



SINEAD O'CALLAGHAN

**BYLAWS OF
MED RESPONSE BC SOCIETY
(the “Society”)**

**Article 1
Interpretation**

1.1 Definitions

Without limiting Section 1.2, in these Bylaws, unless the context requires otherwise:

- (a) **“Board”** means the directors of the Society.
- (b) **“Bylaws”** means these bylaws, as amended from time to time.
- (c) **“Chair”** means the chair of the Board, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(a).
- (d) **“Community Member Class”** has the meaning ascribed to it in Section 2.2(g).
- (e) **“Director Class”** has the meaning ascribed to it in Section 2.2(a).
- (f) **“Finance and Audit Committee”** has the meaning ascribed to it in Section 11.2(b).
- (g) **“Governance Committee”** has the meaning ascribed to it in Section 11.2(a).
- (h) **“Government-Funded Organization Class”** has the meaning ascribed to it in Section 2.2(b).
- (i) **“Health Professional Class”** has the meaning ascribed to it in Section 2.2(f).
- (j) **“Immediate Care Class”** has the meaning ascribed to it in Section 2.2(d).
- (k) **“Industry Class”** has the meaning ascribed to it in Section 2.2(e).
- (l) **“Interpretation Act”** means the *Interpretation Act*, R.S.B.C. 1996, c. 238, as amended, restated or replaced from time to time, and includes its regulations.
- (m) **“JSC”** means the Joint Standing Committee on Rural Issues, continued pursuant to section 5.1 of the RPSA.
- (n) **“Membership Fees”** means membership fees, dues or assessments.
- (o) **“President & CEO”** means the president and chief executive officer of the Society, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(c).

- (p) **“Quality Committee”** has the meaning ascribed to it in Section 11.2(c).
- (q) **“Registered Address”** means with respect to a member, director or senior manager, the most recent address (including email address and fax number, if any) shown for that person in the Society’s register of members or register of directors and senior managers, as the case may be.
- (r) **“RPSA”** means the 2022 rural practice subsidiary agreement made as of April 1, 2022 between His Majesty the King in Right of the Province of British Columbia, as represented by the Minister of Health, the Association of Doctors of BC and the Medical Services Commission, as amended, restated or replaced from time to time, and includes any appendices, exhibits or schedules attached to such agreement.
- (s) **“Search and Rescue Class”** has the meaning ascribed to it in Section 2.2(c).
- (t) **“Secretary”** means the secretary of the Society, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(d).
- (u) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended, restated or replaced from time to time, and includes its regulations.
- (v) **“Treasurer”** means the treasurer of the Society, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(e).
- (w) **“Vice-Chair”** means the vice-chair of the Board, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(b).

1.2 Definitions in Societies Act Apply

The definitions in the Societies Act apply to these Bylaws.

1.3 Interpretation Act Applies

The Interpretation Act applies to the interpretation of these Bylaws as if these Bylaws were an enactment.

1.4 Conflict with Societies Act or Other Enactments

If a provision in these Bylaws is inconsistent with a mandatory provision of the Societies Act or any other enactment of British Columbia or Canada, such provision shall have no effect. If there is a conflict between a definition of the Societies Act and a definition or rule in the Interpretation Act relating to a term used in these Bylaws, the definition in the Societies Act will prevail in relation to the use of the term in these Bylaws.

1.5 Interpretation

In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include all other genders and a corporation.

Article 2 Members

2.1 Members of the Society

The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these Bylaws, and, in either case, have not ceased to be members.

2.2 Member Classes

The Society shall have the following seven (7) member classes:

- (a) **Director Class.** Membership as a Director Class member shall be open to each director of the Society. Director Class members are voting members of the Society.
- (b) **Government-Funded Organization Class.** Membership in the Government-Funded Organization Class will be open to (i) the federal and British Columbia ministries of health; (ii) the Canadian Armed Forces; (iii) federal health authorities and health authorities in British Columbia; and (iv) health-related non-profit organizations funded by the JSC, the federal or British Columbia governments or by federal or British Columbia government entities. Government-Funded Organization Class members are voting members of the Society.
- (c) **Search and Rescue Class.** Membership as a Search and Rescue Class member shall be open to British Columbia societies that are recognized search and rescue providers by the British Columbia Search and Rescue Association or the Ministry of Emergency Management and Climate Readiness (or such other Minister designated by the government of British Columbia for emergency management). Search and Rescue Class members are non-voting members of the Society.
- (d) **Immediate Care Class.** Membership as an Immediate Care Class member shall be open to British Columbia societies which provide pre-hospital care. Immediate Care Class members are non-voting members of the Society.
- (e) **Industry Class.** Membership as a Industry Class member shall be open to for-profit corporations. Industry Class members are non-voting members of the Society.
- (f) **Health Professional Class.** Membership as a Health Professional Class member shall be open to individuals who are active members of a registered health profession. Health Professional Class members are non-voting members of the Society.

- (g) **Community Member Class.** Membership as a Community Member Class member shall be open to individuals who are residents of British Columbia. Community Member Class members are non-voting members of the Society.

2.3 Application for or Renewal of Membership and Member Class

- (a) Subject to Section 2.3(b):
 - (i) each director of the Society shall automatically become Director Class members; and
 - (ii) any person who meets the eligibility criteria for a particular member class may apply to the Board or its designates for membership, or renewal of membership, in such member class, and upon acceptance by the Board or its designates in their sole discretion, the person becomes a member of that class or is renewed as a member of that class, as the case may be.
- (b) Each member may only belong to one member class and shall specify the requested member class in their application.

For greater certainty, the Board may decline a membership application submitted by any person in accordance with this Section 2.3, even if such person meets the eligibility criteria for the particular member class specified in such membership application.

2.4 Term of Membership

A member's term of membership shall expire, in the case of:

- (a) a Director Class member, upon such member ceasing to be on the Board for any reason, except that if such member was a Health Professional Class or Community Member Class member prior to their term on the Board, they may apply for membership under one of such classes after their Director Class membership expires in accordance with this Section 2.4(a); and
- (b) for all member classes other than the Director Class, upon such member ceasing to meet the membership eligibility criteria as set out in Section 2.2.

2.5 Membership Rights

- (a) Each Director Class member is entitled to:
 - (i) receive notice of, requisition, attend and vote at all general meetings; and
 - (ii) elect or appoint directors of the Society.
- (b) Each Government-Funded Organization Class, Health Professional Class and Community Member Class member is entitled to receive notice of and attend annual general meetings, but shall not be entitled to vote at or requisition general meetings.

- (c) Each Search and Rescue Class, Immediate Care Class and Industry Class member is not entitled to receive notice of, attend, vote at or requisition general meetings.

2.6 Membership Privileges and Benefits

The Board may establish, alter or abolish from time to time, privileges or benefits incidental to membership in a class or group of members, which may be different for classes or groups of members, including the terms and conditions and other formalities on which such privileges or benefits may be made available to members.

2.7 Duties of Members

Every member must:

- (a) uphold the constitution of the Society;
- (b) comply with these Bylaws;
- (c) pay their membership fees, if any;
- (d) comply with the Society's code of conduct, as established by the Board from time to time; and
- (e) continue to meet the requisite membership eligibility requirements of the member class that such member is in, as set out in Section 2.2.

2.8 Membership Dues

The Board may determine the Membership Fees, if any, from time to time, except that there shall be no Membership Fees for the Director Class. Membership Fees may be different for different classes or groups of members and for different privileges or benefit options available to or within member classes.

