



**AMENDED BY-LAWS OF  
HEALTH TECHNOLOGY ASSESSMENT INTERNATIONAL SOCIETY**

**ARTICLE 1  
DEFINITIONS**

1.1 In these by-laws:

- (a) "Act" means the Societies Act of Alberta, being Chapter S-14 of the Revised Statutes of Alberta 2000 and any amendments thereto or regulations thereunder;
- (b) "Board of Directors" or "Board", means the Board of Directors of the Society;
- (c) "Member(s)" means a duly admitted person of the Society in good standing who has complied with Clause 2.1 hereunder;
- (d) "Person" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;
- (e) "Objects" means the objectives or purposes for which the Society was formed, as may be amended from time to time;
- (f) "Society" means HEALTH TECHNOLOGY ASSESSMENT INTERNATIONAL SOCIETY;
- (g) "Ordinary Resolution" means a resolution:
  - i. passed by a majority of the votes cast by the Members who voted in respect of that resolution; or
  - ii. signed by all the Members entitled to vote on that resolution;
- (h) "Special Resolution" means:
  - i. a resolution passed
    - (A) at a general meeting of the Members of which not less than 21 days notice specifying the intention to propose the resolution has been duly given; and

- (B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy;
- ii. a resolution proposed and passed as a special resolution at a general meeting of the Members of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree; or
  - iii. a resolution consented to in writing by all the Members who would have been entitled at a general meeting of the Members to vote on the resolution in person or, where proxies are permitted, by proxy.

In these by-laws and in all other by-laws of the Society hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **ARTICLE 2 MEMBERS**

2.1 Membership in the Society shall be available to persons interested in furthering the Objects of the Society. The Board of Directors may at its sole discretion refuse an application for membership or for renewal of membership, provided that the decisions of the Board of Directors are based on objective criteria.

2.2 There are four categories of Membership: Individual, Student, Organizational (notfor-profit) and Organizational (for profit). Individual and Student Membership is personal to the Member and not transferable. The Board may define and create other categories of membership.

2.3 A Member of the Society shall be in good standing upon payment of annual dues. A Member whose dues are in arrears shall be dropped from the Society's membership rolls. The Board of Directors shall have discretionary power to waive the foregoing rule in special cases.

2.4 Members will be entitled to resign by notice in writing to the Board of Directors. Such resignation shall be given with at least three (3) months notice to the date at which it is to take effect.

2.5 Any Member may be expelled from the Society by Special Resolution of the Members. Expulsion of power will reside with the Members.

2.6 No Member shall realize any gain or profit, either directly or indirectly by virtue of their membership in the Society and all profits or gains realized by the Society shall be used solely for the promotion of the Objects of the Society. Any Member which uses the mailing list or permits third party use of the mailing list to solicit, promote or otherwise advance their business interests is subject to expulsion from the Society pursuant to Clause 2.5.

2.7 Annual dues in the Society shall be established by the Board of Directors from time to time for each category of membership, subject to approval by majority vote of those present (and eligible to vote) at the following General Meeting.

2.8 The Members are not liable for the activities of the Society vis-à-vis third parties.

### **ARTICLE 3 BOARD OF DIRECTORS AND OFFICERS**

3.1 The property and business of the Society shall be managed by a Board of Directors which shall, subject to section 5.7 below, consist of twelve (12) Members of the Society, including four (4) elected Officers of the Society, seven (7) elected Directors, and the immediate Past President ex officio; provided, however, that if one or more vacancies occur or continue on the Board of Directors, the remaining can continue to function as the Board of Directors until such time as the vacancy is filled so long as any requirements for quorum continue to be satisfied. Prior to that, if a Director ceases to be a Director pursuant to Section 6.1, the remaining members of the Board may by majority vote fill the vacancy by appointment with a member of the Society until the duly elected Director takes up post. If an Officer or Director is unable to fulfill his or her duties for a period of at least two months, the remaining members of the Board of Directors may by majority vote fill the vacancy by appointment with a member of the Society until the duly elected Director or Officer resumes his or her duties, with the provision that if a current Director is appointed to the interim role of Officer, that Director's previous position is considered to be vacant for the duration of the interim appointment.

