

Draft Bylaws 2021	Existing HTAi Bylaws (2011)	Reasons for Change
<p>ARTICLE 1 – INTERPRETATION</p> <p>1.1 Definitions</p> <p>In these Bylaws, so far as the context does not otherwise require:</p> <p>a) "Act" means the <i>Societies Act</i>, RSA 2000, c. S-14, as amended from time to time;</p> <p>b) "Annual Meeting" has the meaning ascribed to it as set forth in Article 3.4 hereof;</p> <p>c) "Annual General Meeting" means that meeting of the Members to be held as set forth in Article 3.1 hereof;</p> <p>d) "Board" means Board of Directors of the Society;</p> <p>e) "Business Day" means a day other than a Saturday, Sunday or statutory holiday;</p> <p>f) "Bylaws" means the Bylaws of the Society;</p> <p>g) "Chair" means the President appointed under these Bylaws acting as the Chair;</p> <p>h) "Directors" means those persons who may be elected as Directors under these Bylaws, and "Director" means any one of them;</p> <p>i) "Executive Director" means that Officer appointed as the Executive Director under these Bylaws;</p> <p>j) "Individual Membership" has the meaning ascribed to it as set forth in Article 2.2 hereof;</p> <p>k) "Member" or "Members" means a duly admitted person or persons of the Society in good standing and in compliance with Article 2 hereunder;</p> <p>l) "Membership" means membership of and in the Society;</p> <p>m) "Objects" means the objectives or purposes for which the Society was formed, as may be amended from time to time;</p>	<p>ARTICLE 1 DEFINITIONS</p> <p>1.1 In these by-laws:</p> <p>(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;</p> <p>(b) "Board of Directors" or "Board", means the Board of Directors of the Society;</p> <p>(c) "Member(s)" means a duly admitted person of the Society in good standing who has complied with Clause 2.1 hereunder;</p> <p>(d) "Person" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;</p> <p>(e) "Objects" means the objectives or purposes for which the Society was formed, as may be amended from time to time;</p>	<p>Article 1.1 in the proposed new bylaws 2021 provides a more thorough list of defined terms as compared to the Existing Bylaws.</p>

<p>n) “Officers” means those persons who may be appointed as Officers under these Bylaws, and “Officer” means any one of them;</p> <p>o) “Ordinary Resolution” means:</p> <p>(i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those Members entitled to vote at the general meeting; or</p> <p>(ii) a resolution that has been submitted to the Members and consent to in writing by no less than all of the Members, in person or by proxy, who would have been entitled to vote on it;</p> <p>p) “Organizational (For Profit) Membership” has the meaning ascribed to it as set forth in Article 2.2 hereof;</p> <p>q) “Organizational (Not-for-Profit) Membership” has the meaning ascribed to it as set forth in Article 2.2 hereof;</p> <p>r) “Past President” means the immediate Past President under these Bylaws;</p> <p>s) “President” means that Officer appointed as the President under these Bylaws;</p> <p>t) “Registered Office” means the Registered Office of the Society located in Edmonton, Alberta, Canada;</p> <p>u) “Secretariat” has the meaning ascribed to it as set forth in Article 10.1 hereof;</p> <p>v) “Secretary” means that Officer who may be appointed as the Secretary under these Bylaws;</p> <p>w) “Society” means the Health Technology Assessment international Society;</p> <p>x) “Special Meeting” has the meaning ascribed to it in Article 7.3 hereof;</p> <p>y) “Special Resolution” means:</p> <p>(i) a resolution passed</p>	<p>(g) "Ordinary Resolution" means a resolution:</p> <p>i. passed by a majority of the votes cast by the Members who voted in respect of that resolution; or</p> <p>ii. signed by all the Members entitled to vote on that resolution;</p> <p>(f) "Society" means HEALTH TECHNOLOGY ASSESSMENT INTERNATIONAL SOCIETY;</p> <p>(h) "Special Resolution" means:</p> <p>i. a resolution passed</p>	
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<p>(A) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and</p> <p>(B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy; or</p> <p>(ii) a resolution proposed and passed as a special resolution at a general meeting of which no less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree; or</p> <p>(iii) a resolution consented to in writing by all Members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.</p> <p>z) “Student Membership” has the meaning ascribed to it as set forth in Section 2.2 hereof;</p> <p>aa) “Treasurer” means that Officer who may be appointed as the Treasurer under these Bylaws; and</p> <p>bb) “Vice-President” means that Officer appointed as the Vice-President under these Bylaws.</p> <p>1.2 <u>Definitions in Act Apply to Bylaws</u></p> <p>Except where they conflict with the definitions contained in these Bylaws, the definitions in the Act apply to these Bylaws.</p> <p>1.3 <u>Society</u></p> <p>The Society is an active society registered in the Province of Alberta and governed by the Act. The language of the Society is English.</p> <p>1.4 <u>Objects</u></p> <p>The Objects of the Society are those named in the Application under the Act, and a copy of that Application shall be kept with a copy of these Bylaws.</p>	<p>(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</p> <p>(B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy;</p> <p>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</p> <p>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.</p>	<p>1.3 is added in accordance with the Act.</p> <p>1.4 – Although the term “Objects” is defined in the Existing Bylaws, it was also specifically referenced in the proposed bylaws 2021 because the Objects are those</p>
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<p>1.5 <u>Context</u></p> <p>Words using the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons, organizations or Societies shall include individuals, partnerships, firms, societies and Societies, all as the context requires.</p>	<p>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.</p>	<p>named in the Application under the Act, and a copy of that Application shall be kept with a copy of the Bylaws.</p>
<p>ARTICLE 2 – MEMBERSHIP</p> <p>2.1 <u>Members of Society</u></p> <p>Any persons interested in becoming a Member of the Society may submit to the Society an application for membership, such membership being contingent upon the new Member agreeing to the Objects of the Society and complying with any obligations as imposed upon it by the Board. The Board may, at its sole discretion, refuse any application for membership, provided that such refusal is based on objective criteria.</p>	<p>ARTICLE 2 MEMBERS</p> <p>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.</p>	
<p>2.2 <u>Categories of Membership</u></p> <p>The Society has four (4) categories of Membership:</p> <ul style="list-style-type: none"> a) Individual Membership; b) Student Membership; c) Organizational (Not-for-Profit) Membership; and d) Organizational (For Profit) Membership. <p>The Board has the sole discretion and authority to determine which category of Membership applies to any new Member.</p> <p>The Board may, at its sole discretion, create and define other categories of Membership.</p>	<p>2.3 There are four categories of Membership: Individual, Student, Organizational (not for-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.</p>	
<p>2.3 <u>Fees Payable by Members</u></p> <p>The annual fees to be paid by Members shall be fixed by the Board from time to time for each category of Membership, subject to approval by a majority vote of the Members present at the following Annual General Meeting.</p>	<p>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.</p> <p>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.</p>	<p>Reference to membership “renewals” was removed as the annual fee captures this meaning.</p>