2.9 Membership not Transferable

The membership in the Society is not transferable.

2.10 Termination of Membership

The membership of a member in the Society terminates when:

- (a) the member's term of membership, if any, expires;
- (b) the membership terminates in accordance with these Bylaws;
- (c) the member resigns;
- (d) the member, in case of an individual, dies or, in case of another person, dissolves;
or

- (e) the member is expelled in accordance with these Bylaws or the Societies Act.

Any fees, dues or assessments owing by a member at the time of termination of membership shall remain due and owing to the Society.

2.11 Discipline and Expulsion

A member may be disciplined or expelled by Board resolution for any reason which is deemed by the Board to be in the best interests of the Society including, without limitation:

- (a) violating any provisions of the Societies Act, the constitution, these Bylaws or any rules or policies adopted by the Society from time to time;
- (b) carrying out any conduct which the Board considers to be detrimental to the Society; and
- (c) for any other reason that the Board considers to be reasonable, having regard to the purposes of the Society.

Disciplining a member may include a suspension of membership rights. Before a member is disciplined or expelled, the Society must send to the member a written notice of the proposed discipline or expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

2.12 Good Standing

A member who has been suspended in accordance with Section 2.10, or who has failed to pay the member's annual membership fees, special assessments or dues, if any, or any other debt due and owing by the member to the Society is not in good standing so long as the suspension continues or any amount outstanding remains unpaid. A member who is not in good standing shall not be entitled to vote at general meetings of the members, or consent to a resolution of members.

2.13 Termination of Membership if Member not in Good Standing

In case of a member who has failed to pay any fees, special assessments, dues or other debts owed to the Society, the membership in the Society is terminated if the member is not in good standing for six consecutive months.

Article 3 Meetings of Members

3.1 Annual General Meetings

Except for the year in which the Society is incorporated, and unless the holding of an annual general meeting is deferred in accordance with the Societies Act, the directors of the Society must call annual general meetings so that an annual general meeting is held in each calendar year.

3.2 Resolutions in Writing Instead of Annual General Meeting

An annual general meeting is deemed to have been held if all matters that must, under the Societies Act or these Bylaws, be dealt with at that meeting (including the presentation to the members of the financial statements and auditor's report, if any) are dealt with in a resolution and all of the voting members consent in writing to the resolution on or before the date on which the annual general meeting must be held in accordance with Section 3.1.

3.3 Calling of General Meetings

Subject to Section 3.1, the Board may at any time call a general meeting of members at such date, time and location in British Columbia (except in the case of a fully electronic meeting) as may be determined by the Board. A general meeting may be held at a location outside British Columbia agreed on by every voting member before the meeting.

3.4 Notice of General Meeting

The Society shall give not less than 14 days' written notice of a general meeting to every member of the Society entitled to attend general meetings. The notice of general meeting must include the date and time, and, if applicable, the location of the general meeting and the text of any special resolution to be submitted to the general meeting. A notice of a general meeting must also state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

If a general meeting is held as an electronic meeting in accordance with Section 4.11, the notice of meeting must also contain instructions for attending and participating in the general meeting by telephone or other communications medium, including, if applicable, instructions for voting at the general meeting.

3.5 Waiver of Notice

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

3.6 Form of Notice- Society with more than 100 Members

For as long as the Society has more than 100 members (or such other number set by the Societies Act), the Society may give notice of a general meeting by:

- (a) sending an email with the date, time and location of the general meeting and all other required information to every member for whom the Society has an email address in its register of members; and
- (b) posting notice of the date, time and location of the general meeting and all other required information, throughout the period commencing at least 21 days before

the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.

3.7 Accidental Omission

The accidental omission to send a notice of a general meeting to a member or the non-receipt of any notice by a member or any of the persons entitled to receive notice does not invalidate any proceedings at the general meeting.

3.8 Other Persons may Attend General Meetings

Other than the auditor, if any, under Section 14.8, the directors, the Chair, if any, the Vice-Chair, if any, the Secretary, if any, any lawyer for the Society, and any other person invited by the Board are entitled to attend a general meeting, but if any of those persons attends a general meeting, that person is not to be counted in the quorum and is not entitled to vote at the meeting, unless that person is a voting member or proxy holder entitled to vote at the meeting.

Article 4 Proceedings at General Meetings

4.1 Ordinary Business at General Meeting

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order established by the Board;
- (b) the approval of minutes of previous general meetings;
- (c) consideration of any financial statements of the Society presented to the meeting;
- (d) consideration of the report, if any, of the directors or auditor;
- (e) election or appointment of directors; and
- (f) appointment of an auditor, if any.

4.2 Matters to be Decided by Ordinary Resolution and Special Majority

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or the Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. The majority of votes required for a special resolution to be passed at a general meeting is two-thirds of the votes cast by the voting members, whether cast personally or by proxy.

4.3 Chairing General Meetings

The following individual is entitled to preside as chair at a general meeting:

- (a) the Chair, if any;

- (b) if the Chair is unable or unwilling to act as chair of the general meeting, the Vice-Chair, if any; or
- (c) one of the other directors present at the general meeting, if both the Chair and the Vice-Chair are unable or unwilling to act as chair of the general meeting.

4.4 Selection of Alternate Chair of General Meeting

If there is no individual entitled under Section 4.3 who is able or willing to preside as chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to chair the meeting.

4.5 Quorum Necessary

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

4.6 Quorum for General Meetings

The quorum for the transaction of business at a general meeting is three voting members. If the Society has fewer voting members than the quorum provided for above, the quorum for the transaction of business at a general meeting is all of the voting members.

4.7 Lack of Quorum

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

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

4.8 Quorum Ceases to be Present

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

4.9 Adjournments

The chair of a general meeting may, or if so directed by ordinary resolution, must adjourn the meeting from time to time and from place to place (if any), but no business may be transacted at

the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

4.10 Notice of Adjourned General Meetings

It is not necessary to give any notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

4.11 Participation by Telephone or other Communications Medium

Subject to the Societies Act, the directors may decide, in their sole discretion, to permit persons entitled to participate in a general meeting to hold a general meeting as a fully or partially electronic meeting. If the directors decide to hold a general meeting as a fully or partially electronic meeting, the directors shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other person participating in such general meeting by telephone or other communications medium shall be deemed to be present at the meeting. A member entitled to vote at the general meeting and participating by telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at the general meeting.

4.12 Order of Business at General Meeting

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of directors' activities and decisions since the previous annual meeting;
 - (iii) elect or appoint directors; and
 - (iv) appoint an auditor, if any;

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

4.13 Motions Need not be Seconded

No motion proposed at a general meeting need be seconded unless the chair of the meeting rules otherwise and the chair of any general meeting is entitled to propose or second a motion.

4.14 Number of Votes

Each voting member has only one vote.

4.15 Representative Voting

Unless the Societies Act provides otherwise, where a person other than an individual is a member of the Society and entitled to vote, the Society shall recognize any individual authorized in writing by the directors or governing body of such person to represent such person at any general meeting of members. An individual authorized pursuant to this Section 4.15 may exercise on behalf of the person he represents all the powers such person could exercise if it were an individual member. The chair of any general meeting may, in his discretion, accept electronic, facsimile or other forms of written communication from the board or governing body of such person as authorization of the individual named therein to represent such person. A member represented in accordance with this Section 4.15 shall be deemed to be present personally for the purposes of these Bylaws.