3.2 The Board of Directors shall have no more than three (3) Members from one country. The Board of Directors shall establish and maintain nomination/election guidelines which will provide for equitable, geographic and, occupational and gender representation.

3.3 Subject to 3.4 below, each Director, other than the President, Vice-President and Past President, shall be elected for a three (3) year term. Such individuals may be elected to a maximum of two consecutive terms. After six (6) consecutive years, the Director must leave the Board of Directors for at least three (3) years, unless the person has been elected President or Vice President. The Secretary and Treasurer may each serve a maximum of six (6) consecutive years on the Board of Directors, including any time as an elected Director before becoming an Officer. The President and Vice-President shall each be limited to a single two (2) year term and cannot succeed themselves in the same office. The office of President cannot be held for two consecutive terms by persons from the same country. The Past-President may serve on the Board of Directors for a period of two (2) years, if he or she elects to do so. In the event of a President resigning before his two year term of office is completed, the Board of Directors will by majority vote decide which Past President will serve on the Board of Directors until the normal cycle is re-established.

3.4 A Director appointed under the provisions of Section 3.1 above may run for election at the next General Meeting for a three (3) year term and the time he has sat to fill the vacancy shall not be counted as time served within the three year term within the meaning of Section 3.3.

3.5 In the event of five (5) or more positions on the Board of Directors, excluding the President and Vice-President, coming up for election in any one year, or in the event of this being clearly predictable in a future year from the terms of office of the current Directors, the Board of Directors may agree to limit the term of office of one or more of the Directors to be elected to less than the usual three (3) year term so as to promote a more orderly succession of new Directors in the future. At the founding of the Society, the President and Vice-President shall each be elected for the usual term of two (2) years, the Secretary and Treasurer shall each be elected for the usual term of three (3) years, two (2) Directors shall each be elected for the usual term of three (3) years, two (2) Directors

shall each be elected for terms of two (2) years, and three (3) Directors shall each be elected for terms of one (1) year. An additional Director shall also be elected for a term of two (2) years at the Founding of the Society to bring the total number of Directors to the full complement of twelve (12) in the absence of a Past President.

3.6 Nominations for the Board of Directors, including Officers of the Society, will be solicited from the membership. Each nomination from the membership must be proposed by at least two Members and sent to President or his appointed agent by email, telefax or other mail.

3.7 A Nominating Committee shall be chaired by the Past President of the Society. In the event of the Past President not being available, the Board of Directors shall appoint as Chair of the Nominating Committee a respected Member of the Society who is not currently on the Board of Directors and who is not seeking election to the Board of Directors in the elections for which nominations are to be made. Subject to ratification by the Board of Directors, the President shall appoint to the Nominating Committee two (2) additional Members of the Society who are not currently on the Board of Directors and who are not seeking election to the Board of Directors in the elections for which nominations are to be made. In appointing the Members of the Committee, the President shall ensure reasonable geographical spread. The Nominating Committee shall submit to the Board of Directors, prior to the election, a list of candidates, in addition to those nominated by Members, to be considered for nomination by the Board of Directors for election as Officers and other Board Members. There must be at least one nomination for each of whichever of the posts of Vice-President, Secretary and Treasurer are to be filled. Total nominations for other Director posts must exceed the number of positions to be filled.

3.8 When the position of President is to be filled, it will normally be filled by the Vice-President without a vote. However, if an alternative nomination for the post of President is received with written support from fifty (50) or more Members of the Society; all Members will be asked to cast votes for either this candidate or the Vice-President to become President.

