

BYLAW NO. 1

of

THE CANADIAN PAIN SOCIETY

Objects

The Objects of the Canadian Pain Society (the "Society") are:

- To foster and encourage research on pain mechanisms and pain syndromes and to help improve the management of patients with acute and chronic pain by bringing together the basic scientists and health professionals of various disciplines and backgrounds who have an interest in pain research and management.
- To promote education and training in the field of pain.
- To promote and facilitate the dissemination of new information in the field of pain.
- To promote and sponsor regional scientific and educational meetings
- To encourage the adoption of a uniform classification, nomenclature, and definition regarding pain and pain syndromes.
- To encourage the development of local, regional, and possibly even national and international data banks, and to encourage the development of a uniform records system, with respect to information relating to pain mechanisms, syndromes, and management.
- To inform the general public of the results and implications of current research in the area of pain.
- To advise national, regional, and local agencies and institutions on standards relating to the use of drugs, appliances, and other procedures in the therapy of pain.
- To engage in such other activities as may be incidental to or in furtherance of the aforementioned purposes.

Associations

The Society is the national Canadian Chapter of the International Association for the Study of Pain and was the catalyst behind the establishment of the Canadian Pain Coalition, a partnership of patient pain groups. The Society receives funding from various sources, including from the Canadian Pain Foundation, which was established in 1985 with objects that include cooperating with and giving donations to other persons, institutes and organizations in Canada and abroad, whether or not incorporated, which have objects similar, in whole or in part, to the objects of the Foundation.

Article 1 - Corporate Seal

Section 1.1- Corporate Seal: The seal, an impression whereof is stamped in the margin hereof, shall be the seal of The Canadian Pain Society (the "Society").

Article 2 - Head Office

Section 2.1- Location of Head Office: Until changed in accordance with the Canada Corporations Act (the "Act"), the Head Office of the Society shall be in the Town of Whitby, in the Province of Ontario.

Article 3 – Classes and Conditions of Membership

Section 3.1- Regular Members: Scientists, health care professionals and other individuals interested in the objects of the Society and who otherwise meet such other requirements of Regular Membership as may be adopted from time to time by the Board of Directors are eligible for consideration for appointment as Regular Members of the Society.

Regular Members in good standing upon retirement from professional activities may apply to the Secretary to be transferred to Retired Member status within this class of Membership. Past Presidents of the Society shall automatically attain Life Member status within this class of Membership. Retired Members and Life Members are Regular Members and shall have the rights and privileges thereof.

Section 3.2 - Trainee Members: Individuals who are interested in the objectives of the Society, but who are still at the pre-doctoral or pre-professional level of their careers and who otherwise meet such other requirements of Regular Membership as may be adopted from time to time by the Board of Directors are eligible for consideration for appointment as Trainee Members of the Society. Trainee Membership will be valid until the completion of the Trainee

Member's course of study. Upon completion of his or her course of study, the Trainee Member may apply for Regular Membership.

Section 3.3 - Honorary Members: Individuals who have made outstanding contributions to the field of pain research, management or treatment and who otherwise meet such other requirements of Honorary Membership as may be adopted from time to time by the Board of Directors are eligible for consideration for appointment as Honorary Members of the Society. No more than two (2) persons per year shall be elected to Honorary Membership except with the prior unanimous approval from the Board of Directors.

Section 3.4 - Affiliate Corporate Members: Any business entity, non-profit organization, foundation, government agency, association, or society concerned with pain education, research, management or pain services, may apply for Affiliate Corporate Membership of the Society provided that the applicant supports the objects and purposes of the Society and otherwise meets such other requirements of Affiliate Corporate Membership as may be adopted from time to time by the Board of Directors. Acceptance of an Affiliate Corporate Member shall in no way be construed as endorsement of the applicant or any of its products, actions or principles.