<p>2.4 <u>No Transfer of Membership</u></p> <p>Pursuant to the Act, the interest of a Member in the Society is not transferable.</p>		<p>2.4 – Under the Act, the interest of a Member in a Society is not transferable. Accordingly, the language in the Current Bylaws re: the non-transferability of Individual Memberships and Student Memberships was removed for clarity. This Article now mirrors Section 4(1) of the Act.</p>
<p>2.5 <u>Expulsion of Member</u></p> <p>A Member may be expelled in the following circumstances:</p> <ul style="list-style-type: none"> a) In the event that the Member has failed to pay the annual fees when due; b) In the event that the Member uses of the mailing list, or permitting third party use of the mailing list, to solicit, promote or otherwise advance that Member’s business interests; or c) By Special Resolution. 	<p>2.5 Any Member may be expelled from the Society by Special Resolution of the Members. Expulsion of power will reside with the Members. See 2.3 as well.</p> <p>See 2.6.</p>	
<p>2.6 <u>Voluntary Withdrawal of Member</u></p> <p>A Member may terminate its Membership in the Society by providing no less than 90 days’ notice to the Board.</p>	<p>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.</p>	<p>2.7 the notice provision reads “90 days’ notice” as opposed to “three (3) months’ notice”, as it is a clearer and more definite period of time.</p>
<p>2.7 <u>Limitation of Liability of Members</u></p> <p>No Member of the Society is, in the Member’s individual capacity, liable for any debt or liability incurred by the Society.</p>	<p>2.8 The Members are not liable for the activities of the Society vis-à-vis third parties.</p>	
<p>ARTICLE 3 – MEETINGS OF MEMBERS</p> <p>3.1 <u>Annual General Meeting</u></p> <p>The Annual General Meeting shall be held at such time and place, in accordance with the Act, as the Board shall decide. The Board shall cause at least one Annual General Meeting to be called each calendar year. The appointment of the Auditor, the presentation of</p>	<p>ARTICLE 11 MEETINGS OF MEMBERS</p> <p>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.</p>	<p>Article 3.1 speaks about the Annual General Meeting of Members in accordance with the Act.</p>

<p>the financial statement, and other business matters of the Society shall be discussed at the Annual General Meeting.</p>	<p>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.</p>	
<p>3.2 <u>Other Meetings</u></p> <p>The Board may, whenever it thinks fit, convene any other meeting of the Members, including the Annual General Meeting and the Annual Meeting.</p>	<p>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.</p>	<p>Article 3.2 – Legal counsel noted that they have specifically not made mention of any special meetings in the draft Bylaws. The Registrar will often request clarification on the difference between a general meeting and a special meeting held by the Society if both are mentioned in the Bylaws. From the review of the current Bylaws, it does not appear that there is actually a difference between general and special meetings, as either can be called for a specific purpose.</p>
<p>3.3 <u>Notice of Meetings</u></p> <p>Except as otherwise stated in the Bylaws, written notice of the time and place of meetings of the Members and an agenda of the business to be transacted shall be given to each Member, as applicable, at least twenty-one (21) days before the holding of a general meeting or an Annual General Meeting.</p>	<p>See 11.1</p>	

