast, post the text of each resolution to be voted on to the communications platform or facility used to host the General Meeting;
 - (b) ensure the authenticity of each vote by electronic means;

- (c) maintain a list of which voting Members have voted by electronic means;
- (d) count only those votes by electronic means that are received from voting Members in good standing that comply with all stated voting instructions; and
- (e) announce the result of the vote at the General Meeting following the counting of all votes cast by electronic means and/or otherwise on the resolution.

Proxy voting not permitted

5.8 Voting by proxy is not permitted.

Voting by ballot

- 5.9** If a resolution is to be determined by ballot at a General Meeting, the Board shall designate a teller or tellers who shall:
- (a) provide the text of the resolution to be voted on, a fillable ballot and instructions for how a Member may complete and return a ballot in person and by electronic means;
 - (b) ensure the authenticity and confidentiality of each ballot;
 - (c) indicate on a list of voting Members which Members have voted;
 - (d) count only those votes that are received at the General Meeting from voting Members in good standing that comply with all stated voting instructions; and
 - (e) announce the result of the vote at the General Meeting following the counting of the ballots.

Written ordinary resolutions

5.10 A resolution in writing which is identified as an ordinary resolution and that has been submitted to all voting Members and signed by a minimum of two-thirds (2/3) of the voting Members who would have been entitled to vote on it at a General Meeting is as valid and effectual as an ordinary resolution passed at a General Meeting duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Written special resolution

5.11 A resolution in writing which is identified as a special resolution and that has been signed by all voting Members who would have been entitled to vote on it at a General Meeting is as valid and effectual as a special resolution passed at a General Meeting duly called and constituted and shall be deemed to be a special resolution in writing. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Resolution by electronic means other than at a General Meeting

5.12 Where a resolution is to be determined by electronic means other than at a General Meeting, the Secretary, or such other individual delegated this task by the Secretary, must by mail, email or other method of communication inform all voting Members in good standing at least 14 days prior to the

date that all votes are due of the process for voting by electronic means and the time period during which voting may take place. In particular, the notice must include:

- (a) the text of the resolutions to be voted on and whether it is an ordinary resolution or a special resolution;
- (b) the open and closing dates for casting a vote;
- (c) full instructions on how a Member may cast a vote by the required date; and
- (d) if the vote is returnable by mail,
 - (i) an inner return envelope with a space for the Member's signature placed on its face; and
 - (ii) a recognizable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the Board to receive the votes.

Only those votes made in compliance with the stated process and received by the designated time will be counted. An ordinary resolution or special resolution passed by electronic means in accordance with the above rules is as valid and effectual as an ordinary resolution or special resolution passed at a General Meeting duly called and constituted. Such ordinary resolution or special resolution shall be filed with the minutes of the proceedings of the Members and shall be deemed to be passed on the date that all votes were due.

PART 6 – THE BOARD

Purpose of Board

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

Authority of Board

- 6.2** 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, and subject to the provisions of:
- (a) all laws affecting the Society; and
 - (b) these bylaws.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

Policies and Procedures

- 6.3** The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Societies Act, the constitution or these bylaws.

Single Director may not act

- 6.4** One Director does not have the authority to make decisions or act on behalf of the Society unless that authority has been given to that Director by the whole Board by way of a Board Resolution.

Right to Membership and Association

- 6.5 The Society, at the Board's discretion, shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

Expenditures, Donations and Investments

- 6.6 The Board shall have the power to make expenditures and loans whether or not secured or interest-bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 6.7 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purposes of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 6.8 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Subject to the provisions of the Societies Act, a director shall not be liable for any loss which may result from any such investment.

PART 7 – DIRECTORS

Transition of Directors

- 7.1 Each person who is a Director on the date these bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these bylaws.
- 7.2 Any previous terms served by Directors prior to these bylaws coming into force will be counted towards the term limits set out above.

Number of Directors on Board

- 7.3 The Society must have no fewer than five (5) and no more than twenty (20) Directors.