Section 3.5 - Appointment of Members: An application for membership should be submitted to the Secretary. The application process will follow the Policies and Procedures of the Society, as may be amended from time to time by the Board of Directors.

Section 3.6 - Rights of Membership: Membership in the Society is a privilege contingent on compliance with the requirements of these Bylaws and such other general requirements of membership that the Board of Directors may adopt. Members shall receive benefits that the Board determines. The Board may at its discretion confer different benefits for different classes of Members and for those with different status within a class of Members, but all Members within the same status within a class will receive the same benefits.

Section 3.7 - Voting Rights: All Regular and Trainee Members in good standing are entitled to one (1) vote on matters brought before the membership. Honorary Members shall not be entitled to vote on matters brought before the membership, with one exception: Honorary Members who were Regular Members at the time of their selection to honorary status retain their voting rights. Affiliate Corporate Members shall not be entitled to vote on matters brought before the membership. Voting on all matters may be conducted at an Annual General Meeting of Members, Members Special Meeting, by mail or any means of electronic or telephonic transmission, unless the Act otherwise provides.

Section 3.8 - No Power to Bind Association: No Member or group of Members may enter into a contract or agreement binding the Society, financially or otherwise, or purport to speak on behalf of the Society without prior express written authority from the Board of Directors.

Section 3.9 - Dues and Assessments: The Board of Directors shall establish annual dues and any special assessments for the various classes of Members, according to the needs of the Society. Dues shall be payable on the first (1st) day of January of each year. Those Members who have not paid these dues within three (3) months of such notice (being March 31st) shall be sent a second notice of dues and shall be sent a notice of forfeiture of their membership if payment in full of the dues for the then current year are not received within 30 days of the forfeiture notice. They will be removed from the list of Members to a list of Non-Members and will immediately lose all rights and benefits associated with being a Member of the Society. Members who have not paid applicable dues and who have, as a result, been removed as Members may have their Membership status reinstated at any time after full payment of all outstanding dues have been made to the Society.

Section 3.10 – Duration and Resignation of Membership: A Member may resign at any time by giving written notice to the Secretary. Dues or assessments which have been paid shall not be refunded. Any Member may be required to resign by vote of two-thirds (2/3) of the voting Members present at the Annual General Meeting of Members or Members Special Meeting.

Article 4 - Meetings of Members

Section 4.1 - Annual General Meeting of Members: The Annual General Meeting of Members, except for any such meeting which may be held at the same location and on consecutive or concurrent dates of the World Congress on Pain (as organized by the International Association for the Study of Pain), shall normally be held in Canada. Advance written notice stating the place and dates of the Annual General Meeting of Members shall be mailed, emailed or faxed by the Secretary to all Members in good standing not less than thirty (30) days prior to the meeting. At every Annual General Meeting of Members, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. Five percent (5%) of the voting Members or fifteen (15) voting Members, whichever is the greater, shall constitute a quorum for any meeting of the Members. The affirmative vote of a majority of the votes entitled to be cast by the Members present (or by proxy) shall be necessary for the adoption of any matter voted upon by the Members, except

as otherwise specifically provided in these Bylaws or the Act.

Section 4.2 - Annual Scientific Meeting: An Annual Scientific Meeting shall be held each year. Should there be an Annual Scientific Meeting in the same year as the World Congress, then that meeting may be held in the same location and on consecutive or concurrent dates as the World Congress on Pain meeting, or as determined by the Board of Directors.

Section 4.3 – Members Special Meeting: A Members Special Meeting may be called by a two-thirds (2/3) majority vote of the Board of Directors and the Board of Directors shall call a Members Special Meeting on written requisition of Members carrying not less than five percent (5%) of the voting rights. Advance written notice stating the place, and dates of the Members Special Meeting shall be mailed, emailed, or faxed by the Secretary to all Members in good standing not less than thirty (30) days prior to such meeting, shall contain sufficient information to permit Members to form a reasoned judgement on the decision to be taken and must remind the voting Members that they have the right to vote by proxy. The requirements for voting and a quorum at such Members Special Meetings shall be the same as for the Annual General Meeting of Members as provided for in these Bylaws.

