

CANADIAN ASSOCIATION OF MAID ASSESSORS AND PROVIDERS

BYLAWS

Part 1 - Definitions and Interpretation

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) **“Associate Members”** means those Persons who have previously been admitted as Associate Members as of the date on which these Bylaws come into effect and those Persons who become Associate Members of the Society pursuant to these Bylaws, and who in each case have not ceased to be Associate Members;
- (b) **“Board”** means the Directors acting as authorized by the Societies Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Directors who are entitled to vote on such matter either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or by a combination of votes cast at a meeting of the Board and by Electronic Means; or
 - (ii) a resolution that has been (1) sent to all of the Directors and (2) consented to in writing by two-thirds of the Directors who would have been entitled to vote on the resolution at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the Societies Act;
- (e) **“Criminal Code”** means the *Criminal Code*, R.S.C. 1985, c. C-46, as amended from time to time;
- (f) **“Constitution”** means the constitution of the Society as filed with the Registrar, and as may be altered from time to time in accordance with the Societies Act;
- (g) **“Directors”** means those individuals who are, or who subsequently become, directors of the Society in accordance with these Bylaws and who have not ceased to be directors of the Society;
- (h) **“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, electronic, radio, computer or internet-based technology or other communication facility or medium that permits all participants to communicate with each other;
- (i) **“Electronic Meeting”** means either:
 - (i) a meeting held fully by Electronic Means, in which persons are entitled to participate solely by Electronic Means, as set out in the notice for the meeting, and

in which all persons attending the meeting are able to participate in it by such Electronic Means; or

- (ii) a meeting held partially by Electronic Means, in which persons are entitled to participate in person or by Electronic Means, as set out in the notice for the meeting, and in which all persons attending the meeting are able to participate in it, whether in person or by such Electronic Means;
- (j) **“Electronic Voting”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, electronic, radio, computer or internet-based technology or other communication facility or medium that permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- (k) **“Income”** means income of the Society as determined for the purposes of paragraph 149(1)(l) of the Income Tax Act in accordance with subsection 149(2) thereof;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (m) **“MAiD”** means medical assistance in dying;
- (n) **“Members”** means all those Persons who have been admitted as either Associate Members or Voting Members as of the date on which these Bylaws come into effect and those Persons who become Associate Members or Voting Members of the Society pursuant to these Bylaws, and who in each case have not ceased to be Associate Members or Voting Members, as the case may be;
- (o) **“Membership Year”** means, in relation to Associate Members, the 12 month period immediately following the date on which an Associate Member was admitted as a Member or the date on which an Associate Member has renewed their membership, as applicable;
- (p) **“Ordinary Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Voting in accordance with these Bylaws; or by a combination of votes cast at a meeting of the Members and by Electronic Voting; or
 - (ii) a resolution consented to in writing, after being sent to all of the Voting Members entitled to vote on such matters, by at least 2/3 of such Members;
- (q) **“Nominating Committee”** means the ad hoc nominating committee established by the Board pursuant to Bylaw 5.7;
- (r) **“Person”** means an individual, legal personal representative, corporation, society, partnership, trust, trustee or other entity or organization;
- (s) **“present”** means, for greater certainty, to be attending a meeting either in person or by Electronic Means, to the extent permitted for the relevant meeting;
- (t) **“President”** means the person appointed or elected to the office of the president in accordance with these Bylaws;