Proceedings valid when inadequate Directors

- 7.4 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

Director qualifications

- 7.5 A person is eligible to be nominated, elected or appointed to serve (or continue to serve) as a Director only if he or she meets the following qualifications:
- (a) the person is qualified to act as a Director in accordance with the Societies Act;
 - (b) the person affirms that the person shall uphold the constitution and comply with the bylaws, Directors' code of ethics, conflict of interest guidelines and other policies governing the

participation of the Directors in the decision making of the Board, as established and amended from time to time by the Board;

- (c) Either: (i) an individual employed or retired from secondary or post-secondary institutions who is actively involved in teaching health science or healthcare-related subjects; or (ii) an individual who is a certified healthcare professional involved in training, mentoring, or collaborating with health science students or educators.

Residency and arm's length requirement

7.6 A majority of the Directors must reside in Canada and be at arm's length from one another.

Duties of Directors

7.7 Every Director will:

- (a) further and not hinder the purposes, aims and objects of the Society;
- (b) act honestly and in good faith with a view to the best interests of the society;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with the Societies Act and the Income Tax Act;
- (e) uphold the constitution and comply with these bylaws, the Regulations and the policies of the Society in effect from time to time; and
- (f) abide by such codes of conduct and ethics adopted by the Society.

Nomination of Directors

7.8 Nominations for election as a Director must be made in accordance with the applicable provisions of these bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these bylaws.

A Nominating Committee shall be formed in January of each year to provide the Members with a list of qualified candidates for election as Directors at the annual General Meeting. All nominations are subject to the following rules:

- (a) Nominations must be submitted in advance of an election to the Nominating Committee, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a General Meeting.
- (b) A person may not nominate more nominees than the total number of Director positions available for election.
- (c) The Nominating Committee has full discretion to determine which nominees will be put forward for election and the Nominating Committee is not obligated to put forward any nominee for election.
- (d) The Nominating Committee shall put forward for election at least as many nominees as there are vacancies on the Board.
- (e) A nominee must be qualified in accordance with section 7.5 in order to stand for election.

Elections generally

7.9 Elections for Directors will normally occur at a General Meeting but may also occur by ordinary resolution in writing or by electronic means in accordance with these bylaws. The Nominating

Committee will provide notice of the nominated candidates in advance of the General Meeting at which the election will take place or as part of the text of the ordinary resolution in writing sent to all the voting Members. All the nominated candidates will be presented for a slate vote and may be approved by ordinary resolution. If there is an objection to the election of any nominee(s) that form part of the slate of candidates by two or more Members, a separate vote shall be taken on the election of such nominee(s) and approval by a separate ordinary resolution shall be required to elect such nominee(s).

Nomination and Election Policies

7.10 The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Societies Act or these bylaws.

Term of office

7.11 Directors are normally elected for two-year terms. Directors normally take office commencing at the close of the meeting, or the effective date of the resolution in lieu thereof, at which they were elected, designated, or appointed, and Directors elected by ordinary resolution other than at a General Meeting will take office on the date of such resolution, or such later date as may be specified therein, and their term of office expires at the close of the second annual General Meeting, or the effective date of the resolution in lieu thereof, after designation, election or appointment. The election of directors and their respective terms shall be arranged so that as nearly as possible one-third of the directors shall retire each year.

If no or too few Directors

7.12 If no successor Directors are elected or the number of Directors of the Society would fall below three (3), the persons previously elected as Directors shall continue to hold office until such time as successor Directors are elected.

Consecutive terms

7.13 Directors may be elected for consecutive terms.

Termination of office

7.14 A person shall cease to be a Director of the Society:

- (a) on expiry of their term of office;
- (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
- (c) on his or her death or incapacity;
- (d) on ceasing to be a Member of the Society;
- (e) on ceasing to be eligible in accordance with section 7.5; or
- (f) on being removed or suspended per section 7.15 or 7.16.

