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**WORLD ENDOMETRIOSIS SOCIETY**

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**GENERAL OPERATING BY-LAW**

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# GENERAL OPERATING BY-LAW

A By-law relating generally to the conduct of affairs of

## WORLD ENDOMETRIOSIS SOCIETY

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**A by-law relating generally to the conduct  
of the affairs of the WORLD ENDOMETRIOSIS SOCIETY  
(the “Society”)**

**BE IT ENACTED** as a by-law of the Society as follows:

**SECTION 1. INTERPRETATION**

**1.01 Definitions**

In these by-laws and all other by-laws of the Society, unless the context otherwise requires:

**“Act”** means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**“articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganisation, arrangement or revival of the Society;

**“board”** means the board of directors of the Society and **“director”** means a member of the board;

**“by-laws”** means these by-laws and any other by-laws of the Society as amended and which are, from time to time, in force and effect;

**“meeting of members”** includes an annual meeting of members or a special meeting of members; **“special meeting of members”** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**“members”** means all of the members of the Society regardless of class of membership;

**“ordinary resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

**“proposal”** means a proposal submitted by a member of the Society that meets the requirements of section 163 (Shareholder Proposals) of the Act;

**“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;

**“special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**1.02 Interpretation**

In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organisation. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

**SECTION 2. FINANCIAL AND OTHER MATTERS**

**2.01 Financial Year**

The financial year end of the Society shall be determined by the board of directors.

**2.02 Banking Arrangements**

The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorise from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Society and/or other persons as the board of directors may by resolution from time to time designate, direct or authorise.

**2.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed in the manner directed by the board from time to time and in the absence of any such direction by the board, may be signed by any two officers or directors. Any person authorised to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

**2.04 Public Accountant and Level of Financial Review**

The Society shall be subject to the requirement relating to the appointment of a public accountant and level of financial review required by the Act.

**2.05 Annual Financial Statements**

The Society shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Society reproducing the information contained in the documents. Instead of sending the documents, the Society may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Society is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

**2.06 Borrowing Powers**

The directors of the Society may, without authorisation of the members:

- 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 and
- 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.

#### **2.07 Operating Policies**

The board may adopt, or repeal by resolution such Operating Policies that are not inconsistent with the by-laws of the Society relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the by-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed or replaced by a subsequent resolution of the Board.

### **SECTION 3. MEMBERS**

#### **3.01 Classes and Conditions of Membership**

Subject to the articles, there shall be three (3) classes of members in the Society. Membership in the Society shall be available only to individuals interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of the board or in such other manner as may be determined by the board. Membership classes shall include "Regular members", and "Junior members", and "Emeritus members" as follows:

- a. **Regular Members**  
Anyone interested in furthering the field of endometriosis that is not a student or an allied health professional.
- b. **Junior Members**  
Students and allied health professionals interested in furthering the field of endometriosis.
- c. **Emeritus Members**  
Individuals that have reached the age of 70 and are interested in furthering the field of endometriosis.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **3.02 Rights of Members**

Each class of member shall have the right to receive notice of, attend, speak and participate at all meetings and the right to one (1) vote at all meetings of members. Only “Regular members” and “Junior members” can hold office as a director or officer of the Society.

### **3.03 Membership Dues**

Membership dues payable by members for membership in the Society shall be determined by the board of directors. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding membership year until changed by the directors in accordance with these bylaws. The board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given member from time to time. Membership dues will vary between the different classes and the amount and manner in which membership dues are paid may be determined by the board.

### **3.04 Termination of Membership**

A membership in the Society is terminated when:

- a. the member dies;
- b. the member resigns by delivering a written resignation to the Secretary in which case such resignation shall be effective on the date specified in the resignation;
- c. the member is removed as a Members of the Society in accordance with section 3.06;
- d. the Society is liquidated and dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist. Where a person is no longer a member, then such person shall be deemed to have also automatically resigned as a director, Officer and/or a committee members, as applicable, provided that the Board may, in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

### **3.05 Discipline of Members**

The board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Society;
- b. carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;

- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the board determines that a member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 4. MEETING OF MEMBERS**

### **4.01 Annual Meetings**

An annual meeting of members shall be held at such time in each year, as the board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Society's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Society required by the Act to be presented at the meeting, electing directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

### **4.02 Special Meetings**

The board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. Subject to the Act, on written requisition by members carrying not less than five percent (5) of the votes that may be cast at a meeting of members, the Board shall call a special meeting of members, unless the exception in the Act are met. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

### **4.03 Place of Meetings**

Subject to compliance with section 159 (Place of members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, at the location outside Canada specified in the Articles.

### **4.04 Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:



- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Society to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **4.05 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the directors.