Section 4.4 – Proxies: Notice of each meeting of Members must remind the Member if he or she has the right to vote by proxy. A Member with voting rights, may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxyholder must be a Regular Member of the Society. A majority of the votes cast by the Members present and carrying voting rights (or by proxy) shall determine the questions in any meeting except where the vote or consent of a greater number of Members is required by the Act or in these Bylaws.

Section 4.5 – Meetings by teleconference: Each meeting of Members can be held by way of a conference telephone or other communications facilities (with the approval of at least five percent (5%) of those Members entitled to participate in the meeting) as permit all Members participating in the meeting to hear each other, and a Member participating in such a meeting by such means is deemed to be present at the meeting. The Chair of any meeting held by conference telephone or other communications facilities shall take a roll call at the commencement of the meeting by calling out the name of each Member participating and making a list of all present or deemed to be present in order to determine whether there is a quorum of Members present at the meeting.

Section 4.6 – Meetings by other electronic means: Meetings held by electronic means must permit all Members participating in the meeting to communicate adequately with each other. Each Member must consent in advance to the method of communication chosen, and each must have equal access. At least five percent (5%) of those Members entitled to participate in the meeting must give approval for holding such a meeting by electronic means. The Chair of any meeting held by such means shall verify the attendance of the Members at the meeting and make a list of all present or deemed to be present in order to determine whether there is a quorum of Members. The recording of votes will be the responsibility of the Secretary, or in the absence of the Secretary, a Member designated by the President. Votes sent electronically will be acknowledged by the person designated to receive them. All electronic voting will be recorded and the results will be filed with the Secretary until a motion to destroy them has been passed.

Section 4.7 – No Notice: No error or omission in giving notice of any Annual Scientific Meeting, Annual General Meeting of Members or Members Special Meeting or any adjourned meeting, whether annual or special, of the Members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, director or officer for any meeting or otherwise, the address (postal or email) or facsimile number of the Member, director or officer shall be his or her last address or facsimile number or email address recorded on the books of the Society.

Article 5 - Board of Directors

Section 5.1 – Board of Directors: The property and business of the Society shall be managed by a Board of Directors comprised of a minimum of three (3) directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of determining the number of directors to be elected to the Board of Directors. Directors must be individuals, eighteen (18) years of age, with power under law to contract. Directors must be Members. The applicants for the Society in its Letters Patent shall become the first directors of the Society whose term of office on the Board of Directors shall continue until their successors are elected. The Board of Directors shall be made up of the officers of the Society specifically identified in paragraph 9.1 of these Bylaws, being the President, President-Elect, Immediate Past-President, Secretary and Treasurer, as such officers may be elected or appointed as described in such paragraph. The term of each member of the Board will be the same as the term of the particular officer position to which he or she is elected or appointed, and such term shall expire or terminate immediately and automatically upon the expiration or termination of the term of such officer appointment, and *vice versa*.

Section 5.2 – Removal of a Director: The office of director shall automatically be vacated:

- a. if at a Special meeting of the Board of Directors, a resolution is passed by a vote of two-thirds (2/3) of the Members present at the meeting that he or she be removed from office;
- b. if a director has resigned his or her office by delivering a written resignation to the Secretary of the Society;
- c. if he or she is found by a court to be of unsound mind;
- d. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors; or
- e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the Society.

Section 5.3 – No Remuneration: The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Society as an officer or in any capacity and receiving compensation therefore. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

Article 6 - Powers of Directors

Section 6.1 – Responsibilities of the Board of Directors: The Board of Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do. The directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to pay for services provided to the Society. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Society in accordance with such terms as the Board may prescribe. The Board shall also arrange for nominations of officers of the Society and ensure that these nominations are brought to the attention of Members for voting upon, in accordance with the Policies and Procedures of the Society. Nothing herein contained shall be construed to preclude any director from serving the Society as an officer or in any capacity.

