

**HEALTH TECHNOLOGY ASSESSMENT INTERNATIONAL SOCIETY
BYLAWS**

ARTICLE 1 - INTERPRETATION

1.1 **Definitions**

In these Bylaws, so far as the context does not otherwise require:

- a) "**Act**" means the *Societies Act*, RSA 2000, c. S-14, as amended from time to time;
- b) "**Annual Meeting**" has the meaning ascribed to it as set forth in Article 3.4 hereof
- c) "**Annual General Meeting**" means that meeting of the Members to be held as set forth in Article 3.1 hereof;
- d) "**Board**" means Board of Directors of the Society;
- e) "**Business Day**" means a day other than a Saturday, Sunday or statutory holiday;
- f) "**Bylaws**" means the Bylaws of the Society;
- g) "**Chair**" means the President appointed under these Bylaws acting as the Chair;
- h) "**Directors**" means those persons who may be appointed as Directors under these Bylaws, and "**Director**" means any one of them;
- i) "**Executive Director**" means that Officer appointed as the Executive Director under these Bylaws;
- j) "**Individual Membership**" has the meaning ascribed to it as set forth in Article 2.2 hereof;
- k) "**Member**" or "**Members**" means a duly admitted person or persons of the Society in good standing and in compliance with Article 2 hereunder;
- l) "**Membership**" means membership of and in the Society;
- m) "**Objects**" means the objectives or purposes for which the Society was formed, as may be amended from time to time;
- n) "**Officers**" means those persons who may be appointed as Officers under these Bylaws, and "**Officer**" means any one of them;
- o) "**Ordinary Resolution**" means:
 - (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
 - (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) "**Organizational (For Profit) Membership**" has the meaning ascribed to it as set forth in Article 2.2 hereof;
- q) "**Organizational (Not-for-Profit) Membership**" has the meaning ascribed to it as set forth in Article 2.2 hereof;
- r) "**Past President**" means the immediate Past President, under these Bylaws;

- s) **“President”** means that Officer appointed as the President under these Bylaws;
- t) **“Registered Office”** means the Registered Office of the Society located in Edmonton, Alberta, Canada;
- u) **“Secretariat”** has the meaning ascribed to it as set forth in Article 10.1 hereof;
- v) **“Secretary”** means that Officer who may be appointed as the Secretary under these Bylaws;
- w) **“Society”** means the Health Technology Assessment international Society;
- x) **“Special Meeting”** has the meaning ascribed to it in Article 7.3 hereof;
- y) **“Special Resolution”** means:
 - (i) a resolution passed
 - (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
 - (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
 - (ii) a resolution proposed and passed as a special resolution at a general meeting 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 Members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- z) **“Student Membership”** has the meaning ascribed to it as set forth in Section 2.2 hereof;
- aa) **“Treasurer”** means that Officer who may appointed as the Treasurer under these Bylaws; and
- bb) **“Vice-President”** means that Officer appointed as the Vice-President under these Bylaws.

1.2 Definitions in Act Apply to Bylaws

Except where they conflict with the definitions contained in these Bylaws, the definitions in the Act apply to these Bylaws.

1.3 Society

The Society is an active society registered in the Province of Alberta and governed by the Act. The language of the Society is English.

1.4 Objects

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.

1.5 Context

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.

ARTICLE 2 - MEMBERSHIP

2.1 Members of Society

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.

2.2 Categories of Membership

The Society has four (4) categories of Membership:

- a) Individual Membership;
- b) Student Membership;
- c) Organizational (Not-for-Profit) Membership; and
- d) Organizational (For Profit) Membership.

The Board has the sole discretion and authority to determine which category of Membership applies to any new Member.

The Board may, at its sole discretion, create and define other categories of Membership.

2.3 Fees Payable by Members

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.

2.4 No Transfer of Membership

Pursuant to the Act, the interest of a Member in the Society is not transferable.

2.5 Expulsion of Member

A Member may be expelled in the following circumstances:

- 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.