<p>3.4 <u>Annual Meetings</u></p> <p>An Annual 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.</p>	<p>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.</p>	
<p>3.5 <u>Quorum for Meetings</u></p> <p>A quorum for the transaction of business at any meeting of Members (Annual General Meeting or general meeting) shall consist of at least five (5) Members.</p>	<p>11.5 [...] 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.</p>	
<p>ARTICLE 4 – PROCEEDINGS AT MEMBERS' MEETINGS</p> <p>4.1 <u>One Vote for Each Member</u></p> <p>Each Member in good standing shall be entitled to one (1) vote on every matter properly put before a meeting for a vote. In the event of a tie, the matter shall be considered defeated.</p>	<p>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.</p>	<p>Proxy voting is introduced in 4.2.</p>
<p>4.2 <u>Voting Procedure</u></p> <p>a) Unless otherwise required by the Bylaws or pursuant to applicable law, any resolution put before the Members must be supported by not less than a majority of the votes cast, failing which the resolution shall fail.</p> <p>b) Every question shall be decided in the first instance by a show of hands unless any Member demands a ballot vote. Votes of Members may be given personally or by proxy.</p> <p>c) A declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution.</p>	<p>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.</p>	<p>Overall, simple and clear provisions for the meetings of Members were provided.</p>
<p>4.3 <u>Conduct of Business at Meeting</u></p> <p>Business at all meetings of the Members shall be conducted according to these Bylaws.</p>		
<p>4.4 <u>Submission of Resolutions</u></p> <p>Except as provided in the Act, a resolution may be submitted to any meeting by any person present and entitled to vote, whether or not</p>	<p>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</p>	

<p>notice in writing of the intention to submit such resolution had been given to the Secretary prior to such meeting.</p>	<p>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.</p>	
<p>4.5 <u>Chair of Member Meetings</u></p> <p>The President shall act as the Chair, and shall preside at every meeting of the Members. If the Chair is not present, or if, for any reason, the Chair refuses to preside, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, then those present at the meeting shall appoint a chairperson to act at that meeting.</p>	<p>11.4 [...] All formal discussions at General Meetings relating to the running of the Society and its affairs shall be chaired by the President.</p> <p>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.</p>	
<p>4.6 <u>Participation by Electronic Means at Members' Meetings</u></p> <p>If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these Bylaws, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.</p>	<p>NOT ADDRESSED</p>	<p>Article 4.6 was added to reflect digital realities of meetings – this was overlooked or not considered when the current bylaws were last revised in 2010</p>
<p>ARTICLE 5 – BOARD COMPOSITION</p> <p>5.1 <u>The Board</u></p> <p>Subject to any other provisions contained herein, the property and affairs of the Society shall be managed by the Board.</p>	<p>ARTICLE 3 BOARD OF DIRECTORS AND OFFICERS</p> <p>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</p>	

<p>5.2 <u>Board Size</u></p> <p>The Board shall consist of up to twelve (12) elected Directors who are Members of the Society, five (5) of whom shall act as Officers pursuant to the provisions of these Bylaws.</p>	<p>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.</p>	<p>Article 5.2 states up to 12 members of the Board to allow for flexibility in case vacancies occur on the Board (i.e., the Board can operate with less than 12 seats filled)</p>
<p>5.3 <u>Term of Directors</u></p> <p>a) The term of Directors shall be for three (3) years each except for those individuals who also serve as President, Vice-President, and Past President, in which case, the term shall be for two (2) years each.</p> <p>b) After serving an initial three (3) year term, Directors may be re-elected for a further three (3) year term. No person shall serve as a Director for more than six (6) consecutive years unless the person has been elected President or Vice-President.</p> <p>c) After a period of at least three (3) years has passed since serving a term of six (6) consecutive years, the Director may be elected or appointed again with the rules in subsections (a) and (b) applying to the following term.</p>	<p>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.</p>	<p>5.3 The term of the Directors has been simplified from the provisions found in the existing bylaws but remains the same in terms of meaning.</p>
<p>5.4 <u>Interim Directors</u></p> <p>In the event that a Director resigns, is removed, or ceases to be a Director under these Bylaws, the following shall apply:</p> <p>a) the Board may continue functioning with a vacancy so long as quorum can be met;</p>	<p>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.</p> <p>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</p>	<p>Article 3.5 was removed because it refers to the founding Board of the Society and is no longer relevant.</p>

<p>b) the remaining Directors of the Board may, by majority vote, fill the vacancy by appointment of a person to act as an alternate or interim Director, in accordance with the provisions of this Bylaw; and</p> <p>c) if a person is appointed as an interim Director, such time spent in that role shall not be counted towards the maximum terms as outlined in this Article.</p>	<p>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.</p>	
<p>5.5 <u>Geographical and Other Considerations</u></p> <p>The Board shall not have more than three (3) persons who reside in the same country during any term. The Board shall establish and maintain nomination/election policy which will provide for equitable representation on the basis of skills, experience, knowledge, perspectives, education, business experience, professional background, geography, age, gender, and ethnicity for a balanced Board.</p>	<p>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.</p>	
<p>5.6 <u>Nomination Process</u></p> <p>The nominations for election to the Board, including such Officers as Vice-President, Treasurer, and Secretary, shall be solicited from the Members of the Society. Any nomination must be proposed by at least two (2) Members and sent to the Society's appointed agent by email. Prior the election the Board shall review a list of candidates for election. The nominations and elections of the Board shall be overseen by a committee of the Board in accordance with Board established policy.</p>	<p>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.</p>	

5.7 Election Process

The election of the Directors and Officers shall be conducted by an electronic ballot sent to all Members of the Society at, or shortly before, the time of the ballot. Such election shall be overseen by a committee of the Board in accordance with the Board established policy. The results of the election shall be provided to the Board. The results of the election shall then be announced to the Members at the Annual General Meeting and by posting the results on the Society's website. Those elected Directors will take up their posts immediately after the Annual General Meeting of the Society.

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.

3.9 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.~~

The reference to the Nominating Committee has been removed. Oversight of nominations & elections can be delegated to a Board Committee at the discretion of the Board.

Note: The Board has *Board Recruitment & Elections Policy & Procedure* – approved Oct 2020.