- (u) **“Registered Address”** of a Member or Director means the address of that Member or Director, as applicable, recorded in the register of Members or register of Directors, as the case may be, including, if provided by the Member or Director for that purpose, that Member’s or Director’s electronic mail address;
- (v) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (w) **“Secretary”** means the person appointed or elected to the office of the secretary in accordance with these Bylaws;
- (x) **“Senior Manager”** means an individual, if any, appointed by the Directors to serve as a senior manager in accordance with the Societies Act;
- (y) **“Societies Act”** means the *Societies Act* of the Province of British Columbia from time to time in force, as it may be amended, restated or replaced from time to time, and includes any successor legislation thereto and all regulations enacted thereunder;
- (z) **“Society”** means the society known as the Canadian Association of MAiD Assessors and Providers or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws;
- (aa) **“Special Resolution”** means:
 - (i) a resolution passed by at least 2/3 of the votes cast by those Voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Voting in accordance with these Bylaws; or by a combination of votes cast at a meeting of the Members and by Electronic Voting; or
 - (ii) a resolution consented to in writing by all of the Voting Members entitled to vote on such matter;
- (bb) **“Special Resolution (Higher Threshold)”** means
 - (i) a resolution passed by at least 2/3 of the Voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Voting in accordance with these Bylaws; or by a combination of votes cast at a meeting of the Members and by Electronic Voting; or
 - (ii) a resolution consented to in writing by all of the Voting Members entitled to vote on such matter;
- (cc) **“Treasurer”** means the person appointed or elected to the office of the treasurer in accordance with these Bylaws;
- (dd) **“Vice-President”** means the person appointed or elected to the office of the vice-president in accordance with these Bylaws; and
- (ee) **“Voting Members”** means those individuals who have previously been admitted as Voting Members as of the date on which these Bylaws come into effect and those Persons who become Voting Members of the Society pursuant to these Bylaws, and who in each case have not ceased to be Voting Members.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Conflict with Societies Act

If there is a conflict between these Bylaws and the Societies Act, the Societies Act will prevail.

1.4 General Interpretation Rules

Words of one gender include all genders and words in the singular include the plural and vice versa, in each case as the context permits or requires.

Part 2 - Members

2.1 Members

The Members will be comprised of those individuals who are either Voting Members or Associate Members at the time these Bylaws become effective and those Persons who become either Voting Members or Associate Members of the Society in accordance with these Bylaws and in either case who have not ceased to be Members.

2.2 Classes of Membership

There will be two classes of Members of the Society: Voting Members and Associate Members.

2.3 Rights of Members

In addition to such rights and subject to such restrictions as may be contained in the Societies Act and these Bylaws, a Member in good standing has the following rights and privileges of membership, by class:

(a) Voting Members

- (i) to receive notice of and attend all meetings of Members;
- (ii) to make or second motions at any meetings of Members and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted; and
- (iii) to exercise a vote on matters for determination by the Members.

(b) Associate Members

- (i) to receive notice of and attend all meetings of Members.

2.4 Deemed Admission of Voting Members

The Voting Members will be comprised solely of those individuals who are Directors of the Society from time to time, each of whom shall be deemed to have been admitted as a Voting Member upon his or her election or appointment as a Director without further need for application for membership. No Persons other than the Directors are eligible to be admitted as Voting Members.

2.5 Eligibility for Associate Membership

In order to be eligible to be admitted as, and to remain, an Associate Member, a Person must

- (a) support the purposes of the Society in good faith; and
- (b) have a professional or other working connection to MAiD, as determined by the Board in its sole discretion,

provided that the Board, in its sole discretion, may admit an applicant as an Associate Member who does not meet these criteria.

2.6 Admission to Associate Membership

An eligible Person may apply in writing to the Directors for membership in the Society as an Associate Member in accordance with these Bylaws and upon acceptance by the Directors and payment of the accompanying membership dues, if any, will be an Associate Member. The Directors may, in their sole discretion, accept, postpone or refuse a written application for membership.

2.7 Application for Associate Membership

Applications for membership in the Society as an Associate Member in the Society must:

- (a) be in writing and, if applicable, on an application form approved by the Directors from time to time and be submitted to the Society in the manner determined by the Directors from time to time (which may, without limitation, include submission on-line);
- (b) include any documents or other information as the Society may require to confirm eligibility for membership as an Associate Member;
- (c) the Board may, in its sole discretion, require an applicant for membership to satisfy and demonstrate the applicant's interest in becoming an Associate Member and the reasons therefor;
- (d) include the full name, address, telephone number of the applicant, and if the applicant wishes to receive notices from the Society by electronic mail, the electronic mail address of the applicant; and
- (e) be accompanied by any membership dues which are payable.

2.8 Duties of Members

Every Member will, at all times, uphold the Constitution and comply with these Bylaws and any policies of the Society adopted by the Directors from time to time.