4.16 Methods of Voting

At a general meeting, voting, including for the election of directors, may be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, or a combination of the foregoing, all as determined by the Board, taking into consideration the manner in which the general meeting is held (including by way of electronic meeting) except that:

- (a) if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot; or
- (b) if a meeting is held in accordance with Section 4.11, voting shall be in the manner determined by the directors.

4.17 Secret Ballots

Subject to Section 4.18, if a secret ballot is duly demanded or directed at a general meeting:

- (a) the secret ballot must be taken:
 - (i) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and

- (ii) in the manner, at the time and at the place that the chair of the meeting directs;
- (b) the result of the secret ballot is deemed to be a resolution of and passed at the meeting at which the secret ballot is demanded; and
- (c) the demand for the secret ballot may be withdrawn by the persons who demanded it.

4.18 Demand for a Secret Ballot on Adjournment

A secret ballot demanded at a general meeting on a question of adjournment must be taken immediately at the meeting.

4.19 Chair Must Resolve Dispute

In case of any dispute as to the admission or rejection of a vote given on a secret ballot, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

4.20 Casting of Votes

On a secret ballot, a member who is also a proxy holder need not cast all the votes in the same way.

4.21 Demand for a Secret Ballot Not to Prevent Continuation of Meeting

The demand for a secret ballot at a general meeting does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

4.22 Casting Vote

In case of an equality of votes, the chair of a general meeting does not have a second or casting vote in addition to the vote to which the chair may be entitled as a voting member.

4.23 Declaration of Result

The chair of a general meeting must declare to the meeting the outcome of each vote and that outcome must be recorded in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under Section 4.17, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against a resolution.

4.24 Retention of Ballots and Proxies

The Society must, for at least three months after a general meeting, keep each ballot cast on a secret ballot and each proxy voted at the meeting, and, during that period, make them available for inspection during statutory business hours by any voting member or proxy holder entitled to vote

at the meeting. At the end of such three month period, the Society may destroy such ballots and proxies.

Article 5 Proxy Voting

5.1 Appointment of Proxy Holder

Every voting member may, by proxy, appoint a proxy holder to attend in person and act at a general meeting that is not held as a fully electronic meeting in the manner, to the extent and with the powers conferred by the proxy. For greater clarity, proxy voting shall not be permitted by proxy holders who participate by telephone or other communications medium in electronic meetings.

5.2 Alternate Proxy Holders

A voting member may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

5.3 Proxy Holder Need Not Be a Member

A proxy holder need not be a member of the Society.

5.4 Deposit of Proxy

A proxy for a general meeting must be in writing and must:

- (a) be received at the registered office of the Society or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
- (b) unless the notice provides otherwise, be provided, at the general meeting, to the chair of the meeting or to a person designated by the chair of the meeting.

A proxy may be sent to Society by written instrument, fax or any other method of transmitting legibly recorded messages.

5.5 Validity of Proxy Vote

A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the voting member giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- (a) at the registered office of the Society, at any time up to and including the last business day before the day set for the holding of the general meeting at which the proxy is to be used; or
- (b) by the chair of the meeting, before the vote is taken.

5.6 Form of Proxy

A proxy, whether for a specified general meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

MED RESPONSE BC SOCIETY
(the “**Society**”)

The undersigned, being a voting member of the Society, hereby appoints **[name]** or, failing that person, **[name]**, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting to be held on **[month, day, year]** and at any adjournment of that meeting.

Signed this ____ day of _____, _____.

Signature of voting member

Name of voting member—printed

5.7 Revocation of Proxy

Subject to Section 5.8, every proxy may be revoked by an instrument in writing that is:

- (a) received at the registered office of the Society at any time up to and including the last business day before the day set for the holding of the general meeting at which the proxy is to be used; or
- (b) provided, at the meeting, to the chair of the general meeting.

5.8 Revocation of Proxy Must be Signed

An instrument referred to in Section 5.7 must be signed as follows:

- (a) if the voting member for whom the proxy holder is appointed is an individual, the instrument must be signed by the voting member or his or her legal personal representative or trustee in bankruptcy; or
- (b) if the voting member for whom the proxy holder is appointed is another person, the instrument must be signed by an authorized signatory of that person or a representative appointed by the Society under Section 4.15.

5.9 Production of Evidence of Authority to Vote

The chair of any general meeting may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

Article 6 Directors

6.1 Number of Directors

The Society shall have at least three (3) directors and no more than nine (9) directors. At least one director must be ordinarily resident in British Columbia, and at least half of the directors must reside in a community listed in Appendix A, as amended, revised or replaced from time to time, of the RPSA. The number of directors shall be set by ordinary resolution.

6.2 Individuals not Qualified to be Directors

An individual is not qualified to be a director of the Society if the individual is:

- (a) less than 18 years of age;
- (b) an “ineligible individual” as defined in section 149.1(1) of the Income Tax Act (Canada);
- (c) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs, unless a court, in Canada, or elsewhere, subsequently finds otherwise;
- (d) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act* (British Columbia), unless the certificate is subsequently cancelled under section 37(4) of that Act;
- (e) an undischarged bankrupt; or
- (f) convicted in British Columbia or elsewhere of an offence in connection with the promotion, formation or management of a society or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and

- (D) the conclusion of the term of any probation imposed; or
- (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

6.3 Director not Qualified must Resign

A director who is not, or who ceases to be, qualified to be a director must promptly resign.

6.4 Employment of Directors

A majority of the directors shall not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for service, other than remuneration for being a director.

6.5 Remuneration and Reimbursement of Directors

The Society shall not pay a director remuneration for being a director. Subject to Section 6.4 and the Societies Act, the Society may pay remuneration to a director for services provided by the director to the Society in another capacity. The Society may reimburse a director for reasonable expenses necessarily incurred by the director in performing the duties of a director.

6.6 Validity of Acts of Directors

An act of a director or of the Society is not invalid merely because:

- (a) of a defect in the director's designation, election or appointment or in the qualifications of that director;
- (b) fewer than the required number of directors have been designated, elected or appointed;
- (c) the residency requirements for the directors have not been met; or
- (d) the majority of the directors, contrary to Section 6.4 or the Societies Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for service.

6.7 Directors' Acts not Invalidated

No member's resolution invalidates a prior act of the directors that would have been valid if that resolution had not been made.

Article 7

Election, Appointment, Removal and Changes of Directors

7.1 First Directors

The first directors of the Society are the individuals designated as the Society's directors on the first statement of directors and registered office filed with the registrar with its incorporation application. The term of the first directors shall expire at the close of the third annual general meeting of the Society following its incorporation.