These provisions belong to a Policy rather than Bylaws.

	<p>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.</p>	
	<p>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.</p>	<p>Article 3.11 is removed as it is a historical artifact.</p>
<p>5.8 <u>Disqualification or Termination of Position on Board</u></p> <p>The following persons shall be disqualified from or shall be terminated from their position on the Board of the Society:</p> <ul style="list-style-type: none"> a) anyone who is less than 18 years of age; b) anyone who: <ul style="list-style-type: none"> i. is an assisted person or assisted adult as defined in the <i>Adult Guardianship and Trusteeship Act, SA 2008, c A-4.2</i>, as amended from time to time; ii. is a formal patient as defined in the <i>Mental Health Act, RSA 2000, c M-13</i>, as amended from time to time; or iii. 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; d) a person who has the status of a bankrupt; e) a person who has been convicted of a crime of dishonesty; f) a person who has died or been declared deceased; g) a person who is absent from three (3) consecutive meetings of the Board without prior approval from the Chair for such absences; or h) a person who is removed by the passing of an Ordinary Resolution respecting their removal. 	<p>ARTICLE 6 QUALIFICATIONS OF DIRECTORS</p> <p>6.1 The following persons are disqualified from being a Director of the Society:</p> <ul style="list-style-type: none"> (a) anyone who is less than 18 years of age; (b) anyone who <ul style="list-style-type: none"> i. is a dependent adult as defined in the <i>Dependent Adults Act</i> or is the subject of a certificate of incapacity under that Act; ii. is a formal patient as defined in the <i>Mental Health Act</i>; iii. is the subject of an order under the <i>Mentally Incapacitated Persons Act</i> 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. <p>3.12 The Members of the Society may, by Special Resolution</p>	<p>Article 5.8 updated the terminology and legislation respecting disqualification found in the Existing Bylaws, and also amended the focus of this Article to be on the termination of Directors, rather than disqualification.</p> <p>5.8(g) is new to enforce the Directors' responsibility.</p>

	<p>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.</p>	
<p>5.9 <u>Resignation from Board</u></p> <p>In the event that a Director tenders their own resignation from the Board before the end of their term by delivering written notice of their resignation to the President, such resignation shall be effective as of the later of:</p> <ul style="list-style-type: none"> a) the date the written resignation notice is received by the Society; or b) the date specified as the effective date in the written resignation notice. <p>For clarity, if a Director submits their written resignation notice at a meeting of the Board, said Director shall be deemed as remaining in office until the dissolution or adjournment of that meeting.</p>	<p>6.2 The office of Director, including the Past President, shall be automatically vacated:</p> <ul style="list-style-type: none"> (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. <p>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.</p>	
<p>ARTICLE 6 – BOARD OF DIRECTORS</p> <p>6.1 <u>Powers of Board</u></p> <p>The Board of Directors shall, subject to the Bylaws or directions given by a majority vote at any general meeting of the Society properly called and constituted:</p> <ul style="list-style-type: none"> a) have full control and management of the affairs of the Society; and b) have the power to adopt or amend policy, guidelines, procedures or regulations, by motion passed by the majority 	<p>ARTICLE 4 – POWERS OF THE BOARD</p> <p>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.</p>	<p>Article 6 – These provisions have been simplified from what is provided in the Existing Bylaws. E.g., Article 6.1 in the draft Bylaws allows the Board to undertake all activities listed in Article 4 of the Existing Bylaws, without the need to expressly list them.</p>

<p>of the Board at any Board of Directors Meeting, which shall be binding upon all members of the Society.</p>		
	<p>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.</p> <p>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.</p> <p>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.</p>	

<p>6.2 <u>Action by Consent of Board Without Meeting</u></p> <p>Any action required or permitted to be taken by the Board may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all Directors consent in writing, including by e-mail or facsimile, to the action.</p>	<p>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.</p>	
<p>6.3 <u>Duties of Directors</u></p> <p>Directors shall discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interests of the Society. The duties of the Directors shall include:</p> <ul style="list-style-type: none"> a) actively participating in the control and strategic oversight of the affairs of the Society, including attendance at and participation in Board meetings; b) articulating the Society Vision and Mission, adopting a strategic planning process and approving strategic plans; c) overseeing financial management of the Society and its internal controls; d) overseeing business risk assessment; e) overseeing legal and regulatory compliance; f) overseeing the hiring, succession planning, retention, compensation, and performance evaluation of the Executive Director; g) actively promoting the affairs of the Society; and h) actively recruiting Members to the Society and prospective candidates to the Board. 	<p>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.</p>	<p>Article 6.3 Duties of Directors was added to provide clarity.</p>
<p>6.4 <u>No Remuneration</u></p> <p>No Director shall receive any remuneration for acting as a Director of the Board, but Directors shall be entitled to reimbursement of reasonable expenses incurred in the exercise of their duty by submitting an invoice to the Board.</p>	<p>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.</p>	
<p>ARTICLE 7 – PROCEEDINGS OF BOARD MEETINGS</p> <p>7.1 <u>Frequency and Location of Board Meetings</u></p> <p>The meetings of the Board may be held at any time and place to be determined by the President, acting as the Chair, in consultation with the Board.</p>	<p>ARTICLE 5 BOARD MEETINGS</p> <p>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</p>	<p>Article 7 –These provisions have been simplified from what is provided in the Existing Bylaws. The draft Bylaws do not provide voting by proxy for Directors, as this is not allowed.</p>