2.9 Membership Dues

The amount of the annual membership dues, if any, will be determined by the Directors, by Board Resolution, for each class of Members which may be required to pay dues. The Board may prescribe different rates of dues for different classes of Members. In the absence of any such determination, it will be deemed that there are no annual or other membership dues. 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 or class of Members from time to time.

2.10 Membership Term (Associate Member)

The membership of each Associate Member shall expire at the end of the corresponding Membership Year.

2.11 Renewal of Associate Membership

Associate Members may renew their membership prior to the expiry of the Membership Year by:

- (a) re-submitting a membership application to the Board; and
- (b) paying the applicable membership dues for the corresponding Membership Year.

2.12 Cessation of Membership

A Member's membership in the Society terminates immediately when:

- (a) a Voting Member ceases to be a Director (although for greater certain, such individual may re-apply for membership as an Associate Member in accordance with these Bylaws);
- (b) the Associate Member's term of membership term expires;
- (c) an Associate Member ceases to be qualified as an Associate Member pursuant to these Bylaws, as determined by the Board in its sole discretion;
- (d) the Member resigns in writing, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (e) the Member, in the case of an individual, dies or, in the case of a partnership, corporation or other entity, dissolves;
- (f) the Associate Member is expelled in accordance with the Bylaws or otherwise as permitted under the Societies Act; or
- (g) unless otherwise waived by the Board in its discretion, the Associate Member has been not in good standing for 2 consecutive months.

2.13 Discipline and Expulsion of Associate Members

- (a) An Associate Member may be disciplined or expelled by Special Resolution.
- (b) The Society must send to the Associate Member written notice of the proposed discipline or expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed discipline or expulsion.
- (c) The Associate Member who is the subject of the proposed discipline or expulsion must be given an opportunity to make representations to the Society respecting the proposed expulsion or discipline.

2.14 Associate Members Not in Good Standing

An Associate Member is not in good standing if:

- (a) the Associate Member fails to pay the Associate Member's annual membership dues, if any, or any other subscription or debt due and owing by them to the Society, unless the

Board has waived the payment thereof, and the Associate Member is not in good standing so long as those dues or other debt remains unpaid; or

- (b) the Associate Member is the subject of discipline pursuant to Bylaw 2.13 and the Associate Member is not in good standing for the duration of such discipline.

2.15 Rights of Members Not in Good Standing

An Associate Member that is not in good standing has the right to receive notice of and to attend all meetings of Members but is suspended from all other rights and privileges, for so long as such Associate Member remains not in good standing.

2.16 Rights of Members on Cessation of Membership

All rights and privileges of a Member terminate immediately on cessation of membership.

Part 3 - General Meetings of Members

3.1 Time and Manner of General Meetings

- (a) General meetings of the Society will be held at such time and in such manner, in accordance with the Societies Act, as the Directors decide.
- (b) For greater certainty, general meetings of the Society may, in the discretion of the Directors, be held as Electronic Meetings.

3.2 Annual General Meetings

Unless otherwise permitted in accordance with the Societies Act, the Society will hold an annual general meeting at least once in every calendar year.

3.3 Deemed Annual General Meetings

Subject to the Societies Act, the Society will be deemed to have held an annual general meeting if:

- (a) the matters that must, under these Bylaws or the Societies Act, be dealt with at that meeting are dealt with in a resolution; and
- (b) all of the Voting Members consent in writing to that resolution on or before the date on which the annual general meeting must be held pursuant to the Societies Act.

3.4 Extraordinary General Meeting

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.5 Calling of Extraordinary General Meeting

The Directors may, by Board Resolution, convene an extraordinary general meeting.

3.6 Requisition of General Meeting

The Voting Members may, in accordance with the Societies Act, requisition the Directors to call a general meeting for the purposes stated in the requisition, provided that such requisition is signed by not fewer than 10% of the Voting Members and otherwise complies with the Societies Act.

3.7 Notice of General Meeting

- (a) The Society will, in accordance with Bylaw 14.1, send notice of a general meeting to:
- (i) every Person shown on the register of Members as a Member on the day notice is sent;
 - (ii) the Directors, to the extent not received by the individual in their capacity as a Member; and
 - (iii) the auditor, if any is appointed,
- not less than 14 days and not more than 60 days prior to the date of the meeting.
- (b) No other Person is entitled to be given notice of general meeting.