3.9 The election of Officers and other Directors shall be conducted by a ballot sent to all Members of the Society on the membership register at, or shortly before, the time of the ballot. Members will be entitled to vote for one (1) candidate for each of the positions of Vice-President, Secretary and Treasurer as may be vacant, and as many candidates for other Director posts as there are vacancies for such posts. In the case of single positions, the candidate with the most votes will be elected to each position. Where more than one Director post is to be filled, the candidate with the most votes will be the first elected, the candidate with the second highest number of votes will be the next elected, and so on until all positions are filled. Where, under the provisions of 3.5 above, Director posts of differing terms are to be filled, the first elected candidate will normally take up the post of the longest duration, the second elected candidate the post with the longest duration of those remaining, and so on until all positions are filled, subject to Section 3.1 above. However, if an elected candidate has expressed a preference for taking up a post of shorter duration than he would be eligible for under this procedure and a post of his preferred duration is available, he will take up that post and the post with the longer duration will be filled by the next in line.

3.10 Once the Board of Directors confirms that an election was completed in accordance with the nomination/election guidelines, the election results shall be sent to all Members of the Society, on the membership register and those elected will take up their posts immediately after the next General Meeting of the Society. In the event of the General Meeting being cancelled or postponed by more

than a month, those elected will take up their posts immediately after the meeting was originally scheduled to finish.

3.11 In the case of the elections to the Founding Board of the Society, the process shall be overseen by an Election Committee. The Election Committee shall report to the first General Meeting of the Society and ask the meeting, as its first item of business, to consider and endorse by a majority vote the process and outcome of the elections.

3.12 The Members of the Society may, by Special Resolution passed at a special meeting of the Members of which notice specifying the intention to pass such resolution has been given, remove any Director and Officer before the expiration of that Director's or Officer's term of office, and may, by a majority of the votes cast at that meeting, elect any person in that Director's or Officer's stead for the remainder of the term.

3.13 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

3.14 Subject to the approval of the Directors, Officers will be reimbursed for reasonable expenses incurred by them in carrying out the duties of their office. No Officers will receive compensation for services rendered as such to the Society, unless otherwise determined by the Board of Directors.

#### **ARTICLE 4 POWERS OF THE BOARD**

4.1 The Board of Directors of the Society shall administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its Objects, by-laws or otherwise authorized to exercise and do.

4.2 The Society shall be legally bound by the joint signatures of the four (4) Officers of the Society or by the joint signatures of the President and three (3) Members of the Board of Directors. Provided that a power of attorney is granted in accordance with the aforesaid provision, such power of attorney may be granted to one or more persons for the purpose of binding the Society vis-à-vis third parties.

4.3 The Board of Directors may appoint such agents and contractors and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

4.4 The Board of Directors shall have the power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an Officer or Officers of the Society the right to employ and pay salaries to employees or fees to agents or contractors. The Board of Directors shall have the power to enter into an agreement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Society in accordance with such terms as the Board of Directors may prescribe.

4.5 The Board of Directors shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments,

donations and sponsorship of any appropriate kind for the purpose of furthering the Objects of the Society.

## **ARTICLE 5 BOARD MEETING**

5.1 Meetings of the Board of Directors may be held at any time to be determined by consensus of the Directors, provided reasonable written notice of such meeting shall be given to each Director by email, telefax or mail. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Society shall invalidate such meeting or make void any proceedings taken thereat and in such circumstance any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director, including the Past President, is authorized to exercise one (1) vote with respect to each matter to be decided upon by the Directors.

5.2 If all the Directors of the Society consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors or of a committee of the Board by means of such conference telephone, proxy or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

5.3 If deemed appropriate by the Board of Directors, it may invite a representative from a country not already represented to attend the Board of Directors as a non-voting observer. It may also invite other persons - such as a chairman of the editorial board of an associated journal or the chairman of an international organisation with which the Society wishes to work closely - to attend the Board as non-voting observers where it believes that this will help the Board of Directors to further the Objects of the Society.

5.4 The Board may appoint a day in any month for regular meetings at an hour to be named and no notice of such regular meetings is required to be sent.

5.5 A special meeting of the Board may be called on the instructions of any two Directors provided they request the Chairman in writing to call such meeting and state the business to be brought before the meeting.

5.6 Special meetings of the Board shall be called by 3 days' notice in writing to each Director. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

5.7 The Quorum necessary for the Board of Directors to conduct business shall be at least six (6) Directors and must include either the President or the Vice-President. All issues are to be decided by a single majority vote. In the event of a tie, the vote of the President or in his absence the vote of the Vice-President shall be decisive. Notwithstanding any vacancy among the Directors, a quorum of the Directors may exercise all the powers of the Board.