	<p>Director, including the Past President, is authorized to exercise one (1) vote with respect to each matter to be decided upon by the Directors.</p>	
<p>7.2 <u>Notice of Board Meetings</u></p> <p>Written notice of the time and place of a meeting of the Board shall be given to each Director at least five (5) Business Days prior to the meeting.</p>	<p>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.</p>	
<p>7.3 <u>Special Meetings of the Board</u></p> <p>A Special Meeting of the Board may be called by the Chair upon the written request of any two (2) Directors. Such request must state the business to be brought before the Special Meeting. Written notice of the time and place of the Special Meeting shall be provided to each Director at least three (3) Business Days prior to the meeting.</p>	<p>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.</p> <p>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.</p>	

<p>7.4 <u>Quorum for Meeting</u></p> <p>A quorum for all meetings of the Board shall be at least six (6) of the Directors, and must include at least one of the President or the Vice-President.</p>	<p>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.</p>	
<p>7.5 <u>Voting on Matters</u></p> <p>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. Except as otherwise described in these Bylaws, a simple majority of votes cast at a meeting of the Board shall be required to pass a resolution of the Board.</p> <p>7.6 <u>Voting Procedure</u></p> <p>Voting shall be by show of hands unless the majority of the Directors present and eligible to vote shall otherwise determine.</p>	<p>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.</p> <p>5.1 [...] 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.</p> <p>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.</p>	<p>Article 5.10 contradicts Article 5.7.</p>
<p>7.7 <u>President's Vote</u></p> <p>The President, acting as the Chair, shall have the right to cast one (1) vote on any question.</p>		
<p>7.8 <u>Tie Vote</u></p> <p>In the event of a tie vote, the vote of the President, acting as the Chair, shall have a second casting vote.</p>	<p>See 5.9</p>	
<p>7.9 <u>Recorded Votes</u></p> <p>Directors may request that their vote be recorded.</p>		
<p>7.10 <u>Resolutions in Writing</u></p> <p>A resolution in writing, signed by all the Directors and deposited with the Chair, is as valid and effective as a resolution of the Board passed at a meeting of the Board.</p>	<p>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.</p>	

<p>7.11 <u>Participation by Electronic Means at Directors Meetings</u></p> <p>Upon the agreement of all of the Directors, Directors may participate in a Directors meeting by telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of. A person participating in a meeting by such means is deemed to be present at the meeting and may vote by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.</p>	<p>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 or Directors.</p>	
<p>7.12 <u>Non-Voting Observers</u></p> <p>If deemed appropriate by the Board, the Board may invite any persons it sees fit to attend any meetings of the Board. Such invitees shall not be entitled to vote and shall not be entitled to participate in any discussions before the Board unless permitted to do so by the Board or the Chair.</p>	<p>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 organization 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.</p>	<p>Article 7.12 has been slightly modified to make it more general to allow the Board more flexibility in its decision to invite any Observers it deems fit to advance the mission of the Society.</p>
<p>ARTICLE 8 – DUTIES OF OFFICERS 8.1 <u>Officer Positions</u></p> <p>The Officers of the Society shall include a President, a Vice-President, a Secretary, a Treasurer, a Past President, and an Executive Director. Without limitation of the foregoing:</p> <ul style="list-style-type: none"> a) the duties and powers of the Officer positions shall be set by the Board, from time to time; and b) with the exception of the Executive Director, there shall be no remuneration for any Officer. 	<p>ARTICLE 8 OFFICERS</p> <p>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.</p> <p>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.</p>	<p>The Past President & Executive Director were added as the Officers of the Society to reflect current reality. Government/Registrar views the Past President & Executive Director as Officers.</p>
<p>8.2 <u>Succession of Officers</u></p> <p>The Officer positions shall be filled in accordance with the following:</p> <ul style="list-style-type: none"> a) at the conclusion of the Annual General Meeting, or in the event that the position of President becomes vacant, the Vice-President shall succeed to the position of President and the President shall succeed to the position of Past President; 	<p>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.</p>	<p>The legal counsel removed the provision of 50 Members & replaced it with the Board. Reason: it seems to unduly complicate the process. If this provision were to be included, and 50 Members did support an alternate individual to act as President we would need to make clear in the Bylaws:</p>

<p>b) the Board may determine by resolution passed prior to the Annual General Meeting that there will be no automatic succession from the position of Vice-President to the position of President pursuant to Article 8.2(a) herein, in which case the Board shall appoint by resolution a President from among those Directors on the Board.</p>	<p>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.</p>	<ul style="list-style-type: none"> •By what deadline 50 Members would have to make this written proposal in support of a different candidate; •By what process the election would occur (i.e. in the same manner as all other elections?) and on what timeline; •Who would act as the President in the interim while this election was underway; and •Whether their candidate has to be an individual who is already a Director on the Board, or perhaps even further, if the individual has to have been a Director for a minimum number of years.
<p>8.3 <u>Restrictions on Board Positions</u></p> <p>No person shall serve both as the President and Vice-President at the same time. The office of the President cannot be held for two (2) consecutive terms by persons from the same country.</p>	<p>3.3 The President and Vice-President [...] cannot succeed themselves in the same office. The office of President cannot be held for two consecutive terms by persons from the same country.</p>	
<p>8.4 <u>President of the Board</u></p> <p>The President shall:</p> <ul style="list-style-type: none"> a) act as the Chair of the Board; b) preside over each general meeting and Annual General Meeting, and in doing so be the Chair of such meetings; d) vote on all matters before the Board; and e) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board. 	<p>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.</p>	<p>Removed and addressed in 8.9</p>