3.8 Deemed Notice of General Meeting

Notwithstanding Bylaw 3.7, for so long as the Society has more than 250 Members (or such lesser number of Members permitted under the Societies Act), notice of a general meeting may be sent:

- (a) by e-mail to every Member who has provided an email address to the Society, at least 14 days and not more than 60 days before the meeting; and
- (b) by posting notice of the meeting on a website that is maintained by or on behalf of the Society, and that is accessible to all of the Members, throughout the period that commences at least 21 days immediately before the meeting and ends on the day on which the meeting is held.

3.9 Contents of Notice of General Meeting

Notice of a general meeting must:

- (a) specify the date, time and, if applicable, location of the general meeting;
- (b) include the text of any Special Resolution to be submitted to the Voting Members at the meeting; and
- (c) if the Board has determined to hold the general meeting as an Electronic Meeting, contain instructions for attending and participating in the meeting by Electronic Means, including, if applicable, instructions for voting at the meeting.

3.10 Waiver of Notice

A Member may, in any manner, waive or reduce the Member'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.

3.11 Omission of Notice

The accidental omission to send notice of a general meeting to, or the non-receipt of a notice by, a Member does not invalidate any proceedings at that meeting.

Part 4 - Proceedings at General Meetings

4.1 Ordinary Business at General Meetings

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

- (a) adoption of rules of order;
- (b) receipt of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if applicable; and
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

4.2 Chair of General Meeting

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

- (a) the individual, if any, appointed by the Board to preside as the chair of the meeting;
- (b) if the Board has not appointed an individual to preside as the chair of the meeting or the individual appointed by the Board is unable to preside as the chair of the meeting:
 - (i) the President;
 - (ii) the Vice-President, 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 Vice-President are unable to preside as the chair of the meeting; or
- (d) if there is no individual otherwise entitled under these Bylaws who is able to preside as the 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 preside as the chair of the meeting.

4.3 Alternate Chair

If the individual presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of Voting Members present at such meeting, they may preside as chair of the meeting.

4.4 Quorum Required

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 Members is present.

4.5 Quorum

The quorum for the transaction of business at a general meeting is six Voting Members in good standing present at the meeting, provided that if the Society has fewer Members than is required under this Bylaw, the quorum for the transaction of business at a general meeting is the greater of (i) 3 Voting Members and (ii) all of Voting Members.

4.6 Lack of Quorum at Commencement of Meeting

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

- (a) in the case of a meeting convened on the requisition of Voting 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 held in the same manner, 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 Members who are present constitute a quorum for that meeting.

4.7 If Quorum Ceases to be Present

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

4.8 Adjourning a General Meeting

The chair of a general meeting may, and if so directed by the Voting Members at the meeting must, adjourn the meeting from time to time, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

4.9 Notice of Continuation of Adjourned General Meeting

It is not necessary to send 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 14 days or more, notice of the continuation of the adjourned meeting must be sent.

4.10 Participation in General Meetings by Electronic Means

If the Board has exercised its discretion to hold a general meeting as an Electronic Meeting, a person may participate in such meeting by the Electronic Means selected by the Directors in respect of such meeting. Any person participating in such Electronic Meeting by Electronic Means is deemed to be present at such meeting.

4.11 Proposing a Resolution

No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

4.12 Ordinary Resolution Sufficient

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 these Bylaws to be decided by Special Resolution.

4.13 Entitlement to Vote

- (a) Each Voting Member in good standing is entitled to one vote on matters for determination by the Members. For greater certainty, an Associate Member is not entitled to vote.
- (b) In case of an equality of votes, the individual presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such individual may be entitled as a Member and the proposed resolution will not pass.

4.14 Electronic Voting

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Voting Members by means of Electronic Voting. For each such vote, the Board must provide each Voting Member in good standing with rules respecting how such Electronic Voting is to occur and instructions on how Voting Members may cast their vote and, if such Electronic Voting is occurring outside of a general meeting, such rules must also include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation; and
- (b) the opening and closing dates for casting a vote.