5.8 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

5.9 Questions arising at any meetings of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his or her original vote, shall have a second casting vote. All votes at any such meetings shall be taken by ballot if demanded by any Director present, but where no demand is made, the vote shall be taken in the usual way by assent or dissent.

5.10 The Chairman of any meeting of the Board shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the meeting: Chairman of the Board, President and Vice-President. If no such Officer is present, the Directors present shall choose one of their number to be Chairman of the meeting.

## **ARTICLE 6 QUALIFICATIONS OF DIRECTORS**

6.1 The following persons are disqualified from being a Director of the Society:

- (a) anyone who is less than 18 years of age;
- (b) anyone who
  - i. is a dependent adult as defined in the Dependent Adults Act or is the subject of a certificate of incapacity under that Act;
  - ii. is a formal patient as defined in the Mental Health Act;
  - iii. is the subject of an order under the Mentally Incapacitated Persons Act appointing a committee of his person or estate or both; or
  - iv. has been found to be a person of unsound mind by a court elsewhere than in Alberta;
- (c) a person who is not an individual; or
- (d) a person who has the status of a bankrupt.

6.2 The office of Director, including the Past President, shall be automatically vacated:

- (a) if a Director resigns his or her office by delivering a written resignation to the Secretary of the Society which resignation is effective when received by the Society or at the time specified as the effective date in the resignation, whichever is later;
- (b) if he or she is not qualified to be a Director pursuant to Clause 6.1 of the by-laws;
- (c) if he or she is convicted by a court of a crime of dishonesty;

(d) if, at a meeting of the Members of the Society, an Ordinary Resolution is passed removing him or her from office; or

(e) on death.

6.3 A Director submitting his written resignation at a meeting of the Board of Directors shall remain in office until the dissolution or adjournment of that meeting.

## **ARTICLE 7 COMMITTEES**

7.1 There shall be an Executive Committee comprising the four (4) elected Officers, and chaired by the President. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Executive Committee Members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

7.2 Meetings of the Executive Committee shall be held at any time to be determined by the President. Three (3) Members of the Executive Committee shall constitute a quorum.

7.3 If deemed appropriate by the Board of Directors, the President may invite the Chairmen of Standing Committees, a senior employee of the Society, or a senior figure in an organisation working under contract to the Society or working as an agent for it, to attend Executive Committee meetings as a non-voting observer.

## **ARTICLE 8 OFFICERS**

8.1 The Board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to the Officers of the Society powers to manage the business and affairs of the Society.

8.2 The Board may also appoint a Chairman of the Board who shall be a Director. The Board may assign to him any of the powers and duties that are by any provisions of this by-law assigned to the President; and he or she shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify. During the absence or disability of the Chairman of the Board, his or her duties shall be performed, and powers exercised, by the President.

8.3 The President shall preside at all meetings of the Board of Directors and of the Executive Committee. The Vice-President shall, in the absence or disability of the President, preside at the meetings of the Board of Directors and of the Executive Committee. Additionally, the President shall be the chief operating and executive officer and, subject to the authority of the Board, shall have general supervision of the affairs of the Society; and he or she shall have such other powers and duties as the Board may specify. Subject to approval by the Executive Committee, the President is empowered to make a written proposal to a Past President of the Society or the past Chair of the Committee for the New International Society for Health Technology Assessment to act on a voluntary basis to fulfill specific duties on behalf of the Society in an ambassadorial role.