#### **4.06 Chair of the Meeting**

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

- a. the president;
- b. the president-elect, if the president is unable to preside as the chair of the meeting; or
- c. one of the other directors present at the meeting, if both the president and president-elect are unable to preside as the chair of the meeting; or
- d. if there is no individual otherwise entitled under these by-laws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the members who are present must elect an individual present at the meeting to preside as the chair of the meeting.

#### **4.07 Quorum**

Subject to the Act, a quorum at any meeting of members shall be 10% of the members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, or by telephonic and/or by other electronic means.

#### **4.08 Participation by Electronic Means**

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 by-laws, 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.

#### **4.09 Absentee Voting by Proxy**

Every member entitled to vote at a meeting of members may appoint a proxyholder, or one or more alternate proxyholders, who need not be members, to attend and act at the meeting in the manner and to the extent authorised by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory in accordance with the Regulations.
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. A proxy shall be in writing, executed by the member or such member's attorney and shall conform with the requirements of the Regulations; and
- e. Votes by proxy shall be collected, counted and reported in such a manner as the chair of the meeting directs.

#### **4.10 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **4.11 Proposals at Annual Members' Meetings**

Subject to and in accordance with the Act and the Regulations made thereunder, a member entitled to vote at an annual meeting may submit to the Society notice of any matter that the member proposes to raise at the annual meeting (a "Proposal"). Any such proposal may include nominations for the election of directors if the proposal is signed by not less than five (5%) of the members entitled to vote at the meeting. Subject to the Act,

the Society shall include the Proposal in the notice of meeting and if so requested by the member, shall also include a statement by the member in support of the Proposal and the name and address of the member. The member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the members present at the Meeting.

**4.12 Resolution in Lieu of Meeting**

Subject to the Act, a resolution in writing and signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members,. A copy of every resolution of the members shall be kept with the minutes of the meetings of members.

**SECTION 5. DIRECTORS**

**5.01 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Society.

**5.02 Number of Directors**

The board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board, provided that such number of directors comply with the minimum and maximum number of directors specified in the articles and that at least two of the directors not be officers or employees of the Society or its affiliates.

**5.03 Qualifications**

Each director shall be an individual who is not less than eighteen (18) years of age. Each director shall be either a Regular member or Junior member of the Society. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, or who has the status of bankrupt, shall be a director.

**5.04 Election of Directors and Terms**

Subject to the Articles, directors shall be elected by the members by Ordinary Resolution at an annual meeting of members at which an election of directors is required.

- a. The terms of office of directors shall be three (3) years. As much as possible, the directors shall be elected and shall retire in rotation.
- b. directors may serve a maximum of four (4) consecutive terms.
- c. If directors are not elected at a meeting of members, the incumbent directors shall continue in office until their successors are elected.
- d. The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will

present a report to the members for the election of directors and such report will be prepared in accordance with the requirements of these by-laws and the Operating Policies.

- e. Subject to the Articles, the president-elect shall be elected by the members by Ordinary Resolution at an annual meeting of members at which an election of the president-elect is required;
- f. Directors who take up the position of President elect, may then continue on a new term as President, and a following new term as past president may remain on the board for these corresponding extra terms.

#### **5.05 Appointment of Directors**

Pursuant to the Articles, following the conclusion of the Annual Meeting of members each year, the Board may appoint additional directors to hold office for a term expiring not later than the close of the next annual meeting of members. The number of directors appointed pursuant to this section shall not exceed one-third (1/3) of the number of directors elected by the members at the previous annual meeting of members.

#### **5.06 Ceasing to Hold Office**

A director ceases to hold office when the director dies, resigns, is removed from office by the members in accordance with section 5.09, or no longer fulfills all of the qualifications to be a director set out in section 5.03, as determined in the sole discretion of the Board.

#### **5.07 Resignation**

A resignation of a director becomes effective at the time a written resignation is sent to the Society or at the time specified in the resignation, whichever is later.

#### **5.08 Removal**

The members may, by Ordinary Resolution, passed at a meeting of members, remove any director from office before the expiration of the director's terms and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the Board.

#### **5.09 Filling Vacancies**

Subject to by-law 5.09 and in accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors, or from a failure of the members to elect the number of directors required to be elected at any meeting of members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the number of directors required to be elected at any meeting of members, the Boards shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such a meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

**5.10 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

**5.11 Conflict of Interest**

Every director and Officer shall disclose to the Society the nature and extent of any interest that the director or Officer has in a material contract or material transaction, whether made or proposed with the Society, in accordance with the manner and timing provided in section 141 of the Act.

**5.12 Confidentiality**

Every director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

**5.13 Indemnification**

The Society shall provide present or former directors or Officers with the indemnification described in section 151 of the Act.

**SECTION 6. MEETING OF DIRECTORS**

**6.01 Calling of Meetings**

Meetings of the board may be called by the president of the board, the president-elect of the board or a majority of the directors at any time.