4.15 Methods of Voting at a Meeting

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Voting Members who are entitled to vote;
- (b) without limiting the generality of paragraph (a), by Electronic Voting in accordance with these Bylaws; or
- (c) by written ballot,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by two or more Voting Members or directed by the chair of the meeting, in each case prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Voting Member voted.

4.16 No Proxy Voting

Voting by proxy is not permitted.

4.17 Corporate Members

A corporate Associate Member may attend meetings by its authorized representative, who is entitled to exercise the rights of an Associate Member, and that representative will be reckoned as an Associate Member for all purposes with respect to a meeting of the Society, provided that the chair of a meeting will

be entitled to require any such representative to first produce evidence of their appointment as the Associate Member's representative.

Part 5 - Directors

5.1 Power of Directors

The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society, including without limitation, the Societies Act; and
- (b) these Bylaws and the Constitution.

5.2 Management of Property, Activities and Internal Affairs

The Board has the authority and responsibility to manage, or supervise the management of, the property, activities and internal affairs of the Society.

5.3 Invalidation of Director Acts

- (a) No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (b) No act or proceeding of a Director is invalid merely because:
 - (i) of a defect in a Director's designation, election or appointment or in the qualifications of a Director;
 - (ii) fewer than the required number of Directors have been designated, elected or appointed;
 - (iii) the residency requirements for the Directors have not been met; or
 - (iv) a majority of the Directors, contrary to the Societies Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.

5.4 Number of Directors

The Society must have no fewer than three and no more than 13 Directors, as determined by the Board from time to time, each of whom is elected or appointed in accordance with these Bylaws.

5.5 Composition of the Board

At all times, the Board must be comprised as follows:

- (a) a majority of the Directors must be either a nurse practitioner or a medical practitioner, as each such term is defined in the Criminal Code, who as at the date of their election has either (1) approved a minimum of 5 people as eligible for MAiD each year in the past 2 out of 3 years or (2) provided MAiD for 5 people in the past 2 out of 3 years;
- (b) at least two Directors must be nurse practitioners, as such term is defined in the Criminal Code; and

- (c) at least two Directors must be medical practitioners, as such term is defined in the Criminal Code.

5.6 Director Qualifications

An individual must, to be eligible to be a Director, comply with the requirements of the Societies Act and, without limiting the foregoing, must:

- (a) be at least 18 years of age;
- (b) not have been found by any court to be incapable of managing their affairs (unless a court subsequently finds otherwise);
- (c) not be an undischarged bankrupt;
- (d) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act;
- (e) if the Society is a registered charity, not be an ineligible individual, as such term is defined in the *Income Tax Act*;
- (f) meet the criteria established in Bylaw 5.5 in respect of the Director position to which such individual was elected; and
- (g) have been nominated for election in accordance with these Bylaws.

Unless permitted under the Societies Act, a majority of Directors must not receive nor be entitled to receive remuneration from the Society under contracts of employment or contracts for services.

5.7 Nomination of Prospective Directors

- (a) The Directors shall annually establish a Nominating Committee, comprised of such Directors as shall be determined by Board Resolution, the purpose of which is to facilitate the nomination of candidates to stand for election as Directors at the next general meeting at which an election of Directors may be required. If no such committee is appointed, the duties of the Nominating Committee set out in this Bylaw 5.7 shall be carried out by the governance committee, or in the absence of a governance committee, by the Board.
- (b) The Nominating Committee shall comply with any terms of reference established by Board Resolution and, without limitation, shall:
 - (i) set timelines for the receipt of nominations and arrange for notice thereof to be given to each of the Members, provided that all nominations must be received by the Nominating Committee no later than two calendar weeks before the date on which the election of Directors is scheduled to take place;
 - (ii) determine the process and requirements for the nomination of prospective Directors, in accordance with the Bylaws (including without limitation the provisions pertaining to Board composition) and established Board policy, and give notice of such requirements to each of its Members;
 - (iii) solicit and receive nominations from Members;
 - (iv) review and assess all information submitted in respect of the nominees; and