8.4 A Vice-President shall have such powers and duties as the Board or the chief executive officer may specify.



8.5 The Secretary shall be responsible for overseeing the production of minutes of all Executive Committee and Board of Directors meetings, and for ensuring that a copy of such minutes is sent to each member of the Board of Directors. Each Minute of Executive Committee and Board of Directors meetings is to be circulated to the Members present at the meeting to confirm by email or in writing that they are in agreement with them. They are then to be signed by the Chairman of the meeting and put in the Minute Book. The Secretary shall also be responsible for ensuring that the Board of Directors and the Society take account of the provisions of the Society's Objects and by-laws and of the requirements placed on it by incorporation and registration as a charity. Additionally, the Secretary shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the auditor and members of committees of Directors; he shall have charge of the corporate seal of the Society, if any, which seal whenever used shall be authenticated by the signature of any two Officers or Directors or combination thereof; the Secretariat shall have charge of all books, papers, records, documents and instruments belonging to the Society, except when some other Officer or agent has been appointed for that purpose; and he or she shall have such other powers and duties as the Board or the chief executive officer may specify.

8.6 The Treasurer shall be responsible for overseeing the production of periodic financial statements to be submitted to the Executive Committee and the Board of Directors and annual financial statements which must be submitted to the Members at the Annual and General Meetings. The Treasurer shall have access to all supporting documents including statements of income and disbursements and any other information necessary to perform his duties. Additionally, the Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for ensuring the deposit of money, the safe-keeping of securities and the disbursement of the funds of the Society; he or she shall render to the Board whenever required an account of all his or her transactions as Treasurer and of the financial position of the Society; and he or she shall have such other powers and duties as the Board or the chief executive officer may specify.

8.7 The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board or the chief executive officer may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the chief executive officer otherwise directs.

8.8 The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of an Officer.

## **ARTICLE 9 AUDITING**

9.1 The Members shall at each General Meeting appoint an auditor to audit the accounts of the Society for report to the Members at the next Annual Meeting and General Meeting. The auditor shall hold office until the next General Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

9.2 The Directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by the Act or any other applicable statute or law are regularly and properly kept.

9.3 The books, accounts and records of the Society shall be audited at least once each year. The auditor of the Society shall have a right of access to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and Officers of the Society such information as may be necessary for the performance of his or her duties.

9.4 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual and General Meeting of the Members for their approval.

9.5 The funds of the Society shall be deposited in the name of the Society in such banks or other depositories as the Board of Directors may select. The Board of Directors is authorized to pass such resolutions and approve such arrangements as may be necessary or desirable with respect to any such arrangements.

9.6 No one shall solicit funds or other support in the name of the Society unless they have applied for and received permission in writing from the Board of Directors.

9.7 Unless otherwise ordered by the Board of Directors, the fiscal year end of the Society shall be May 31 of each year. The first fiscal year shall run from the incorporation of the Society to 31 May 2004.

## **ARTICLE 10 RECORDS**

10.1 The books and records of the Society may be inspected, at the Secretariat, by any Member of the Society at the Annual Meeting or General Meeting of the Members or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Director shall, at all times, have access to such books and records.

## **ARTICLE 11 MEETINGS OF MEMBERS**

11.1 In addition to the General Meeting, the Society shall hold an Annual Meeting of the Members each year and at least 21 days' notice of such meeting shall be given to all Members. The financial statements (setting out its income, disbursements, assets and liabilities, audited and signed by the auditor) and the report of the auditor shall be presented at the Annual Meeting, as well as at the General Meeting.

11.2 A General Meeting of the Society shall be held, which will be devoted both to intellectual purposes and to matters relating to the running of the Society and its affairs. Meetings will be held in different countries with the site and time to be determined by the Board of Directors.

11.3 Major policy questions, if raised either by the Board of Directors or by a petition signed by at least 10 Members, shall be brought to the membership for resolution. Unless otherwise stipulated in the Society's by-laws, such issues are to be decided either by a single majority vote of those members present at a General Meeting or by a simple majority vote on a mail ballot of the total membership of the Society. The choice between these two alternatives will be determined by the Board of Directors. Questions not falling into this category shall be decided by the Board of Directors.

11.4 At every General Meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented and the auditor shall be appointed for the ensuing year. All formal discussions at General Meetings relating to the running of the Society and its affairs shall be chaired by the President.