Section 6.2 - Limitation on Powers: Other than the President in furtherance of his or her duties as principal spokesperson for the Society, as set out in paragraph 10.1 hereof, or such other officer or director as authorized in writing in advance by resolution of the Board of Directors, no officer or director or group of Directors may enter into a contract or agreement binding the Society, financially or otherwise, or purport to speak on behalf of the Society.

Section 6.3 – Additional Powers of the Board of Directors: The Board of Directors is hereby authorized, from time to time:

- a. to borrow money upon the credit of the Society, from any bank, society, firm or person, upon such terms, covenants and conditional at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any current owned or subsequently acquired real and personal, moveable and immovable, property of the Society, and the undertaking and rights of the Society.

Section 6.4 – Solicitation for gifts, grants, etc: The Board of Directors shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

Section 6.5 – Appointment of Agents and Employees: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Section 6.6 – Remuneration: Remuneration for all officers, agents and employees shall be fixed by the Board of Directors by resolution.

Article 7 – Board of Directors’ Meeting

Section 7.1 – General and Special Meetings: Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that forty-eight (48) hours written notice (whether by hand delivery, facsimile or email) of such meeting shall be given by the Secretary, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. The Board shall hold special meetings at other times as the affairs of the Society make necessary or desirable, upon the call of the President, or two-thirds (2/3) of the directors on the Board. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Society shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

Section 7.2 – Quorum: A majority of directors in office, from time to time, but no less than three (3) directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bylaws of the Society. The affirmative vote of a majority of the votes entitled to be cast by the directors present shall be necessary for the adoption of any matter voted upon by the Board of Directors, except as otherwise specifically provided for in these Bylaws.

Section 7.3 – Meetings by teleconference: Each meeting of the Board of Directors can be held by way of a conference telephone or other communications facilities (with the approval of at least two-thirds (2/3) of those directors entitled to participate in the meeting) as permit all directors participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. The Chair of any meeting held by conference telephone or other communications facilities shall take a roll call at the commencement of the meeting by calling out the name of each director participating and making a list of all present or deemed to be present in order to determine whether there is a quorum of directors present at the meeting.

Section 7.4 – Meetings by other electronic means: Meetings held by electronic means must permit all directors participating in the meeting to communicate adequately with each other. Each director must consent in advance to the method of communication chosen, and each must have equal access. At least two-thirds (2/3) of those directors entitled to participate in the meeting must give approval for holding such a meeting by electronic means. The Chair of any meeting held by such means shall verify the attendance of the directors at the meeting and make a list of all present or deemed to be present in order to determine whether there is a quorum of directors. The recording of votes will be the responsibility of the Secretary, or in the absence of the Secretary, a director designated by the President. Votes sent electronically will be acknowledged by the person designated to receive them. All electronic voting will be recorded and the results will be filed with the Secretary until a motion to destroy them has been passed.

Article 8 - Indemnities to Directors and Officers

Section 8.1– Indemnification of Directors and Officers - Every director and officer of the Society and their heirs, estate trustees, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against;

- a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- b. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

Article 9 – Officers

Section 9.1 – Appointment of Officers: The officers of the Society shall be a President, a President-Elect, Immediate Past-President, Secretary and Treasurer. The President-Elect shall be elected (every two years) for a term of two (2) years by the Members at the Annual General Meeting of Members, Members Special Meeting, by mail or any means of electronic or telephonic transmission, unless the Act otherwise provides. The Secretary and Treasurer shall be elected

(every three years) for a term of three (3) years by the Members at the Annual General Meeting of Members, Members Special Meeting, by mail or any means of electronic or telephonic transmission, unless the Act otherwise provides. The Immediate Past-President is a two (2)-year position held by the just-retired President of the Society, and the Immediate Past-President will automatically be deemed to be appointed by the Board of Directors to such post at the expiration (other than under section 9.3 hereof) of his or her term as President. The term of the President is also two (2) years after having served the preceding two (2) years as President-Elect and the President will automatically be deemed to be appointed by the Board of Directors to such post at the expiration (other than under section 9.3 hereof) of his or her term as President-Elect. Any two offices other than President, President-Elect or Immediate Past-President may be held by the same person. Each of the above-named officers shall also be deemed by his or her election or appointment to such officer position to be a director on the Board of Directors.