Directors' removal or suspension of Director

7.15 A Director may be removed or suspended before the expiration of his or her term of office by a resolution passed by two-thirds (2/3) of the remaining Directors where the remaining Directors

reasonably believe the Director has committed a criminal, civil, or regulatory offense, has breached his or her fiduciary duty to the Society, has breached his or her duties as outlined in section 7.7, or has otherwise acted inappropriately, but no Director shall be removed or suspended until he or she has been given notice of the proposed action and has had an opportunity to be heard at the meeting or submit a written response to the Board.

Members' removal or suspension of Director

7.16 The Members may resolve by at least two-thirds (2/3) of the votes cast at a General Meeting to remove or suspend a Director before the expiration of his or her term of office upon the recommendation of a majority of Directors, but no Director shall be removed or suspended until he or she has been given notice of the proposed action and an opportunity to be heard by the Members at the General Meeting.

Directors may fill casual vacancy

7.17 If a Director ceases to hold office during his or her term for any reason other than removal per section 7.16, the remaining Directors may, at any time, appoint a person as a Director to fill the vacancy that arises on the Board as a result.

Term of appointment of Director filling casual vacancy

7.18 A Director appointed by the Board to fill a vacancy per section 7.17 ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Director compensation

7.19 No Director shall directly or indirectly receive any compensation or profit from his or her position as a Director or from any business or affairs with the Society, provided that a Director may be paid reasonable expenses incurred in the performance of his or her duties.

Director may be employed

7.20 A Director may be engaged by the Society as an employee or contractor and may be remunerated for acting in his or her capacity as an employee or contractor, provided that a majority of Directors at any given time are not entitled to remuneration as employees or contractors of the Society.

PART 8 – OFFICERS

Election of Officers

8.1 The Board shall elect from among the Directors an individual to hold office in the following Board positions at the first Board Meeting held after an annual General Meeting:

- (a) president;
- (b) vice-president;
- (c) secretary; and
- (d) treasurer.

Additional Offices

8.2 The Board may add additional Board positions at its discretion and may determine the responsibilities and duties of such Board positions.

Joint Offices

8.3 A Director, other than the President, may hold more than one position, and more than one person may hold the same position.

Term of office

8.4 Once elected, Directors shall hold their Board positions until the close of the first Board Meeting held after the next following annual General Meeting.

Transition of Officers Terms

8.5 Each person who is an Officer on the date these bylaws come into force will continue as an Officer for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these bylaws.

Termination of Officer

8.6 A Director shall cease to hold their Board position:

- (a) on expiry of their term of office;
- (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
- (c) on his or her death or incapacity;
- (d) on ceasing to be a Director of the Society; or
- (e) on being removed by a resolution passed at a duly constituted Board Meeting by a two-thirds (2/3) majority vote.

Removed Officer remains a Director

8.7 An Officer removed from office pursuant to section 8.6 (a), (b) or (e) remains a Director of the Society.

Filling a vacancy in office

8.8 The Board shall fill any vacancy occurring in a Board position for the unexpired term.

Role of President

8.9 The President is chairperson of the Board and is responsible for supervising the other Directors in the execution of their duties.

Role of Vice-President

8.10 The Vice-President is the Vice-Chair of the Board and, in the absence of the President, is responsible for carrying out all duties of the President and shall have such other duties and powers as the Board may specify.

Role of Secretary

8.11 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of General Meetings and Directors' meetings;
- (b) taking minutes of General Meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Societies Act;
- (d) conducting the correspondence of the Board;
- (e) custody of the common seal of the Society, if any; and

- (f) filing the annual report of the Society and making any other filings with the Registrar under the Societies Act.

Absence of Secretary from meeting

- 8.12** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

- 8.13** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the Members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements; and
 - (d) making the Society's filings as necessary to comply with the Societies Act and the Income Tax Act.