- (v) prepare a list of nominees, which for greater certainty need not include all nominations received by the Nominating Committee, and make its recommendation to the Directors with respect to the list.
- (c) The Directors shall review the list of nominees prepared by the Nominating Committee and determine the nominees to be presented for election at the applicable meeting. For greater certainty, the Directors (i) are not required to present for election the full list of nominees prepared by the Nominating Committee and (ii) may endorse one or more nominees.
- (d) In preparing the list of nominees, the Nominating Committee and the Board will take into account the requirements for Board composition at Bylaw 5.5 and will strive to be representative in terms of race, gender, and geographic location in Canada.
- (e) The Directors may create policies relating to the nominations process and elections.

5.8 Consent to be a Director

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

- (a) that individual consents to be a Director in the manner provided for in the Societies Act; or
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.

5.9 Election of Directors

Subject to Bylaw 5.15, Directors will be elected by the Voting Members at a general meeting at which the election or appointment of Directors is required and will take office commencing at the close of such meeting.

5.10 Election by Ballot

An election of Directors may be by acclamation, provided that if there are more candidates for election as Directors than there are positions for Director that will become vacant at the close of the next annual general meeting, the election of Directors will be by secret ballot with the name of each candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of the candidates receiving the most votes. In the event of an election by ballot, no Voting Member will vote for more Directors than the number of vacant positions for Director. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.11 Director Terms

- (a) Elections for Directors will normally occur at the annual general meeting.
- (b) Subject to paragraph (d), each Director will be elected for a three year term and will retire from office at the close of the third annual general meeting following their election, provided that if no successor is elected at such meeting and the retirement of a Director would cause the number of Directors to fall below three, such Director, if they consent, will continue to hold office (and the term of such individual as Director is deemed to have been extended) until such time as a successor Director is elected.
- (c) For the purposes of calculating the duration of a Director's term of office, such term will be deemed to have commenced at the close of the annual general meeting at which the Director was elected provided that if the Director was elected at an extraordinary general meeting or by consent resolution of the Voting Members, their term of office will be deemed

to have commenced at the close of the annual general meeting immediately following their election.

- (d) To the greatest extent possible, the Directors shall be elected for staggered terms, so that approximately one-third of the total number of Director terms expire each year. In order to ensure staggered terms, the Directors may by Board Resolution prior to an election determine that some or all of the vacant Director positions will have a term of less than three years, the length of such term to be determined by the Directors in their discretion.
- (e) Any Directors currently serving as of the date on which these Bylaws come into effect will complete the term for which they were elected, notwithstanding that such term may not comply with these Bylaws.

5.12 Term Limits

- (a) Subject to paragraph (b) and Bylaw 5.16, a Director may serve for a maximum of three consecutive terms. An individual who has served as a Director for three consecutive terms may not be re-elected for at least one year following the expiry of their latest term.
- (b) Any terms commenced or completed prior to the Director elections held at the 2022 annual general meeting will not be taken into consideration for the purposes of calculating the term limits set out in paragraph (a).

5.13 Removal or Discipline of Director

- (a) A Director may be disciplined or removed before the expiration of their term of office by either Special Resolution or subject to paragraph (b), by a resolution of the Directors that is passed by at least 2/3 of the votes cast by those Directors who are entitled to vote on such matter or that has been consented to in writing by every Director entitled to vote on such matter. Such vote may be conducted by secret ballot, as determined by the Board.
- (b) A Director may not be proposed for removal or discipline by resolution of the Directors unless at least seven days' written notice of the resolution has been provided to the Director who is proposed for removal and, prior to the vote on the resolution, they have been given a reasonable opportunity to make representations to the Board respecting the proposed removal.
- (c) A Director who is proposed for removal or discipline by resolution of the Directors has a conflict of interest and may not vote on the proposed resolution.

5.14 Ceasing to be a Director

An individual will immediately and automatically cease to be a Director upon:

- (a) ceasing to meet any of the qualifications for being a Director set out in the Societies Act and these Bylaws;
- (b) being convicted of an offence under the Criminal Code in relation to the provision of MAiD, including but not limited to the provision of MAiD to an ineligible individual;
- (c) the written resignation of such individual as a Director, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (d) their death;

- (e) the expiry of their term of office as a Director, unless re-elected; or
- (f) their removal from office as a Director.