The Board of Directors may designate and appoint other officers of the Society.

Section 9.2 - General Powers and Duties: Subject to the control of the Society, all officers as between themselves and the Society shall have such authority and perform such duties in the management of the Society as set forth expressly in these Bylaws or as expressly provided by the Board.

Section 9.3 - Removal of Officers: The office of an officer elected by this Article shall automatically be vacated:

- a. if at a Special Board of Directors Meeting, a resolution is passed by a vote of two-thirds (2/3) of the Members present at the meeting that he or she be removed from office;
- b. if an officer has resigned his or her office by delivering a written resignation to the Secretary of the Society;
- c. if he or she is found by a court to be of unsound mind;
- d. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors; or
- e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the Society.

Article 10 - Duties of Officers

Section 10.1 - President: In addition to being a member of the Board of Directors, the President shall be the Chief Executive Officer of the Society, shall preside at meetings of the Board of Directors and at business meetings of the Society, shall act as principal spokesperson for the Society and shall fulfill all other duties of the President as specified in these Bylaws. The President shall be a voting member on all committees of the Society. The President shall serve a term of two (2) years, and may not succeed himself/herself.

Section 10.2 - President-Elect: In addition to being a member of the Board of Directors, the President-Elect shall assist the President in his/her duties as the President may request, and shall carry out the responsibilities of the President in his/her absence or disability or in the event the position of President becomes vacant. The President-Elect shall perform such other duties and have such other lawful powers as the Board of Directors or the President may prescribe. The President-Elect shall serve a term of two (2) years, and may not succeed himself/herself. The President-Elect must have been a Regular Member of the Society for not less than one (1) year.

Section 10.3 - Immediate Past-President: In addition to being a member of the Board of Directors, the Immediate Past-President shall assist the President in his/her duties as the President may request. The Immediate Past-President shall perform such other duties and have such other lawful powers as the Board of Directors or the President may prescribe. The Immediate Past-President shall serve a term of two (2) years, and may not succeed himself/herself. The Immediate Past-President must have been a Regular Member of the Society for not less than one (1) year.

Section 10.4 - Secretary: In addition to being a member of the Board of Directors, the Secretary shall be responsible for maintenance of the records of the Society, other than the financial records, and for the preparation of the minutes of all meetings held by the Members and by the Board of Directors. The Secretary shall be responsible for ensuring that there is an up-to-date list of all Members of the Society. The Secretary shall be responsible for the preparation and distribution of the Annual General Meeting Agenda and Minutes of the previous Annual General Meeting of Members of the Society. In addition, he/she shall carry out such other duties as may be requested by the Board of Directors or the President. The Secretary shall serve a term of three (3) years. The Secretary must have been a Regular Member of the Society for not less than one (1) year. The Secretary shall be the custodian of the seal of the Society.

Section 10.5 - Treasurer: In addition to being a member of the Board of Directors, the Treasurer shall ensure the safe

custody of the Society's funds and securities, shall keep a full and accurate account of receipts and disbursements of the funds belonging to the Society, and shall deposit all monies and other valuable effects in the name and to the credit of the Society in such depositories as maybe designated by majority vote of the Board of Directors. The Treasurer shall ensure the delivery, facsimile, emailing or mailing out of notices of annual dues to all Members. He/she shall also be responsible for ensuring the delivery, facsimile, emailing or mailing out of notices of forfeiture of Membership in the Society as defined in these Bylaws. He/she shall also disburse funds of the Society as may be ordered by a majority of the Board of Directors or by the President and he/she shall render to the Board of Directors at its regular meetings, or as the President so requires, an account of the financial condition of the Society.