7.2 Election and Term of Directors

- (a) At each annual general meeting, the members entitled to vote for the election or appointment of directors, shall elect or appoint the directors. Each director shall be elected to hold office until the close of the third annual general meeting after such director is elected. However, the Board may by resolution determine that some or all vacant elected directors' positions may have a term of a period of one (1) or two (2) years for the purpose of ensuring that the number of directors elected at each annual general meeting is approximately one third of the number of directors set pursuant to Section 6.1 or for any other reason.
- (b) If a director was elected at a general meeting other than an annual general meeting, for the purposes of calculating such director's term of office, such director's term shall be deemed to have begun at the end of the annual general meeting next following such general meeting at which such director was elected.
- (c) If a director has been appointed pursuant to Section 7.6, the unexpired portion of the term for which such director has been appointed shall not be counted towards the term limit set out in this Section 7.2.
- (d) Directors may be elected to two (2) consecutive terms but then shall cease to be an elected director for at least one (1) year before being eligible for re-election. Notwithstanding this Section 7.2(d), a director who has been appointed as Chair during their last consecutive term as a director shall remain eligible to be a director and may accordingly serve for up to three (3) additional years as a director.
- (e) An election of directors may be by acclamation if the number of candidates for directors is less than, or equal to, the number of vacant director positions. Otherwise an election may be held as determined by the Board in accordance with Sections 4.11 or 4.16. Notwithstanding the foregoing, if a secret ballot is demanded or directed in accordance with Section 4.17, each ballot shall show the names of all candidates for directors and each member entitled to vote may vote for the number of candidates equal to the number of vacant director positions. Elections shall be decided by the plurality of the votes cast and those candidates receiving the highest number of votes shall be elected in descending order. In the event of a tie for the final position, the chair of the meeting shall have the deciding vote.

7.3 Consent to be a Director

No designation, election or appointment of an individual as a director is valid unless:

- (a) that individual consents in writing to be a director of the Society; or
- (b) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

7.4 Failure to Elect or Appoint Directors

Notwithstanding Sections 7.2 and 7.9, if:

- (a) the Society fails to hold an annual general meeting, and all the members who are entitled to vote at an annual general meeting fail to pass the resolution contemplated by Section 3.2 on or before the date by which the annual general meeting is required to be held under Section 3.1; or
- (b) the members fail, at, or in connection with, an annual general meeting or in the resolution contemplated by Section 3.2, to elect or appoint any directors, as required by Section 7.2;

then each director then in office continues to hold office until the earlier of:

- (i) the date on which such director's successor is elected or appointed; and
- (ii) the date on which such director otherwise ceases to hold office as a result of Sections 7.9(b), 7.9(c) or 7.9(d); and

for the purposes of the Societies Act, such director's term of office shall be extended in accordance with this Section 7.4.

7.5 Places of Retiring Directors Not Filled

If, at any general meeting at which there should be an election or appointment of directors, the places of any of the retiring directors are not filled by that election or appointment, those retiring directors who are not re-elected or re-appointed and who are asked by the newly elected or appointed directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Bylaws until further new directors are elected or appointed at a general meeting convened for that purpose. If any such election, appointment or continuance of directors does not result in the election, appointment or continuance of the number of directors set pursuant to these Bylaws the number of directors of the Society is deemed to be set at the number of directors actually elected, appointed or continued in office.

7.6 Directors May Fill Casual Vacancies

The Board may, at any time, appoint an individual qualified to be a director as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director

during such director's term of office. A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose ceasing to be a director created the vacancy.

7.7 Remaining Directors' Power to Act

The directors may act notwithstanding any vacancy in the Board, but if the Society has fewer directors in office than the minimum number of directors set pursuant to these Bylaws, the directors may only act for the purpose of appointing directors up to that number or of calling a general meeting for the purpose of filling any vacancies on the Board or, subject to the Societies Act, for any other purpose.

7.8 Additional Directors

Notwithstanding Section 6.1, between annual general meetings, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Section 7.8 must not at any time exceed:

- (a) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or
- (b) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Section 7.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Section 7.2, but is eligible for re-election or re-appointment.

7.9 Ceasing to be a Director

A director ceases to be a director when:

- (a) the director's term of office expires;
- (b) the director dies or resigns;
- (c) the director is removed from office pursuant to Section 7.11; or
- (d) the director otherwise ceases to hold office in accordance with these Bylaws.

7.10 Resignation of Directors

A director who intends to resign must give the resignation to the Society in writing, and the resignation takes effect on the later of the following:

- (a) the receipt by the Society of the written resignation;
- (b) if the written resignation states that the resignation is to take effect on a specified date, specified date and time, or on the occurrence of a specified event:

- (i) if a date is specified, the beginning of the day on the specified date;
- (ii) if a date and time are specified, that date and time; or
- (iii) if an event is specified, the occurrence of that event.

7.11 Removal of Director

A director may be removed from office by special resolution. In that event, the members entitled to vote may elect, or appoint by ordinary resolution, an individual as director to fill the resulting vacancy. If the members do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint a director to fill that vacancy. An individual elected or appointed pursuant to this Section 7.11 shall serve as director for the balance of the term of the removed director.

Article 8 Powers and Duties of Directors

8.1 Powers and Function of Directors

Subject to the Societies Act and these Bylaws, the Board shall manage or supervise the management of the activities and internal affairs of the Society.

8.2 Duties of Directors

A director of the Society must, when exercising the powers and performing the functions of a director, act with a view to the purposes of the Society and must:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Societies Act; and
- (d) subject to Sections 8.2(a) through 8.2(c), act in accordance with these Bylaws.

8.3 Appointment of Attorney of Society

The Board exclusively may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Society for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bylaws and excepting the power to fill vacancies in the Board, to change the membership of, or fill vacancies in, any committee of the Board, or to appoint or remove senior managers appointed by the directors) and for such period, and with such remuneration and subject to such conditions as the Board may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board thinks fit. Any such attorney may be authorized by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in such attorney.

8.4 Delegation by Directors

For greater certainty, the powers of the Board under this Article 8 may be exercised by a director, senior manager, committee or other delegate, direct or indirect, of the Board authorized by the Board to exercise such powers.

Article 9 Disclosure of Interest of Directors and Senior Managers

9.1 Definitions

For the purposes of this Article 9:

- (a) **“Disclosable Interest”** means a direct or indirect material interest in a Matter; and
- (b) **“Matter”** means:
 - (i) a contract or transaction, or a proposed contract or transaction, of the Society; or
 - (ii) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that director’s or senior manager’s duty or interest as a director or senior manager of the Society;
 - (iii) but does not include a contract or transaction, or proposed contract or transaction, or matter that relates to:
 - (A) a payment to a director by the Society for remuneration for being a director, if otherwise permitted by these Bylaws, or reimbursement of a director by the Society of the director’s expenses;
 - (B) indemnification of or payment to a director under these Bylaws or the Societies Act; or
 - (C) the purchase or maintenance of insurance for the benefit of a director.

9.2 Disclosure of Interest and Conduct by Director

A director who has a Disclosable Interest, that is known by the director or reasonably ought to have been known, must:

- (a) disclose fully and promptly to the other directors the nature and extent of the Disclosable Interest;
- (b) abstain from voting on a Board resolution or from consenting to a consent resolution of the Board in respect of the Matter;

- (c) leave the Board meeting, if any, when:
 - (i) the Matter is discussed, unless asked by one other director to be present to provide information; and
 - (ii) the other directors vote on the Matter; and
- (d) refrain from any action intended to influence the discussion or vote by the other directors.

9.3 Disclosure of Interest and Conduct by Senior Manager

A senior manager who has a Disclosable Interest, that is known by the senior manager or reasonably ought to have been known, must:

- (a) disclose fully and promptly to the Board the nature and extent of the Disclosable Interest;
- (b) if the Matter is to be the discussed at a Board meeting at which the senior manager is present, leave the Board meeting, if any, when the Matter is discussed, unless asked by one director to be present to provide information, and when the Board votes on the Matter; and
- (c) refrain from any action intended to influence the discussion or vote by the Board.