PART 9 – BOARD MEETINGS

Calling of Board Meetings

- 9.1** A Board Meeting may be called by the President or by any two (2) other Directors.

Notice of Board Meetings

- 9.2** A Board Meeting may be held at any time and place (if any) determined by the Board, provided that two (2) days' written notice of such meeting shall be given to each Director. However, no formal notice shall be necessary if all Directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a Board Meeting shall be required when the meeting is regularly scheduled. If a Board Meeting is an electronic meeting, the notice under this section must also contain instructions for attending and participating in the meeting by telephone, videoconference or other communications medium or platform, including, if applicable, instructions for voting at the meeting.

Time notice deemed given

- 9.3** A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

Time notice deemed given

- 9.4** 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.

Proceedings valid despite omission to give notice

- 9.5** The accidental omission to give notice of a Board Meeting to a Director, or the nonreceipt of a notice by a Director, does not invalidate proceedings at the meeting.

Board Meeting after Director appointment

- 9.6** For the purposes of the first Board Meeting held immediately following the election of a Director or Directors at a General Meeting, or for a Board Meeting at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

Conduct of Directors' meetings

- 9.7** The Directors may regulate their meetings and proceedings as they think fit.

Electronic meetings allowed

- 9.8** A Board Meeting may be held as a partially electronic meeting or a fully electronic meeting as determined by the President. Any Director may participate in a Board Meeting that is a partially electronic meeting or fully electronic meeting by conference call, video conference, a computer or web-based technology or platform, or other similar communication equipment, device or platform as set out in the notice for the meeting, so long as all the persons participating in the meeting can hear and respond to one another. All such Directors so participating shall be deemed to be present at the Board Meeting and, notwithstanding anything to the contrary in these bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

Quorum of Directors

- 9.9** The quorum for the transaction of business at a Board Meeting is five (5) of the Directors in office at the time when the meeting convenes.

Chairperson

- 9.10** The President shall be chairperson at all Board Meetings, but if at any Board Meeting the President is not present within 15 minutes after the time appointed for the meeting, the Vice-President shall act as chairperson; but if neither is present the Directors present may choose one of their number as chairperson of that meeting.

Alternate chairperson

- 9.11** If the person presiding as chairperson of a Board Meeting wants to step down as chairperson for all or part of that meeting, he or she may designate an alternate chairperson of such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

Resolutions moved and seconded

- 9.12** Resolutions proposed at a Board Meeting must be seconded and the chairperson of the meeting may move or propose a resolution.

Chairperson may vote

- 9.13** The chairperson of a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

Method of voting

- 9.14** Voting may be by any method determined by the Board from time to time, so long as the method adequately discloses the intention of the Directors. Any issue at a meeting of the Board which is not required by the Societies Act, these bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

Written resolution

9.15 A Board Resolution in writing is as valid and effectual as if it had been passed at a Board Meeting duly called and constituted, provided that a copy of such Board Resolution has been sent to each Director. Such Board 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 Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Board Resolution by electronic means

9.16 Where a Board Resolution is to be determined by electronic means other than at a Board Meeting, the Secretary, or such other individual delegated this task by the Secretary, must by mail, email or other method of communication inform all Directors at least two (2) days prior to the date that all votes are due of the process for voting by electronic means and the time period during which voting may take place. In particular, the notice must include:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote;
- (c) full instructions on how a Director may cast a vote by the required date; and
- (d) if the vote is returnable by mail,
 - (i) an inner return envelope with a space for the Director's signature placed on its face; and
 - (ii) a recognizable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the Board to receive the votes.

Only those votes made in compliance with the stated process and received by the designated time will be counted. A Board Resolution passed by electronic means in accordance with the above rules is as valid and effectual as a Board Resolution passed at a Board Meeting duly called and constituted. Such Board Resolution shall be filed with the minutes of the proceedings of the Directors and shall be deemed to be passed on the date that all votes were due.