The Treasurer shall have the authority to sign cheques on behalf of the Society. If the Treasurer is unable to fulfil his/her responsibilities or the position is vacated, the Board of Directors may designate another officer to have and exercise the same authority and such other officer shall assume the obligations of the Treasurer herein. The Board of Directors can permit the Treasurer to delegate the authority for cheque signing to a third party contracted to facilitate the financial management and administration of the Society. Notwithstanding that delegation, the authorization for signing cheques in an amount over five thousand dollars (\$5,000.00) (or in the aggregate for the same expense) must be pre-approved by the Treasurer by fax or email. The Treasurer shall serve a term of three (3) years, renewable for one (1) additional term by election and may not thereafter succeed himself/herself. The Treasurer must have been a Regular Member of the Society for not less than one (1) year.

Article 11 – Committees

Section 11.1 - Ad hoc Committees and Task Forces: The Board of Directors may create ad hoc committees and task forces from time to time. The Committees or Task Forces will be composed of and chaired by Regular Members of the Society. The tenure for each appointed committee or task force member shall be for one (1) year, except as may be specifically provided in these Bylaws. The Board of Directors shall appoint the members of any ad hoc committees or task forces. Notwithstanding the foregoing, the Board of Directors, in its sole discretion, may require the removal of any such committee or task force member. The Board of Directors shall determine the duties of such committees and task forces and may fix by resolution any remuneration to be paid.

Article 12 - Execution of Documents

Section 12.1 – Authorized Signing Officers: Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by the President and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society to sign specific contracts, documents and instruments in writing. The directors may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Society. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Article 13 - Minutes of Board of Directors

Section 13.1 – Disclosure of Minutes: The minutes of the Board of Directors shall not be available to the general Membership of the Society unless approved by the Board of Directors. Each director shall receive a copy of such minutes from the Secretary of the Society.

Article 14 - Special Interest Groups

Section 14.1 - General: As part of its objects to promote research and communication among scientists, physicians, and other health professionals with specialized knowledge in different fields, the Society may charter Special Interest Groups to focus on specific areas. A Special Interest Group provides participating members with an opportunity to carry on intensive, in-depth discussion in certain areas of interest. Special Interest Groups are intended to promote the educational and scientific purposes of the Society relevant to specific areas of interest.

Section 14.2 – Limitations: Special Interest Groups shall maintain the multidisciplinary emphasis of the Society and shall not consist of one (1) professional group or discipline area, and only one (1) Special Interest Group will be permitted in a subject area. All members of a Special Interest Group must be Members of the Society.

A Special Interest Group as a whole may not enter into a contract or agreement binding the Society or purport to speak on behalf of the Society. Such actions may only be taken upon a resolution adopted by the Board of Directors.

Section 14.3 – Meetings: Any Special Interest Group may hold scientific and professional meetings, provided that these are organized and financed by the Special Interest Group. Such meetings must not conflict with the scientific or business meetings of the Society and must be open to all Society Members on a space-available basis.

Section 14.4 - Finances & Liabilities/Indemnity: The Society shall not be liable for any financial or other obligations or liabilities incurred by any Special Interest Group, unless approved in writing in advance by the Board of Directors. If needed, the Special Interest Groups shall contract in the name of the members of such Special Interest Group and shall specifically disclose to any other relevant party that they are not (and have no authority to) contracting on behalf of the Society. The members of a Special Interest Group shall indemnify the Society and save it harmless from and against any and all obligations, losses, claims, actions, damages, liability and expense in connection with or arising from or out of the activities, acts or omissions of such Special Interest Group. If the Society shall be made a party to any litigation commenced by or against the Special Interest Group, or if the Society is named as the defendant or respondent in such litigation on the basis that the Society chartered the Special Interest Group, then the members of such Special Interest Group shall protect, indemnify and hold the Society harmless and shall pay all costs, expenses and reasonable legal fees incurred or paid by the Society in connection with such litigation. The contents of this section shall survive the termination or decertification of a Special Interest Group by the Society.