9.4 Evidence of Disclosure

A disclosure under Sections 9.2 or 9.3 must be evidenced in at least one of the following records:

- (a) the minutes of a Board meeting;
- (b) a consent resolution by the Board; or
- (c) a record addressed to the Board that is delivered to the delivery address or mailed by registered mail to the mailing address, of the registered office of the Society.

9.5 Exceptions

If all of the directors have disclosed a Disclosable Interest in a Matter, any or all of the directors may vote on a Board resolution or consent to a consent resolution of the Board in respect of the Matter and Sections 9.2(b) through 9.2(d) do not apply.

9.6 Obligation to Account for Profits

A director or senior manager who has a Disclosable Interest must pay to the Society an amount equal to any profit made by the director or senior manager as a consequence of the Society entering into or performing a contract or transaction unless:

- (a) the director or senior manager discloses the Disclosable Interest in the contract or transaction in accordance with, and otherwise complies with Sections 9.2 or 9.3, as applicable, and, after the disclosure, the contract or transaction is approved by a resolution of the Board; or
- (b) the contract or transaction is approved by a special resolution after the nature and extent of the director's or senior manager's interest in the contract or transaction has been fully disclosed to the members.

9.7 Validity of Contracts

Subject to the Societies Act, the fact that a director or senior manager is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposes to enter into does not make the contract or transaction void.

Article 10 Proceedings of Directors

10.1 Board Meetings

The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit, and meetings of the Board held at regular intervals may be held in the manner (including by electronic meeting), at the place (if any), at the time and on the notice, if any, that the Board may by resolution from time to time determine.

10.2 Voting at Meetings

Questions arising at any Board meeting are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote. No motion proposed at a Board meeting need be seconded unless the chair of the meeting rules otherwise.

10.3 Chair of Meetings

Meetings of Board are to be chaired by:

- (a) the Chair, if any;
- (b) in the absence of the Chair, the Vice-Chair, if any; or
- (c) any other director chosen by the directors if:
 - (i) neither the Chair nor the Vice-Chair is present at the meeting within 15 minutes after the time set for holding the meeting;
 - (ii) neither the Chair nor the Vice-Chair is willing to chair the meeting; or
 - (iii) the Chair and the Vice-Chair have advised the Secretary, if any, or any other director, that they will not be present at the meeting.

10.4 Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the Board or of any committee of the Board in person or by telephone or other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this Section 10.4 is deemed for all purposes of the Societies Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

10.5 Calling of Meetings

A director may, and the Secretary, if any, on the request of a director must, call a Board meeting at any time.

10.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the Board pursuant to Section 10.1, reasonable notice of each Board meeting, specifying the place, day and time of that meeting must be given to each of the directors by any method set out in Section 16.1 or orally or by telephone.

10.7 When Notice Not Required

It is not necessary to give notice of a meeting of the Board to a director if:

- (a) the meeting is to be held immediately following a general meeting at which that director was elected or appointed or is the Board meeting at which that director is appointed; or
- (b) the director has waived notice of the meeting.

10.8 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any Board meeting to any director, or the non-receipt of any notice by any director, does not invalidate any proceedings at that meeting.

10.9 Waiver of Notice of Meetings

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

10.10 Quorum

The quorum necessary for the transaction of the business of the Board may be set by the Board and, if not so set, is deemed to be set at a majority of the directors then in office.

10.11 Consent Resolutions in Writing

A resolution of the Board or of any committee of the Board, a copy of which has been sent to all directors or committee members, and which is consented to in writing by all of the directors or committee members entitled to vote on it, whether by signed document, fax, email or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a meeting of the board or of the committee of the Board duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in that manner is effective on the date stated in the resolution or, if no date is stated in the resolution, on the latest date stated on any counterpart. A resolution of the Board or of any committee of the Board passed in accordance with this Section 10.11 is deemed to be a proceeding at a Board meeting or of the committee of the Board and to be as valid and effective as if it had been passed at a Board meeting or of the committee of the Board that satisfies all the requirements of the Societies Act and all the requirements of these Bylaws relating to meetings of the Board or of a committee of the Board.

Article 11 Executive and Other Committees

11.1 Appointment and Powers of Executive Committee

The Board may, by resolution, appoint an executive committee consisting of the director or directors that the Board consider appropriate, and this committee has, during the intervals between meetings of the Board, all of the directors' powers, except:

- (a) the power to fill vacancies on the Board;
- (b) the power to change the membership of, or fill vacancies in, any committee of the Board; and
- (c) such other powers, if any, as may be set out in that resolution or any subsequent Board resolution.

11.2 Appointment and Powers of Standing Committees

The Society shall have the following standing committees:

- (a) a Governance Committee with the composition, purpose, authority and procedures set forth in the initial terms of reference set out in Schedule "A" attached hereto, such terms of reference being included in these Bylaws for reference purposes only;
- (b) a Finance and Audit Committee with the composition, purpose, authority and procedures set forth in the initial terms of reference set out in Schedule "B" attached hereto, such terms of reference being included in these Bylaws for reference purposes only; and
- (c) a Quality Committee with the composition, purpose, authority and procedures set forth in the initial terms of reference set out in Schedule "C" attached hereto, such terms of reference being included in these Bylaws for reference purposes only.

The Board may delegate to the committees appointed under Sections 11.2(a) to 11.2(c) any of the directors' powers, except for the powers set out in Sections 11.3(b)(i) to 11.3(b)(iii), and make any such delegation subject to the conditions set out in the resolution. For greater certainty, the Board may revise the terms of reference of such committees in accordance with the procedures set out in their respective terms of reference, or add to or provide for additional terms of reference that are not inconsistent with Schedules "A", "B" and "C" attached hereto.

11.3 Appointment and Powers of Other Committees

The Board may, by resolution:

- (a) appoint one or more committees (other than the executive committee) consisting of the director or directors or other individuals who the Board considers appropriate;
- (b) delegate to a committee appointed under Section 11.3(a) any of the directors' powers, except:
 - (i) the power to fill vacancies on the Board;
 - (ii) the power to change the membership of, or fill vacancies in, any committee of the board, and
 - (iii) the power to appoint or remove senior managers appointed by the Board; and
- (c) make any delegation referred to in Section 11.3(b) subject to the conditions set out in the resolution.

11.4 Obligations of Committee

Any committee appointed under Section 11.1, 11.2 or 11.3, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the Board; and
- (b) report every act or thing done in the exercise of those powers as the Board may require.

11.5 Powers of Board

The Board may, at any time, with respect to a committee appointed under Sections 11.1, 11.2 or 11.3:

- (a) revoke or alter the authority given to a committee, or override a decision made by a committee, except that the revocation or alteration of a committee's authority does not invalidate a prior act of that committee that would have been valid if the revocation or alteration had not occurred;
- (b) terminate the appointment of, or change the membership of, a committee; and

- (c) fill vacancies on a committee.

11.6 Committee Meetings

Subject to Section 11.4(a) and unless the Board otherwise provides in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Sections 11.1, 11.2 or 11.3:

- (a) the committee may meet and adjourn as it thinks proper;
- (b) subject to Section 11.2, the committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the members of the committee may choose one of their number to chair the meeting;
- (c) a majority of the members of a committee constitutes a quorum of the committee; and
- (d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.

Article 12 Senior Managers

12.1 Appointment of Senior Managers

The Board may appoint a Chair and a Vice-Chair from among the directors. The Board may further appoint a President & CEO, a Secretary, a Treasurer and such other senior managers who need not be directors as the Board may determine. Except as otherwise provided herein, a senior manager may but need not be a director and senior managers may hold more than one office.