2.6 Voluntary Withdrawal of Member

A Member may terminate its Membership in the Society by providing no less than 90 days' notice to the Board.

2.7 Limitation of Liability of Members

No Member of the Society is, in the Member's individual capacity, liable for any debt or liability incurred by the Society.

ARTICLE 3 - MEETINGS OF MEMBERS

3.1 Annual General Meeting

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 the financial statement, and other business matters of the Society shall be discussed at the Annual General Meeting.

3.2 Other Meetings

The Board may, whenever it thinks fit, convene any other meeting of the Members, including the Annual General Meeting and Annual Meeting.

3.3 Notice of Meetings

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.

3.4 Annual Meetings

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.

3.5 Quorum for Meetings

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.

ARTICLE 4 - PROCEEDINGS AT MEMBERS' MEETINGS

4.1 One Vote for Each Member

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.

4.2 Voting Procedure

- 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.
- 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.
- 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.

4.3 Conduct of Business at Meeting

Business at all meetings of the Members shall be conducted according to these Bylaws.

4.4 **Submission of Resolutions**

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 notice in writing of the intention to submit such resolution had been given to the Secretary prior to such meeting.

4.5 **Chair of Member Meetings**

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.

4.6 **Participation by Electronic Means at Members' Meetings**

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.

ARTICLE 5 - BOARD COMPOSITION

5.1 **The Board**

Subject to any other provisions contained herein, the property and affairs of the Society shall be managed by the Board.

5.2 **Board Size**

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.

5.3 **Term of Directors**

- 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.
- 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.
- 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 again with the rules in subsections (a) and (b) applying to the following term.

5.4 **Interim Directors**

In the event that a Director resigns, is removed, or ceases to be a Director under these Bylaws, the following shall apply:

- a) the Board may continue functioning with a vacancy so long as quorum can be met;
- 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
- 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.

5.5 **Geographical and Other Considerations**

The Board shall not have more than three (3) persons who reside in the same country appointed to the Board 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.

5.6 **Nomination Process**

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 election of the Board shall be overseen by a committee of the Board in accordance with the Board established policy.

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 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.

5.8 **Disqualification or Termination of Position on Board**

The following persons shall be disqualified from or shall be terminated from their position on the Board of the Society:

- a) anyone who is less than 18 years of age;
- b) anyone who:
 - i. is an assisted person or assisted adult as defined in the *Adult Guardianship and Trusteeship Act*, SA 2008, c A-4.2, as amended from time to time;
 - ii. is a formal patient as defined in the *Mental Health Act*, RSA 2000, c M-13, 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.

5.9 **Resignation from Board**

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:

- 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.

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.

ARTICLE 6 - BOARD OF DIRECTORS

6.1 Powers of Board

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:

- 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 of the Board at any Board of Directors Meeting, which shall be binding upon all members of the Society.

6.2 Action by Consent of Board Without Meeting

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.

6.3 Duties of Directors

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:

- 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 Society's 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 for the Board.

6.4 No Remuneration

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.

ARTICLE 7 - PROCEEDINGS OF BOARD MEETINGS

7.1 Frequency and Location of Board Meetings

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.

7.2 **Notice of Board Meetings**

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.

7.3 **Special Meetings**

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.

7.4 **Quorum for Meeting**

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.

7.5 **Voting on Matters**

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.

7.6 **Voting Procedure**

Voting shall be by show of hands unless the majority of the Directors present and eligible to vote shall otherwise determine.

7.7 **President's Vote**

The President, acting as the Chair, shall have the right to cast one (1) vote on any question.

7.8 **Tie Vote**

In the event of a tie vote, the vote of the President, acting as the Chair, shall have a second casting vote.

7.9 **Recorded Votes**

Directors may request that their vote be recorded.

7.10 **Resolutions in Writing**

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.

7.11 **Participation by Electronic Means at Directors Meetings**

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.

7.12 **Non-Voting Observers**

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.