The Society may collect Special Interest Group dues. The Society will keep the Special Interest Group's dues under separate account and dispense funds only upon the direction of the Special Interest Group's Chair.

Section 14.5 – Termination: Each Special Interest Group must submit an annual report of its activities during the previous year to the Secretary by March 1 of each year. Any Special Interest Group not submitting an annual report will be notified that if a report is not submitted within six (6) months, the Special Interest Group may be considered inactive and all Group funds will be distributed to the general Society budget. The Board of Directors may terminate a Special Interest Group for any other reason, including but not limited to the following: insufficient number of members, lack of interest in the Special Interest Group by the membership of the Society, or concerns that the Board has regarding the finances, management or activities of the Special Interest Group.

Article 15 - Financial Year

Section 15.1 – Fiscal Year End: Unless otherwise ordered by the Board of Directors, the fiscal year end of the Society shall be December 31st.

Article 16 - Amendment of Bylaws

Section 16.1 – Amendment of Bylaws: The Bylaws of the Society not embodied in the letters patent may be repealed or amended by Bylaw, or a new Bylaw relating to the requirements of subsection 155(2) of the *Canada Corporations Act* or otherwise related to the operations of the Society, may be proposed by:

(1) a written proposal signed by the greater of (i) a minimum of fifteen (15) Regular Members; or (ii) a minimum of ten percent (10%) of the Regular and/or voting Honorary Members; or

(2) a director at a meeting of the Board of Directors;

then enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of a majority (unless the Act provides otherwise) of the voting Members at a meeting duly called for the purpose of considering the said Bylaw, provided that the new Bylaw or the repeal or amendment of existing Bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained. These Bylaws may be amended or repealed or new Bylaws enacted by votes cast by the Members at the Annual General Meeting of Members of the Society, or Members Special Meeting or, unless prohibited by the Act, through an on-line voting application available to all voting Members. Written notice of the substance of the proposed amendment or amendments is to be sent to all Members thirty (30) days prior to the Annual General Meeting of Members or Members Special Meeting at which action is to be taken on the proposed amendment or amendments and, in the case of on-line voting, thirty (30) days prior to the end of the voting period.

Article 17 – Auditors

Section 17.1 – Appointment of Auditor: The Members shall, at each Annual General Meeting of Members, appoint an auditor to audit the account and annual financial statements of the Society for report to the Members at the next annual meeting of the Members. The auditor shall hold office until the next Annual General Meeting of Members provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor shall not be a director, officer or employee of the Society unless consented to by all of the Members voting at the Annual General Meeting of Members.

Article 18 - Books and Records

Section 18.1 – Maintenance of Books and Records: The directors shall see that all necessary books and records of the Society required by these Bylaws of the Society or by any applicable statute or law are regularly and properly kept.

Article 19 - Rules and Regulations

Section 19.1 – Rules and Regulations: The Board of Directors may prescribe such rules, regulations, policies and procedures not inconsistent with these Bylaws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations and policies and procedures shall have force and effect only until the next Annual General Meeting of Members of the Society when they shall be confirmed, and failing such confirmation at such meeting of Members, shall at and from that time cease to have any force and effect.

Article 20 - Interpretation

Section 20.1 – General: In these Bylaws and in all other Bylaws of the Society hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Societies.

Passed by the Board of Directors and sealed with the corporate seal on _____, 2008.

c/s

President

Secretary

Confirmed by the Members and sealed with the corporate seal on _____, 2008.

c/s

President

Secretary