<p>8.5 <u>Vice-President of the Board</u></p> <p>The Vice-President shall:</p> <ul style="list-style-type: none"> a) act as the Vice-Chair of the Board; b) assume the functions and responsibilities of the Chair in their absence, incapacity or at the request of the Chair; and c) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board. 	<p>8.4 A Vice-President shall have such powers and duties as the Board or the chief executive officer may specify.</p>	
<p>8.6 <u>Executive Director</u></p> <p>The Executive Director shall:</p> <ul style="list-style-type: none"> 7.1 act as the head of the Secretariat; 2.7.2 attend all Board and/or Committee meetings as a non-voting Officer of the Society; c) exercise such additional powers, duties, and responsibilities as set forth in the terms of any employment contract that the Executive Director shall have with the Society; and d) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board. 	<p>NOT ADDRESSED</p>	

<p>8.7 Treasurer</p> <p>Subject to any other provision contained herein, the Treasurer shall be responsible for the following:</p> <ul style="list-style-type: none"> a) acting as the official custodian of all monies of the Society; b) overseeing and collaborating with the Secretariat in the preparation of the annual budget, budget revisions, financial statements and their presentation to the Board; c) overseeing the preparation of the annual financial statements which must be presented to the Members at the Annual General Meeting; d) whenever requested by the Board, providing to the Board an account of all transactions completed by the Society and of the financial position of the Society in general; and e) such other powers and duties as the Board may specify from time to time. 	<p>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.</p>	<p>The responsibilities of Treasurer were updated to reflect current realities. The Society hires a professional accountant to perform day-to-day financial transactions and oversee development of the HTAi budget.</p>
<p>8.8 Secretary</p> <p>Subject to any other provision contained herein, the Secretary shall be responsible for the following:</p> <ul style="list-style-type: none"> a) causing all facts and minutes of all proceedings to be kept on all meetings of the Society; b) causing to be kept all books, papers, records, correspondence, contracts and other documents belonging to the Society; and c) such other powers and duties as the Board may specify from time to time. 	<p>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.</p>	<p>Removed to reflect current realities that the seal will be held at the registered office.</p>

	<p>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.</p>	
<p>8.9 <u>Past President</u></p> <p>Subject to any other provision contained herein, the Past President shall have such powers and duties as the Board may specify from time to time.</p>		
<p>8.10 <u>Varying or Limiting Powers of Officer</u></p> <p>The Board may, from time to time, at the Board's discretion, vary or limit the powers or responsibilities of any of the Officers of the Board.</p>	<p>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.</p>	
<p>8.11 <u>Removal of Officers</u></p> <p>The Board, upon a majority vote of the Directors, may remove any Officer which the Board deems reasonable, subject to any employment contract that the Officer may have with the Society to the contrary. Such removal does not remove the relevant Officer from being a Director on the Board.</p>		<p>Important Note: the removal of an Officer from that position does not remove that individual as a Director of the Board. Such removal will have to be undertaken pursuant to 5.8 in the draft Bylaws.</p>
<p>ARTICLE 9 – COMMITTEES</p> <p>9.1 <u>Delegation of Board Powers</u></p> <p>The Board may delegate some, but not all, of its powers to any committee or committees as it deems fit. Notwithstanding any delegation of its powers to committees, the Board remains responsible and accountable for all decisions made by any committee, and all such committees shall be accountable to the Society through the Board.</p>	<p>ARTICLE 7 COMMITTEES</p>	

<p>9.2 <u>Board Committees</u></p> <p>The Board may appoint standing or ad hoc committees that it deems necessary consisting of Directors and others and may assign duties and responsibilities to the committees that are not inconsistent with the Act and may make regulations governing their conduct.</p>	<p>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.</p> <p>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.</p> <p>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 organization working under contract to the Society or working as an agent for it, to attend Executive Committee meetings as a non-voting observer.</p> <p>The Existing Bylaws also prescribe to have the Nominating Committee. See 3.7.</p>	<p>There are no requirements under the Act re: the provisions for committees in the bylaws of any society. It is recommended that the provisions on committees remain general and flexible in the draft Bylaws. This way, the Society will not have to amend the Bylaws should it choose to create new committees on a standing or ad hoc basis.</p>
<p>ARTICLE 10 – SECRETARIAT</p> <p>10.1 <u>Creation and Function of Secretariat</u></p> <p>The Board may contract with an appropriate organization and/or hire an Executive Director to form a Secretariat, the purpose of which is to provide professional administrative and strategic management support to the Board and its Committees. The Board may delegate specific executive and financial responsibilities necessary for the day to day running of the Society to the Secretariat. The Secretariat will be held accountable through regular reports to the Board.</p>	<p>ARTICLE 12 SECRETARIAT</p> <p>12.1 The Board of Directors may contract with an appropriate organization 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 organization will be accountable to the Society through a contract between the Society and the organization. The Board of Directors may delegate specific executive and financial responsibilities necessary for the day to day running of the Society to the organization, and the organization 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 organization 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.</p>	<p>The Secretariat provisions found in the Existing Bylaws have been implemented in the draft Bylaws, albeit with some edits to improve readability.</p>
<p>ARTICLE 11 – AUDITING</p> <p>11.1 <u>Auditor Appointed at Annual General Meeting</u></p> <p>At each Annual General Meeting the Auditor shall be appointed by the Members to hold office until he or she is re-elected, or his or her successor is elected, at the next following Annual General Meeting. Such Auditor shall be a qualified accounting firm, as appointed by</p>	<p>ARTICLE 9 AUDITING</p> <p>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</p>	<p>The Act mandates that a complete and proper statement be prepared and audited at least once a year, and that it will then be presented at the Annual General Meeting. This</p>