PART 10 – COMMITTEES & COUNCILS

Delegation

10.1 The Board may, at its discretion, delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors.

Standing and special committees

10.2 The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required.

Proceedings of committees

10.3 The Members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board and by any rules that may from time to time be imposed on it by the Board.

Committee reports

10.4 A committee shall report every act or thing done in exercise of its powers at the next Board Meeting held after the action or thing has been done, or at such other time or times as the Board may decide.

Limited power of committees

10.5 A committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board Resolution.

Term of special committees

10.6 Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only and upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

Advisory Council

10.7 The Board may constitute an Advisory Council, of those supportive of the ongoing ministry of the Society, to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.

Size and composition of Council

10.8 The Board shall determine the size and composition and specific functions of the Advisory Council.

No legal authority

10.9 The Advisory Council shall not have the legal powers to direct the acts and operations of the Society.

Advisory Council meetings

10.10 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 11 – ACCESS TO RECORDS

Director access to records

11.1 A Director may, without charge, inspect any record required by the Societies Act to be kept by the Society, or receive a copy of a record the Director is entitled to inspect.

Member copies of constitution and bylaws

11.2 On being admitted to Membership, each Member is entitled to, and upon request the Society shall provide, a copy of the constitution and bylaws of the Society. At any other time, a Member may, without charge, receive a copy of the Society's current constitution and bylaws upon request.

Member access to Financial Statements

11.3 A Member may, without charge, inspect and receive a copy of the Society's most recent financial statements.

Member access to records

11.4 A Member who is not a Director may, without charge, inspect any record required by the Societies Act to be kept by the Society, except for the minutes of meetings of the Board, copies of consent resolutions of Directors and the individual consents to those resolutions, and the Society's accounting records. The Board may impose a reasonable period of notice before which, and reasonable restrictions on the time during which, the Member may inspect the record. Upon payment of the relevant fee, a Member may request and receive a copy of any other record the Member is entitled to inspect.

Restricted inspection of records by Members

11.5 Subject to the Societies Act, the Directors may from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents excluded from Members' inspection under section 11.4 shall be open to the inspection of a Member who is not a Director.

Public access to records

11.6 A person, other than a Member or Director of the Society, may not inspect or receive a copy of a record of the Society, except that if a person requests a copy and pays the fee, if any, determined by the Society and in compliance with the Regulations, a person who is not a Member or Director of the Society shall be provided with a copy of the financial statements and auditor's report of the Society within 14 days of receipt of the request and payment.

PART 12 – FINANCIAL

Fiscal Year

12.1 The fiscal year of the Society shall begin on the 1st day of April, and shall end on the 31st day of March.

Borrowing and raising capital

12.2 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in any manner it decides including but not limited to the granting of guarantees and in particular, but without limiting the foregoing, by the issue of debentures.

Disposition of all property

12.3 Prior to the disposition by the Society of all or substantially all of the property owned by the Society, including book debts, rights, powers, franchise and undertakings, the Members must first approve such disposition by special resolution.

PART 13 – SEAL AND EXECUTION OF INSTRUMENTS

Seal

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

Signing authority

13.2 Contracts, documents or instruments in writing requiring the signature of the Society may be entered into on behalf of the Society by the Board or by any person authorized by the Board. The Board may at any time direct the manner in which, and the person or persons by whom, any particular

instrument, contract or obligation of the Society may or shall be executed. In the absence of express authorization by the Board, an instrument, contract or obligation may be signed by:

- (a) the President and one other Director;
- (b) in the absence of the President, the Vice-President and one other Director;
- (c) in the absence of the President and Vice-President, any two Directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society,

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

Cheques

13.3 The Board may, from time to time by Board Resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

Dual authorization required

13.4 All cheques of the Society shall require two signatures by two Directors and any electronic funds transfers will require written authorization of any two Directors (by email or otherwise in writing).

PART 14 – AUDITOR

Auditor is optional

14.1 The Society is not required to be audited and this Part applies only where the Society is required or has resolved to have an auditor.