11.5 Meetings of the Society may be called at any time by the Secretary upon the instruction of the President or the Board. Notice in writing of such meetings shall be delivered to each Member recorded on the books of the Society, 21 days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt by him or her of a petition signed by 1/3 of the Members setting forth the reasons for calling such meeting. Such petition shall be delivered to each Member recorded on the books of the Society, 21 days prior to the meeting. The notice required in this paragraph shall state the time and the place of the proposed meeting. Five Members in good standing shall constitute a quorum at any meeting of the Members, and in the event that a quorum is not present within thirty minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the Chairman.

11.6 Each Member shall be entitled to one vote on each question arising at any meeting of the Members. Votes of Members shall only be given personally.

11.7 At all meetings of the Members, every question shall be determined by Ordinary Resolution unless otherwise specifically provided by these by-laws or the Act, as amended from time to time.

11.8 Chairman of any meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is a Member and is present at the meeting: Chairman of the Board, President and Vice-President. If no such Officer is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman. If the Secretary of the Society is absent, the Chairman shall appoint some person who need not be a Member, to act as Secretary of the meeting.

## **ARTICLE 12 SECRETARIAT**

12.1 The Board of Directors may contract with an appropriate organisation to form a Secretariat and provide professional administrative support to the Board of Directors, the Executive Committee and Standing Committees, and the work that they oversee. Such an organisation will be accountable to the Society through a contract between the Society and the organisation. The Board of Directors may delegate specific executive and financial responsibilities necessary for the day to day running of the Society to the organisation, and the organisation will be held to account through regular reports to the Board of Directors and Executive Committee. The Board of Directors may invite the person responsible in the organisation for the direction of the administrative support it provides to attend meetings of the Board of Directors and the Executive Committee as a non-voting observer.

## **ARTICLE 13 BORROWING POWERS**

13.1 For the purpose of carrying out its Objects, and subject to the Act, the Society may by Special Resolution borrow, raise or secure a payment of money in such manner as it thinks fit and, in particular, issue debentures or other similar forms of general security on the undertaking of the Society.

**ARTICLE 14**  
**DISSOLUTION OR LIQUIDATION**

14.1 The Board of Directors will take action to dissolve the Society if the number of registered Members falls below fifty (50) and a motion to dissolve the Society is passed by a Special Resolution.

14.2 Upon the dissolution, liquidation or winding-up of the Society, and after payment of all just debts and liabilities, all remaining property of the Society shall be transferred pursuant to the provisions of the Act, the Objects and by-laws, all as amended from time to time. Insofar as is permissible under the Act and by-laws, property of the Society shall be transferred to a duly registered charity the work of which is deemed by the Board of Directors to be consistent with the Objects of the Society.

**ARTICLE 15**  
**BY-LAWS AND OBJECTS**

15.1 The Board of Directors may propose amendments to the present Objects and bylaws of the Society. Amendments may also be proposed by any grouping of ten (10) or more Members of the Society. Such amendments must be circulated in writing to Members at least 2 weeks in advance of a meeting of the Members and discussed at that meeting. The Board must then put in writing to the full membership any proposed amendments that are supported by at least one-third (1/3) of those attending the meeting, together with a paper summarising the views expressed at the meeting, and conduct a ballot of the total membership. The by-laws and Objects of the Society may only be rescinded, altered or added to by a Special Resolution of the Members.

**ARTICLE 16**  
**PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

16.1 No Director shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

16.2 Subject to any limitations contained in the Act, the Society shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Society's request as a Director or Officer of a body corporate of which the Society is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Society or any such body corporate) and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her

in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Society or such body corporate if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he or she had reasonable ground for believing that the conduct was lawful.

16.3 Subject to any limitations contained in the Act, the Society shall purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

## **ARTICLE 17**

### **NOTICES**

17.1 Any notice to be given or any delivery to be made herein shall be deemed to be well, sufficiency and duly given or made if:

- (a) delivered in person; or
- (b) sent in a prepaid registered letter deposited in a Post Office or letterbox to any Member or Director to their current address as recorded on the books of the Society.

17.2 Any notice or delivery so given or made shall be deemed to have been given or made and received on the day of delivery, if delivered in person, or on the third business day after the date of mailing, if deposited in a Post Office or letterbox, or on the day of telegraphing, telexing or other electronic communication of the same, as the case may be.