<p>the Board from time to time. In the event that the appointed Auditor is unable to fulfill his or her duties, the Members may appoint an alternate Auditor.</p>	<p>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.</p>	<p>Subsection reflects those requirements under the Act. See 3.1 in the draft Bylaws.</p>
<p>11.2 <u>Auditing of Financial Records, Books, and Accounts</u></p> <p>The financial records, books and accounts shall be audited at least once each year by the Auditor. A complete and proper statement prepared by the Auditor will be presented at the Annual General Meeting each year.</p>	<p>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.</p> <p>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.</p>	<p>Article 9.4 is addressed in Article 3.1 of the draft Bylaws.</p>
<p>11.3 <u>Remuneration</u></p> <p>The remuneration of the Auditor shall be fixed by the Board.</p>	<p>9.1 [...] The remuneration of the auditor shall be fixed by the Board of Directors.</p>	
<p>ARTICLE 12 – SEAL AND SIGNATURES</p> <p>12.1 <u>Seal</u></p> <p>The Board may provide a seal for the Society and it shall have power from time to time to change such seal. The seal shall be kept at the Registered Office of the Society.</p> <p>12.2 <u>Seal Affixation</u></p> <p>The seal shall only be affixed when attested to by the signatures of any two (2) Directors or Officers, or a combination thereof.</p>	<p>8.5 [Secretary] 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 ...</p>	<p>12.1 The change to have a provision to keep the seal at the registered office of the Society reflects the global nature of this Society.</p>
<p>12.3 <u>Signatures</u></p> <p>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.</p>	<p>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.</p>	

<p>ARTICLE 13 – FINANCIAL ACTIVITIES AND OPERATIONS</p> <p>13.1 <u>Borrowing by Society</u></p> <p>The Directors of the Society may not:</p> <ul style="list-style-type: none"> a) borrow money on the credit of the Society; b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society; c) give a guarantee on behalf of the Society; or d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society <p>unless authorized by a Special Resolution, and only for the purpose of carrying out the Society's Objects, and subject to the Act.</p>	<p>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.</p>	<p>Article 13.1 was redrafted to make it expressly clear that no Director may undertake any of the listed financial activities unless authorized by a Special Resolution, and only for the purpose of carrying out the Society's Objects, and subject to the Act.</p>
<p>13.2 <u>Use of Society Assets</u></p> <p>Any income or other assets of the Society shall be used in carrying out the Society's Objects.</p>		<p>Article 13.2 makes clear that any income or other assets of the Society shall be used in carrying out the Society's Objects.</p>
<p>13.3 <u>Deposit of Funds</u></p> <p>The funds of the Society shall be deposited in the name of the Society in such banks or other depositories as the Board may select. The Board is authorized to pass such resolutions and approve such arrangements as may be necessary or desirable with respect to any such arrangements.</p>	<p>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.</p>	
<p>13.4 <u>Records Activities</u></p> <p>Unless another party has been appointed for this purpose, the Secretary shall cause all facts and minutes of all proceedings to be kept on all meetings of the Society. Such party shall also cause to be kept all books, papers, records, correspondence, contracts and other documents belonging to the Society and shall cause the same to be delivered up when required by the Act or when authorized by the Board to such person as may be named by the Board.</p>	<p>8.5. [...] 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.</p> <p>[The typo is corrected in the draft Bylaws.]</p>	<p>13.4 – In Existing Bylaws, the Secretary is stated to be the party responsible for the Society's books, and other documents belonging to the Society, as well as the minutes of meetings. In the draft Bylaws this Article provides flexibility to delegate this responsibility if delegated.</p>

<p>13.5 <u>No Solicitation</u></p> <p>No person or persons 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 to undertake such activities.</p>	<p>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.</p>	
<p>13.6 <u>Fiscal Year of Society</u></p> <p>The fiscal year of the Society shall terminate on a day in each year to be fixed by the Board and the financial statements of the Society's affairs for presentation to the Members at the Annual General Meeting shall be made up to that date.</p>	<p>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.</p>	<p>To avoid the issue that has arisen with the Existing Bylaws, where they reference a specific date of May 31st of each year for the fiscal year end. The change is proposed to allow for whatever date the Board chooses. In this way, the Society will not be required to amend or repeal and replace its Bylaws, should this date change again in future.</p>
<p>ARTICLE 14 – MINUTES</p> <p>14.1 <u>Minutes to be Entered</u></p> <p>The Directors shall cause minutes to be entered in books provided for the purpose of:</p> <ul style="list-style-type: none"> a) all appointments of Officers; b) all names of all Directors present at each meeting of the Directors; and c) all resolutions and proceedings of meetings of the Members and of the Board. 	<p>NOT ADDRESSED</p>	<p>This article is required in accordance with the Act.</p>
<p>ARTICLE 15 – NOTICE</p> <p>15.1 <u>People Entitled to Notice of Annual General Meeting</u></p> <p>Notice of an Annual General Meeting shall be given by the Secretariat to:</p>	<p>ARTICLE 17 NOTICES</p>	<p>15.1 - It is important that the auditor be expressly included in this Notice, as the Act requires that a financial statement setting out the Society's income, disbursements, assets</p>