5.15 Directors May Appoint Directors

The Directors may at any time and from time to time, by Board Resolution, appoint an individual to serve as a Director, provided that:

- (a) such individual is qualified under these Bylaws to serve as a Director; and
- (b) the composition of the Board following such appointment still complies with Bylaw 5.5.

5.16 Term of Appointment of Director Appointed by Board

An individual appointed by the Board pursuant to Bylaw 5.15 will cease to be a Director at the annual general meeting next following such individual's appointment (unless re-elected pursuant to these Bylaws), provided that any individual appointed to fill a vacancy will not cease to be a Director until the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy. Any partial terms served as Directors pursuant to Bylaw 5.15 that are one year or less in length will not be taken into account when calculating the term limits set out in these Bylaws, but conversely partial terms that are greater than one year will be taken into account when calculating term limits set out in these Bylaws.

5.17 Support of Society Purposes

Each Director will unreservedly subscribe to and support the purposes of the Society and, when exercising the powers and performing the functions of a Director, will act with a view to the purposes of the Society.

5.18 Director Remuneration

The Society will not pay any remuneration to an individual for being or acting as a Director; however, the Society may, subject to the Societies Act, pay remuneration to an individual who is a Director for services provided by that individual to the Society in another capacity.

5.19 Reimbursement of Director Expenses

The Society may reimburse a Director for reasonable expenses necessarily incurred by them in performing their duties as a Director.

Part 6 - Proceedings of Directors

6.1 Directors' Meetings

The Directors may meet at any location or in an Electronic Meeting to conduct business and may otherwise regulate their meetings and proceedings as they see fit.

6.2 Calling Directors' Meetings

A Directors' meeting may be called by the President or by any two Directors.

6.3 Notice of Directors' Meetings

At least two days' notice of a Directors' meeting must be sent to all Directors unless all of the Directors agree to a shorter notice period, provided that:

- (a) for a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to send notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present;
- (b) no formal notice will be necessary if all Directors were present at the preceding meeting when the time and, if applicable, location of the meeting were determined or are present at the meeting and waive notice thereof in writing or give a prior verbal waiver to the Secretary; and
- (c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors' meetings.

If a meeting of the Board will be conducted as an Electronic Meeting, either in whole or in part, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.

6.4 Board Proceedings Valid Despite Omission to Send Notice

The accidental omission to send notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

6.5 Quorum of Directors

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be a majority of the Directors then in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to Bylaw 7.2 is not entitled to vote on the proposed contract or transaction.

6.6 Chair of Directors' Meetings

Subject to a Board Resolution appointing another individual to chair a meeting, the President will chair all meetings of Directors.

If the President or such other individual appointed by Board Resolution is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Vice-President will chair the meeting, provided that if the Vice-President is not present at such meeting within 15 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Directors present at the meeting will choose one of their number to chair the meeting.

6.7 Board Resolutions

Unless otherwise required under these Bylaws or under the Societies Act, any question arising at a meeting of the Directors or at a meeting of a committee of Directors will be decided by Board Resolution.

6.8 Director Entitlement to Vote

- (a) Subject to paragraph (b), each Director will be entitled to one vote.

- (b) In case of an equality of votes, (i) the individual presiding as chair of a meeting will not have a second or casting vote in addition to the vote which such individual is entitled as a Director and (ii) the proposed resolution will be tabled to the meeting of Directors next following at which time the individual presiding as chair of the meeting will have a second or casting vote in relation to that resolution.

6.9 Procedure for Voting by Directors

- (a) The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Board by means of Electronic Voting. For each such vote, the Board must provide each Director with rules respecting how such Electronic Voting is to occur and instructions on how Directors may cast their vote and, if such Electronic Voting is occurring outside of a general meeting, such rules must also include:

- (i) the text of the resolutions that are the subject of the vote and any other supporting documentation; and
- (ii) the opening and closing dates for casting a vote.