12.2 Senior Manager Positions and Functions

- (a) **Chair** – If appointed, the Chair shall, when present, preside at all general meetings, meetings of the Board and of any committees constituted by the Board, sign all instruments which require the Chair's signature in accordance with the Bylaws or otherwise, represent the Society at public or official functions, and have such other powers and duties as may from time to time be assigned to the Chair by the Board.
- (b) **Vice-Chair** – If appointed, the Vice-Chair shall be vested with all the powers and perform all the duties of the Chair in the absence of the Chair or upon the inability or unwillingness of the Chair to act.
- (c) **President & CEO** – If appointed, the President & CEO shall, subject to the authority of the Board, be charged with the day-to-day management and supervision of the activities and affairs of the Society and such other powers and duties as specified by the Board. The President & CEO may be an employee of the Society and the Board shall establish the terms and conditions of employment of

the President & CEO. The President & CEO must be a medical physician that is licensed by the College of Physicians and Surgeons of British Columbia.

- (d) **Secretary** – If appointed, the Secretary shall attend all general meetings and meetings of the Board except where the chair of the meeting determines that it is inappropriate for the Secretary to attend due to the nature of the matter being discussed. At such meetings, the Secretary shall record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given all notices required to be given to the members, directors, members of committees and auditors, if any. The Secretary shall be the custodian of the corporate seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society, which the Secretary shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall sign such documents, contracts or instruments in writing as require the Secretary's signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary.
- (e) **Treasurer** – If appointed, the Treasurer shall, keep proper accounting records in compliance with the Societies Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society. The Treasurer shall render to the Board whenever required an account of all transactions involving the Society and of the financial position of the Society and the Treasurer shall have such other powers and duties as the Board may specify.
- (f) **Other Senior Managers** – The powers and duties of all other senior managers of the Society appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes. Any of the powers and duties of a senior manager to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

12.3 Senior Manager Duties and Powers

- (a) Notwithstanding Section 12.2, but subject to the Societies Act, the Board may from time to time:
 - (i) specify duties of senior managers;
 - (ii) delegate powers to manage the activities and affairs of the Society to senior managers; and
 - (iii) vary, add to or limit such duties and powers.
- (b) The duties of directors set forth in Section 8.2 apply in relation to a senior manager as if the senior manager were a director of the Society.

12.4 Qualifications

An individual who is not qualified to be a director pursuant to Section 6.2 is not qualified to be a senior manager of the Society. One individual may hold more than one position as a senior manager of the Society. Subject to Section 6.4 and the Societies Act, a director may be a senior manager of the Society.

12.5 Remuneration, Term of Office and Removal

Without limiting the power of the directors under Section 8.1 or the Societies Act, and subject to Sections 6.4 and 12.2, all appointments of senior managers pursuant to Sections 12.1 and 12.2 are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, or otherwise) that the Board thinks fit. Each senior manager so appointed shall serve at the pleasure of the Board and shall hold office until the earlier of:

- (a) being removed by the Board;
- (b) a successor being appointed by the Board;
- (c) the senior manager's resignation or death; or
- (d) no longer being qualified in accordance with Section 12.4;

provided however that such removal is without prejudice to any contractual rights, or rights under law, of the senior manager.

Article 13 Indemnification and Insurance

13.1 Definitions

For the purposes of this Article 13:

- (a) “**eligible party**” means a current or former director or senior manager of the Society, or an individual who holds or held an equivalent position in a subsidiary of the Society.
- (b) “**eligible proceeding**” means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative by reason of such eligible party holding or having held a position of current or former director or senior manager of the Society or an equivalent position in a subsidiary of the Society is or may be joined as a party, or is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action.
- (c) “**expense**” includes costs, charges and expenses, including legal and other fees, but does not include penalties.

- (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding.
- (e) “**representative**” means an heir or personal or other legal representative of an eligible party.

13.2 Indemnification

Subject to the Societies Act and Section 13.3, the Society may, and in the case of Section 13.2(c), shall:

- (a) indemnify an eligible party or a representative against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding;
- (b) pay the expenses actually and reasonably incurred by an eligible party or a representative in respect of an eligible proceeding:
 - (i) after the final disposition of such proceeding; or
 - (ii) as they are incurred in advance of the final disposition of an eligible proceeding provided the Society has first received from such eligible party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Societies Act or Section 13.3, the eligible party or the representative will repay the amounts advanced; and
- (c) pay, after the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or a representative in respect of such proceeding if the eligible party or the representative has not been otherwise reimbursed for such expenses and the eligible party was not adjudged to have committed any fault or to have omitted to do anything that the eligible party ought to have done.

13.3 Indemnification Prohibited

Subject to the Societies Act, the Society shall not indemnify or pay the expenses of an eligible party or a representative in respect of an eligible proceeding if:

- (a) the eligible party did not act honestly and in good faith with a view to the best interests of the Society or a subsidiary of the Society, as the case may be;
- (b) the eligible proceeding is not a civil proceeding and the eligible party did not have reasonable grounds for believing that his or her conduct, in respect of which the eligible proceeding was brought, was lawful; or
- (c) such eligible proceeding is brought by or on behalf of the Society or a subsidiary of the Society unless the Supreme Court of British Columbia, on the application of the Society, approves the indemnification or payment of expenses.

13.4 Insurance

The Society may purchase and maintain insurance for the benefit of an eligible party or a representative of such eligible party against any liability that may be incurred by reason of the eligible party being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

Article 14 Auditor

14.1 Application of this Part

This Part applies only where the Society is required to have an auditor or for as long as the Society has resolved by ordinary resolution to have an auditor.

14.2 Appointment of Auditors

The first auditor, if any, shall be appointed by ordinary resolution or by the Board, to hold office until the close of the first annual general meeting following the appointment. Each auditor, if any, subsequent to the first auditor shall be appointed at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting. If a subsequent auditor is not appointed as required above, and the Society is required to have an auditor pursuant to Section 14.1, the auditor in office continues as auditor until a successor is appointed.

14.3 Remuneration of Auditors

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

14.4 Vacancy

If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under Section 14.5, the Board may appoint an auditor to hold office until the close of the next annual general meeting.

14.5 Removal of Auditors

The Society may, by ordinary resolution passed at a general meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office, and must, by ordinary resolution passed at such general meeting, appoint a person as auditor for the remainder of the term of office of the auditor so removed.

14.6 Notice to Auditor Proposed to be Removed

Before calling a general meeting for the purpose of removing its auditor, the Society must send to the auditor a written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and a copy of all of the materials proposed to be sent to the members in connection with the meeting. The Society must send to the auditor who is proposed to be removed the records referred to above at least 14 days before the date on which the notice of the meeting is sent. The auditor may send to the Society written representations respecting

the auditor's proposed removal as auditor, and, if the Society receives those written representations at least 7 days before the date on which the notice of the meeting is sent, the Society must send a copy of those representations with the notice of the meeting.

14.7 Qualification and Independence of Auditor

A person appointed as auditor of the Society shall be qualified to act as an auditor and be independent of the Society within the meaning of the Societies Act.