14.2 The Society will conduct an audit of its annual financial statements if:

- (a) the Directors determine by Board Resolution that it is in the best interests of the Society to conduct an audit or review engagement; or
- (b) the Members require the appointment of an auditor by ordinary resolution,

in which case the Society will appoint an auditor qualified in accordance with, and will comply with all relevant provisions of, Part 9 of the Societies Act and these bylaws.

Member appointment

14.3 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 Societies Act or until the Society no longer wishes to appoint an auditor. At each annual General Meeting, the Society may appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual General Meeting in accordance with the procedures set out in the Societies Act.

Board appointment

14.4 The Board may appoint the first auditor if the Society does not appoint one at an annual General Meeting, and the Board may appoint an auditor to fill any vacancy occurring in the office of auditor.

Removal

14.5 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.

Notice of Appointment

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

Prohibition

14.7 No Director, Member or employee of the Society or any other person who is not independent of the Society in accordance with the section 113 of Societies Act shall be auditor.

Auditor's Report

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

Meetings

14.9 The auditor, if any, may attend General Meetings.

PART 15 – EMPLOYEES

Executive Director

15.1 The Board may select and appoint an Executive Director of the Society for a fixed or indefinite term, and set the terms of his or her duties, responsibilities and employment.

Hiring employees

15.2 The Board may, at its discretion, select and employ employees for a fixed or indefinite term, and set the terms of the employee's duties, responsibilities and employment.

PART 16 – INDEMNITIES

General Indemnity

16.1 To the extent permitted by the Societies Act, each Director and eligible party (as defined by the Societies 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 Director and eligible party (as defined by the Societies Act) by reason of his 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
- (c) is or may be liable 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.

16.2 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.

PART 17 – DISPUTE RESOLUTION

Dispute resolution

17.1 All disputes arising in the Society, including but not limited to all disputes arising out of these bylaws or in respect of any legal relationship associated with it or from it, shall be resolved in the following manner:

- (a) the parties to the dispute shall meet within fourteen (14) days of the dispute arising and attempt to resolve it in a spirit of mutual respect and cooperation; and
- (b) if the dispute is not satisfactorily resolved under section 17.1(a) above, the parties, within thirty (30) days of completion of that step, shall submit the dispute to mediation and/or arbitration in accordance with the rules and procedures of the Vancouver International Arbitration Centre.

Decision final and binding

17.2 The outcome of any mediation or arbitration held in accordance with section 17.1 shall be final and binding on all parties.

Location

17.3 The place of mediation and arbitration shall be mutually agreed by the Society and the parties to the dispute. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Surrey, British Columbia.

Cost

17.4 All parties to the dispute shall share the fee of any mediator and arbitrator equally.

Option for injunction

17.5 The Society and the parties to a dispute shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, any party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

PART 18 – NOTICE GENERALLY

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

18.2 A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In providing that a 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.

- 18.3** 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.

PART 19 – MISCELLANEOUS

Notice generally

- 19.1** The rules governing when notice is deemed to have been given set out in these bylaws shall apply, with any necessary changes, to determine when a Board Resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

Alteration of bylaws

- 19.2** These bylaws shall not be altered or added to except by special resolution.

Non-profit purposes

- 19.3** The Society is constituted exclusively for non-profit purposes and must not distribute any gain, profit or dividend or otherwise dispose of its assets to a Member without receiving full and valuable consideration, and any profits or other accretions to the Society shall be used in promoting the purposes of the Society.

Dissolution

- 19.4** Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, will be distributed to such one or more "qualified recipients" as defined by the Societies Act in such portions, as may be determined by ordinary resolution.
- 19.5** If passing an ordinary resolution is not feasible, the Board shall distribute any remaining assets of the Society to one or more "qualified recipients" as defined by the Societies Act in such portions, as may be determined by Board Resolution.

Approved by special resolution of the members dated **June 16th, 2025**.