ARTICLE 8 - DUTIES OF OFFICERS**8.1 Officer Positions**

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:

- 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.

8.2 Succession of Officers

The Officer positions shall be filled in accordance with the following:

- 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;
- 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.

8.3 Restrictions on Board Positions

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.

8.4 President of the Board

The President shall:

- 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;
- c) vote on all matters before the Board; 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.

8.5 Vice-President of the Board

The Vice-President shall:

- 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.

8.6 **Executive Director**

The Executive Director shall:

- a) act as the head of the Secretariat;
- b) 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.

8.7 **Treasurer**

Subject to any other provision contained herein, the Treasurer shall be responsible for the following:

- 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.

8.8 **Secretary**

Subject to any other provision contained herein, the Secretary shall be responsible for the following:

- 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.

8.9 **Past President**

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.

8.10 **Varying or Limiting Powers of Officer**

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.

8.11 **Removal of Officers**

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.

ARTICLE 9 - COMMITTEES

9.1 Delegation of Board Powers

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.

9.2 Board Committees

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.

ARTICLE 10 - SECRETARIAT

10.1 Creation and Function of Secretariat

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.

ARTICLE 11 - AUDITING

11.1 Auditor Appointed at Annual General Meeting

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 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.

11.2 Auditing of Financial Records, Books, and Accounts

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.

11.3 Remuneration

The remuneration of the Auditor shall be fixed by the Board.

ARTICLE 12 - SEAL AND SIGNATURES

12.1 Seal

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.

12.2 Seal Affixation

The seal shall only be affixed when attested to by the signatures of any two (2) Directors or Officers, or a combination thereof.

12.3 Signatures

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.

ARTICLE 13 - FINANCIAL ACTIVITIES AND OPERATIONS

13.1 Borrowing by Society

The Directors of the Society may not:

- 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

unless authorized by a Special Resolution, and only for the purpose of carrying out the Society's Objects, and subject to the Act.

13.2 Use of Society Assets

Any income or other assets of the Society shall be used in carrying out the Society's Objects.

13.3 Deposit of Funds

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.

13.4 Records Activities

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.

13.5 No Solicitation

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.

13.6 Fiscal Year of Society

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.

ARTICLE 14 - MINUTES

14.1 Minutes to be Entered

The Directors shall cause minutes to be entered in books provided for the purpose of:

- 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.

ARTICLE 15 - NOTICE

15.1 People Entitled to Notice of Annual General Meeting

Notice of an Annual General Meeting shall be given by the Secretariat to:

- a) every person shown on the register of Members as a Member on the day notice is given; and
b) the auditor, if appointed.

15.2 Method of Providing Notice to Members

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.

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.

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.

ARTICLE 16 - INSPECTION OF BOOKS BY MEMBERS

16.1 Inspection of Books by Members

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.

ARTICLE 17 - PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

17.1 No Liability

No Director or Officer shall be liable for:

- a) the acts, receipts, neglects or defaults of any other Director, Officer or employee;
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;
c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested;
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;
e) any loss occasioned by any error of judgment or oversight on his or her part; or
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;

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.

17.2 **Indemnification**

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.

17.3 **Directors' and Officers' Insurance**

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.

ARTICLE 18 - DISSOLUTION

18.1 **Causing Dissolution**

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.

18.2 **Effect of Dissolution**

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.

ARTICLE 19 - AMENDING OR ALTERING OBJECTS AND BYLAWS

19.1 **Proposal of Alterations or Amendments**

Alterations and amendments to the Objects or Bylaws of the Society may only be proposed:

- a) by the Board; or
- b) upon the written request of no less than ten (10) Members.

19.2 **Alterations of the Objects**

The Objects of the Society may only be altered by Special Resolution with the purpose to:

- 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.

19.3 **Amendments to the Bylaws**

These Bylaws may only be rescinded, altered or added to by a Special Resolution.

19.4 **Effective Date**

These Bylaws shall come into effect upon registration by the Registrar in accordance with the Act

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