14.8 Auditor to Attend General Meetings

The auditor of the Society is entitled, in respect of a general meeting, to each notice and other communication relating to the meeting to which a member is entitled, to attend the general meeting, and to be heard at the general meeting on any part of the business of the general meeting that deals with the financial statements of the Society or any other matter with respect to which the auditor has a duty or function. A member may, by written notice received by the Society at least 7 days before such general meeting, require the attendance of the auditor at a general meeting at which the financial statements of the Society are to be considered, or the auditor is to be appointed or removed. If the Society receives such written notice from a member, the Society must promptly inform the auditor, the auditor must attend the general meeting and the Society must pay the expenses of that attendance.

Article 15 Investments, Borrowing, Distributions and Disposal of Undertaking

15.1 Investments

The Society may invest its funds only in an investment in which a prudent investor might invest.

15.2 Borrowing

The Society may from time to time, if authorized by the Board:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;
- (b) issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of the Society at any time, to any person and for any consideration that the Board may determine;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Society.

15.3 Restrictions on Distributions

The Society must not distribute any of its money or other property other than:

- (a) for full and valuable consideration;
- (b) in furtherance of the purposes of the Society;
- (c) to a qualified recipient; or
- (d) for a distribution required or authorized by the Societies Act.

15.4 Disposal of Undertaking

The Society must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Society has been authorized to do so by special resolution.

Article 16 Notices and Access to Records

16.1 Method of Giving Notice

Unless the Societies Act or these Bylaws provide otherwise, a record (including any notice, statement or report) required or permitted by the Societies Act or these Bylaws to be sent to a member, director, senior manager, auditor or other person may be sent by any of the following methods:

- (a) by mail:
 - (i) for a record mailed to a member, director or senior manager to that person's Registered Address; and
 - (ii) in any other case, the intended recipient's most recent mailing address known to the sender;
- (b) by delivery:
 - (i) for a record delivered to a member, director or senior manager at that person's Registered Address;
 - (ii) for a record delivered to the Society at the delivery address of the registered office of the Society, by leaving the record in a mail box or mail slot for that delivery address; and
 - (iii) in any other case by leaving the record with the person or an agent of the person or, in case of a person other than an individual, by leaving the record in a mail box or mail slot for the address at which the person carries on activities or business; or

- (c) if the intended recipient has provided an email address or fax number to the Society, by email or fax to that email address or fax number.

16.2 Deemed Receipt

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Section 16.1 is deemed to be received by the person to whom it was mailed on the beginning of 5th day after the record is mailed. A record that is delivered to a person at the applicable address for that person referred to in Section 16.1 is deemed to be received by the person to whom it was delivered on the beginning of the 3rd day after the record is delivered. If the person has provided an email address or fax number to which records may be sent, a record sent to such email address or fax number is deemed to be received by that person on the beginning of the 3rd day after the record is emailed or faxed to that email address or fax number.

16.3 Certificate of Sending

A certificate signed by the Secretary, if any, or other senior manager of the Society stating that a record was sent as required by Section 16.1 is conclusive evidence of the fact.

16.4 Members entitled to Records

A member is entitled to receive, without charge, one copy of the current constitution and bylaws of the Society and the most recent financial statements of the Society.

16.5 No Access to Board Documents

A member is not entitled to inspect, or receive copies of, the minutes of Board or committee meetings, Board or committee consent resolutions (including in camera meeting minutes, if any) and the accounting records of the Society (other than the financial statements), with the exception of those portions of any of the above records that evidence a disclosure of a director's or senior manager's interest in the Board minutes or consent resolutions in accordance with Section 9.4 or the Societies Act.

Article 17 Signatories

17.1 Signatories

Except for documents executed in the usual and ordinary course of the Society's activities, which may be signed by any senior manager or employee of the Society acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Society:

- (a) the Chair together with any other director;
- (b) if the Chair is unable to provide a signature, by the Vice-Chair together with any other director;
- (c) the President & CEO together with any other director; or

- (d) any individual appointed by resolution of the Board to sign the specific document, that type of document or documents generally on behalf of the Society.

Any document so signed may, but need not, have the corporate seal of the Society applied, if there is one.

17.2 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Society may, if specifically authorized by resolution of the board, be written, printed, scanned, stamped, or otherwise mechanically reproduced or may be an electronic signature or a digital signature created via a medium or a technology that ensures the authenticity and integrity of such signature. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

17.3 Seal

The Board may provide a common seal for the Society and shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed. The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed in the presence of the Chair and Secretary or President & CEO and Secretary.

Article 18 Constitution and Bylaws

18.1 Alterations to Constitution and Bylaws

These Bylaws and the constitution of the Society shall not be altered except by a special resolution.

Article 19 Non-Profit Purpose and Dissolution

19.1 Non-Profit Purpose

The Society shall be carried on without purpose of gain for its members and any profits or other gains to the Society shall be used in promoting its purposes.

19.2 Dissolution

Upon the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a qualified donee as described in subsection 149.1(1) of the *Income Tax Act* (Canada).

SCHEDULE “A”

GOVERNANCE COMMITTEE – TERMS OF REFERENCE

1. Purpose

The purpose of the Governance Committee is to ensure effective governance of the Society. The Governance Committee is responsible for overseeing the recruitment, evaluation, and nomination of Board members, evaluating the performance of the President & CEO, and facilitating annual self-evaluations of the Board.

2. Composition

- The Governance Committee shall be composed of at least three (3) members of the Board.
- The Chair shall serve as the chair of the Governance Committee.
- Governance Committee members shall be appointed annually by the Board.

3. Responsibilities

The Governance Committee shall have the following responsibilities:

3.1 Board Composition and Nomination

- **Slate of Directors:** Propose a slate of directors for election at the annual general meeting (the “AGM”).
- **Recruitment and Vetting:** Identify, recruit, and vet potential new Board members in line with the needs and diversity goals of the Society.
- **Nomination:** Nominate a slate of new Board members for potential election at the AGM.

3.2 Board Performance

- **Annual Board Evaluation:** Facilitate an annual self-evaluation process for the Board to assess its performance, effectiveness, and areas for improvement.
- **Board Development:** Recommend and oversee ongoing education and development opportunities for Board members.

3.3 President & CEO Evaluation and Compensation

- **President & CEO Performance Review:** Conduct an annual evaluation of the President & CEO’s performance against agreed-upon goals and objectives.
- **President & CEO Compensation:** Determine and recommend the President & CEO’s compensation to the Board, ensuring alignment with the Society’s compensation philosophy and industry standards.

3.4 Governance Policies

- **Governance Framework:** Develop and recommend governance policies and procedures to the Board, ensuring alignment with best practices and regulatory requirements.
- **Bylaw Review:** Periodically review the Bylaws and recommend changes as needed.

3.5 Succession Planning

- **Board Succession:** Develop and oversee a succession plan for Board leadership roles, ensuring a smooth transition of leadership.
- **President & CEO Succession:** Ensure that there is an up-to-date succession plan in place for the President & CEO.

4. Meetings

- The Governance Committee shall meet at least four (4) times a year, with additional meetings as deemed necessary by the Chair.
- A majority of Governance Committee members shall constitute a quorum.
- Meeting minutes shall be recorded and submitted to the Board.

5. Reporting

- The Governance Committee shall report its activities, findings, and recommendations to the Board regularly.
- The Governance Committee shall prepare an annual report for presentation at the AGM.

6. Authority

- The Governance Committee is authorized to seek any information it requires from employees and external parties.
- The Governance Committee may obtain outside legal or other professional advice to assist in fulfilling its responsibilities.

7. Review of Terms of Reference

The Governance Committee shall review these Terms of Reference annually and recommend any proposed changes to the Board for approval.