<p>a) every person shown on the register of Members as a Member on the day notice is given; and</p> <p>b) the auditor, if appointed.</p>		<p>and liabilities, audited and signed by the Society's auditor, must be presented at the Annual General Meeting.</p>
<p>15.2 <u>Method of Providing Notice to Members</u></p> <p>Members shall maintain an up to date email address with the Secretariat. Meeting Notices sent to this email address will be deemed received by the Member the day after it was sent by the Secretariat.</p> <p>In addition to sending meeting notices by email, the Secretariat shall publish meeting notices for the Annual General Meeting on the Society's website on the same day meeting notices are sent by email to members.</p> <p>The Society shall not be considered in default in relation to notice rules if the email notice went to the spam folder of the Member because the Member failed to whitelist the Secretariat as an authorized email sender or if the email notice bounces back because the Member failed to update their email address with the Secretariat.</p>	<p>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:</p> <p>(a) delivered in person; or</p> <p>(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.</p> <p>(c)</p> <p>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.</p>	<p>15.2 has been re-written to reflect digital realities of communication. It is unreasonable to have an expectation to receive a notice delivered in person or by registered mail in a global Society.</p>
<p>ARTICLE 16 – INSPECTION OF BOOKS BY MEMBERS</p> <p>16.1 <u>Inspection of Books by Members</u></p> <p>Any Member may inspect the books and records of the Society at any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the Secretariat, or such other party given charge of the books and records. The Members shall be provided with electronic copies of the books and records of the Society upon request. Each Director shall, at all times, have access to such books and records.</p>	<p>ARTICLE 10 RECORDS</p> <p>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.</p>	<p>Article 16.1 - Changes are attributed to the global distribution of the membership.</p>
<p>ARTICLE 17 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS</p> <p>17.1 <u>No Liability</u></p> <p>No Director or Officer shall be liable for:</p> <p>a) the acts, receipts, neglects or defaults of any other Director, Officer or employee;</p>	<p>ARTICLE 16 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS</p> <p>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</p>	<p>Article 17 - The liability, indemnification, and insurance provisions found in the Existing Bylaws have been implemented in the draft Bylaws, albeit with some edits and re-formatting to improve readability.</p>

<p>b) 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;</p> <p>c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested;</p> <p>d) 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;</p> <p>e) any loss occasioned by any error of judgment or oversight on his or her part; or</p> <p>f) any other loss, damage or misfortune whatsoever, which may 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;</p> <p>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.</p>	<p>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 willful 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.</p>	
<p>17.2 <u>Indemnification</u></p> <p>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:</p> <p>a) he or she acted honestly and in good faith with a view to the best interests of the Society; and</p> <p>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.</p>	<p>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:</p> <p>(a) he or she acted honestly and in good faith with a view to the best interests of the Society; and</p> <p>(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.</p>	

<p>17.1 <u>Directors' and Officers' Insurance</u></p> <p>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 will be determined by the Board from time to time.</p>	<p>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.</p>	
<p>ARTICLE 18 – DISSOLUTION</p> <p>18.1 <u>Causing Dissolution</u></p> <p>The Board may make a recommendation to dissolve the Society if the number of registered Members falls below fifty (50). The Society may only be dissolved by Special Resolution.</p>	<p>ARTICLE 14 DISSOLUTION OR LIQUIDATION</p> <p>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.</p>	<p>Article 18 - The dissolution and liquidation provisions found in the Existing Bylaws have been implemented in this Article of the draft Bylaws, although it was clarified that the Board cannot effect a dissolution, but can only make recommendations. Dissolution can only be achieved through a Special Resolution of the Members.</p>
<p>18.2 <u>Effect of Dissolution</u></p> <p>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 Bylaws, all as amended from time to time. Insofar as is permissible under the Act and Bylaws, property of the Society shall be transferred to a duly registered charity, the work of which is deemed by the Board to be consistent with the Objects of the Society.</p>	<p>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.</p>	
<p>ARTICLE 19 – AMENDING OR ALTERING OBJECTS AND BYLAWS</p> <p>19.1 <u>Proposal of Alterations or Amendments</u></p> <p>Alterations and amendments to the Objects or Bylaws of the Society may only be proposed:</p> <ul style="list-style-type: none"> a) by the Board; or b) upon the written request of no less than ten (10) Members. 	<p>ARTICLE 15 BY-LAWS AND OBJECTS</p> <p>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</p>	<p>Article 15 in the Existing Bylaws is not compliant with the Act.</p>

	the meeting, together with a paper summarizing 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	
<p>19.2 <u>Alterations of the Objects</u></p> <p>The Objects of the Society may only be altered by Special Resolution with the purpose to:</p> <ul style="list-style-type: none"> a) include some object or objects that may conveniently or advantageously be combined with the existing Objects of the Society; or b) restrict or abandon an Object specified in the Society's application. 		Article 19.2 implements the requirements of the Act re: any alteration to the Objects of the Society and stipulates that alterations to the Objects may only be made by Special Resolution.
<p>19.3 <u>Amendments to the Bylaws</u></p> <p>These Bylaws may only be rescinded, altered or added to by a Special Resolution.</p>		
<p>19.4 <u>Effective Date</u></p> <p>These Bylaws shall come into effect upon registration by the Registrar in accordance with the Act.</p>	NOT ADDRESSED	Article 19.4 makes it clear when the new or amended Bylaws can become effective.