**6.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Society or at any other place within or outside of Canada, as the Board may determine.

**6.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section 9.01 of these by-laws to every director of the Society not less than two (2) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice

of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

**6.04 Participation at Meetings by Telephone or Electronic Means**

If all of the directors consent, a director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**6.05 Quorum**

A majority of directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person, or, if authorized under these by-laws, by teleconference and/or by other electronic means.

**6.06 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**6.07 Resolutions in Writing**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of directors.

**SECTION 7. OFFICERS**

**7.01 Appointment of Offices**

The board may designate the offices of the Society, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Society. A director may be appointed to any office of the Society with the exception of the president-elect, president and past president. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

**7.02 Qualifications of Officers**

Each director shall be entitled to hold an office of the Society as listed in 7.03. Additional qualifications may apply to the offices of the president-elect, president and past president as follows:

a. President-elect:

- Served at least one (1) term before becoming President-elect

- Has held at least one position as an officer or committee chairperson
  - President-elect to be selected by a nominations committee and appointed by the members during an annual meeting
- b. President must have served as president-elect prior to becoming president;
  - c. Past President must have served as President prior to becoming past president.

### 7.03 Duties and Powers of the Officers

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Society, if designated and if officers are appointed, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- a. **President of the Board** —The president of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members.
- b. **President Elect of the Board** —If the president of the board is absent or is unable or refuses to act, the president elect shall, when present, preside at all meetings of the board of directors and of the members.
- c. **Past President** – The past president, if one is appointed, shall be a director.
- d. **Secretary** — If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board, and shall be a director. The secretary shall enter or cause to be entered in the Society’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society.
- e. **Treasurer** — If appointed, the treasurer shall have such powers and duties as the board may specify, and shall be a director. The powers and duties of all other officers of the Society shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### 7.04 Term of Office

Officers shall hold their position for a period of one (1) term, or, in those cases where an Officer is appointed by the Board to fill a vacancy during a term, until the first meeting of the Board immediately following the annual meeting of members. Officers may hold an office for a maximum of six (6) years, with the exception of directors who hold the office of president-elect, president and past president who may hold office for a maximum of twelve (12) years.

**7.05 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Society. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director (if a necessary qualification of appointment);  
or
- d. such officer's death.

If the office of any officer of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

**SECTION 8. COMMITTEES**

**8.01 Nominating Committee**

The Board of directors shall appoint a Nominating Committee annually or as often as may be required. The Nominating Committee shall be comprised of six (6) members: the president, two (2) most recent Past-Presidents, the President-elect and two (2) members of the Society appointed by the Board. A quorum shall consist of a majority of members of the committee. The role of the Nomination Committee will be to:

- a. Ensure that the elections of the Board of directors and President-Elect are conducted in accordance with the Society's by-laws;
- b. Monitor when the terms of office of directors, Officers, chairs and members of WES committees expire;
- c. Submit nominations to the Board in accordance with policies determined by the Board;
- d. Review the terms of reference for each committee; and
- e. Consider other matters related to the nomination of candidates.

The Nominating Committee shall issue a notice of those Board positions becoming vacant at least sixty (60) days before the annual meeting. The notice shall specifically indicate the continents from which the nominations are sought in order to ensure continental representation. Each nomination of a candidate to the Nominating Committee shall be accompanied by the signatures of two Society members in good standing of the continent which the candidate will represent. The Nominating Committee shall provide the slate of nominations to the Secretary in time for inclusion in the notice of the annual meeting of members.



## **8.02 Other Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure.

## **SECTION 9. NOTICES**

### **9.01 Method of Giving Notices**

Subject to 4.04 and 6.03, any notice (which term includes sent, delivered, or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, Officer, or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with the Act and received by Corporations Canada.; or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**9.02 Undelivered Notices**

If any notice given to a member is returned on two consecutive occasions because such member cannot be found, the Society shall not be required to give any further notices to such member until such member informs the Society in writing of his or her new address.

**9.03 Omission and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**9.04 Waiver of Notice**

Any member, proxyholder, director, Officer, member of a committee of the Board, or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION 10. ARTICLES AND BY-LAWS**

**10.01 Amendment of Articles**

The Articles of the Society may only be amended if the amendment is sanctioned by a Special Resolution of the members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

**10.02 By-Law Confirmation**

In accordance with the Articles and subject to the Act, any by-law, amendment or repeal of a by-law shall require confirmation by Special Resolution of the members.

**10.03 Effective Date of Board Initiated By-law, Amendment or Repeal**

Subject to the Act, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Society. Any such by-law, amendment or repeal shall be effective from the date of the Special Resolution of the members approving such by-law, amendment or repeal. A Board resolution is not require to make, amend or repeal any by-law which is made pursuant to subsection 197 (1) of the Act.