SCHEDULE “B”
FINANCE AND AUDIT COMMITTEE – TERMS OF REFERENCE

1. Purpose

The purpose of the Finance and Audit Committee to assist the Board in fulfilling its oversight responsibilities. The Finance and Audit Committee will oversee the financial reporting process, the audit process, the system of internal controls, and compliance with laws and regulations. The Finance and Audit Committee will also monitor the overall financial health of the Society and recommend financial strategies and policies to the Board.

2. Authority

The Finance and Audit Committee is authorized by the Board to:

- Investigate any activity within its Terms of Reference.
- Seek any information it requires from any employee or external party.
- Obtain outside legal or other professional advice as necessary.
- Request the attendance of external auditors, any employee, or external consultant at Finance and Audit Committee meetings as appropriate.

3. Membership

- The Finance and Audit Committee shall be composed of at least three (3) members, all of whom shall be members of the Board.
- Members of the Finance and Audit Committee, including the chair, shall be appointed by the Board.
- At least one member of the Finance and Audit Committee shall have recent and relevant financial experience, ideally with a professional accounting designation.
- The Chair shall not be the chair of the Finance and Audit Committee.

4. Meetings

- The Finance and Audit Committee shall meet at least four (4) times a year, with additional meetings as deemed necessary by the chair of the Finance and Audit Committee.
- A quorum shall consist of a majority of Finance and Audit Committee members.
- The Finance and Audit Committee may invite members of management, auditors, or others to attend meetings and provide pertinent information as necessary.
- The Finance and Audit Committee shall report regularly to the Board on its activities, findings, and recommendations.

5. Responsibilities

5.1 Financial Reporting:

- Review and approve the Society's annual budget before submission to the Board.
- Review financial statements, including monthly, quarterly, and annual financial reports, to ensure accuracy, completeness, and consistency with financial policies.
- Review significant financial reporting issues and judgments made in connection with the preparation of the Society's financial statements.

5.2 Audit:

- Recommend the appointment, reappointment, or replacement of the external auditors to the Board and ensure their independence and objectivity.
- Review and approve the external auditor's terms of engagement and the audit plan.
- Review the external auditor's findings, management's responses, and any other relevant reports.
- Monitor the implementation of audit recommendations by management.
- Review the performance of the external auditors and ensure a proper balance between audit quality and audit cost.

5.3 Internal Controls and Risk Management:

- Monitor the effectiveness of the Society's internal controls and financial risk management processes.
- Review and assess the adequacy of the Society's risk management framework.
- Ensure management implements appropriate systems for identifying, assessing, and managing significant financial and operational risks.

5.4 Compliance:

- Ensure compliance with legal and regulatory requirements, including those related to financial reporting and auditing.
- Oversee policies and procedures in relation to fraud prevention and detection.
- Review any reports concerning evidence of fraudulent or illegal activities.

5.5 Other Duties:

- Review and approve any financial policies proposed by management.

- Review any material investments, loans, or other financial arrangements made by the Society.
- Undertake any other duties as assigned by the Board.

6. Reporting

- The Finance and Audit Committee shall report to the Board on its proceedings after each meeting.
- The Finance and Audit Committee shall make recommendations to the Board as appropriate on any area within its remit where action or improvement is needed.

7. Review

- These Terms of Reference shall be reviewed annually by the Finance and Audit Committee and any proposed changes shall be submitted to the Board for approval.

SCHEDULE “C”

QUALITY COMMITTEE – TERMS OF REFERENCE

1. Purpose

The purpose of the Quality Committee is to assist the Board in fulfilling its oversight responsibilities in ensuring that the Society maintains the highest standards of quality, safety, and care in all of its operations. The Quality Committee will monitor and evaluate the Society’s clinical outcomes, patient safety, operational excellence, and compliance with regulatory requirements.

2. Objectives

The primary objectives of the Quality Committee are to:

- Ensure the implementation of robust quality assurance processes across all aspects of the Society’s operations.
- Monitor and assess the Society’s clinical outcomes, patient care standards, and safety protocols.
- Review and recommend policies and procedures that promote continuous improvement in quality and safety.
- Ensure compliance with relevant healthcare regulations, accreditation standards, and best practices.
- Provide guidance on risk management and mitigation strategies related to clinical and operational quality.

3. Membership

- **Composition:** The Quality Committee shall comprise a minimum of three (3) and a maximum of five (5) members of the Board, including at least one (1) Board member with expertise in healthcare quality and safety. Additional members with relevant expertise may be co-opted as necessary.
- **Chair:** The chair of the Quality Committee shall be appointed by the Board and should have relevant experience in healthcare or quality management.
- **Quorum:** A quorum shall consist of at least two (2) members of the Quality Committee, including the chair.
- **Term:** Members of the Quality Committee shall serve for a term of three (3) years, which may be renewed at the discretion of the Board.

4. Meetings

- **Frequency:** The Quality Committee shall meet at least quarterly or as needed to fulfill its responsibilities.

- **Notice of Meetings:** Notice of each meeting, confirming the venue, time, and agenda, shall be provided to all members of the Quality Committee at least seven (7) days in advance.
- **Minutes:** Minutes of each meeting shall be prepared and distributed to all Quality Committee members and the Board. The minutes shall be approved at the subsequent Quality Committee meeting.
- **Attendance:** Members of the Quality Committee are expected to attend all meetings. In case of unavoidable absence, members of the Quality Committee should notify the chair in advance.
- **Invitees:** The Quality Committee may invite members of the management team, clinical staff, or external advisors to attend meetings as necessary.

5. Responsibilities

The Quality Committee's responsibilities shall include, but are not limited to, the following:

5.1 Clinical Quality and Safety

- Review clinical outcomes, patient safety incidents, and other quality indicators to ensure high standards of care.
- Monitor the implementation and effectiveness of clinical governance frameworks.
- Review and recommend improvements to clinical protocols and patient care practices.
- Ensure that lessons learned from incidents, audits, and reviews are implemented effectively.

5.2 Operational Quality

- Assess the effectiveness and efficiency of operational processes, including aviation, dispatch, response times, and equipment maintenance.
- Monitor compliance with operational standards and regulatory requirements.
- Oversee the development and implementation of quality improvement initiatives in operations.

5.3 Risk Management

- Identify and assess risks related to clinical and operational quality and ensure that appropriate mitigation strategies are in place.
- Review reports on incidents, near misses, and complaints, and ensure that corrective actions are taken.
- Ensure that a robust system for reporting and learning from errors is in place.

5.4 Regulatory Compliance

- Where applicable, ensure that the Society complies with all relevant healthcare regulations, including Accreditation Canada standards.
- Oversee the preparation and submission of required reports to regulatory bodies.
- Monitor changes in healthcare legislation and advise the Board on their implications for the Society.

5.5 Reporting

- Report regularly to the Board on the Quality Committee's activities, findings, and recommendations.
- Prepare an annual report summarizing the Quality Committee's work and the quality performance of the Society.

6. Authority

The Quality Committee is authorized by the Board to:

- Investigate any activity within its Terms of Reference.
- Seek any information it requires from any employee or contractor of the Society.
- Obtain, at the Society's expense, outside legal or other professional advice on any matters within its Terms of Reference.
- Delegate any of its responsibilities to a sub-committee or working group as appropriate.

7. Review

The Quality Committee shall review its Terms of Reference annually and recommend any changes to the Board for approval. The effectiveness of the Quality Committee shall also be evaluated periodically.