- (b) Unless otherwise set out in these Bylaws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:

- (i) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;
- (ii) without limiting the generality of paragraph (i), by Electronic Voting in accordance with these Bylaws; or
- (iii) by written ballot,

provided that where a vote is to be conducted in accordance with paragraph (b)(i), if directed by the chair of the meeting or authorized by Board Resolution prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Director voted.

- (c) No resolution proposed at a meeting of Directors needs to be seconded and the chair of a meeting may move or propose a resolution.

6.10 Participation in Meetings of Directors by Electronic Means

If the Board has exercised its discretion to hold a meeting of the Board as an Electronic Meeting, a person may participate in such meeting by the Electronic Means selected by the Directors in respect of such meeting. Any person participating in such Electronic Meeting by Electronic Means is deemed to be present at such meeting.

Part 7 - Director Conflict of Interest

7.1 Declaration of Conflict

A Director who has a direct or indirect material interest in:

- (a) a contract or transaction, or proposed contract or transaction, of the Society; or

- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society,

must disclose fully and promptly the nature and extent of such interest to each of the other Directors and must otherwise comply with the Societies Act and any policies adopted by the Board from time to time.

7.2 Voting on Proposed Contract or Transaction

A Director who has declared their conflict of interest pursuant to Bylaw 7.1 will abstain from voting on the Board Resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 7.1.

7.3 Participation in Discussions

A Director who has declared their conflict of interest pursuant to Bylaw 7.1 will leave the Directors' meeting, if any:

- (a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors present to remain at the meeting to provide information; and
- (b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 7.1,

and in all cases will refrain from any action intended to influence the discussion or vote.

Part 8 - Committees

8.1 Formation of Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Delegation to Committees

Without limiting the Board's authority to create such standing and special committees, comprised of such committee members as may be determined by the Board or the terms of reference for that committee, the Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

8.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee will conform to any rules that may from time to time be imposed on it by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

8.4 Committee Meetings

The members of a committee may meet and adjourn as they think proper.

8.5 Dissolution of Committee

The Board may dissolve any committee by Board Resolution.

Part 9 - Senior Managers and Officers

9.1 Appointment of Senior Managers

The Directors may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

9.2 Qualifications of Senior Managers

In order to be eligible to be appointed as a Senior Manager, an individual must comply with the requirements set out in the Societies Act and, without limiting the foregoing, must:

- (a) be at least 18 years of age;
- (b) not have been found by any court to be incapable of managing their affairs;
- (c) not be an undischarged bankrupt; and
- (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act.

9.3 Senior Manager Conflicts of Interest

The provisions in Part 7 of these Bylaws apply to Senior Managers, *mutatis mutandis*.

9.4 Election and Appointment of Officers

From time to time, the Board will elect or appoint from amongst itself the officers of the Society, which may (but need not) include the President, Vice-President, a Secretary and a Treasurer, and any other officers the Board deems necessary. Each such officer will be deemed to be appointed as a Senior Manager to the extent that, by virtue of their appointment to such officer position, such individual has been appointed to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

9.5 Officer Qualifications

- (a) Only individual who are Directors are eligible to serve as officers.
- (b) The President must be an individual who:
 - (i) is either a medical practitioner or nurse practitioner, as defined in the Criminal Code, who - as at the date of their appointment or election - has provided MAiD for 5 people in the past 2 out of 3 years; and
 - (ii) has served as a Director for at least two full years in the three years immediately prior to being elected or appointed as President,

provided that if the Board determines, in its discretion, that no individual who meets the requirements in paragraphs (i) and (ii) is willing and able to carry out the role of President, the Board may elect or appoint an individual who does not meet the above requirements.

9.6 Officer Terms

Each officer appointed or elected by the Directors will hold office for one year. Each officer will retire from office at the expiration of their term of office when their successor has been elected or appointed at the first meeting of the Directors held following the annual general meeting of the Members of the Society. If no successor is elected or appointed, then the person previously elected or appointed as an officer will continue to hold office unless that person resigns or is otherwise removed from office.

9.7 Removal of Officers

In the absence of a written agreement to the contrary, the Board may at any time remove a Director as an officer by Board Resolution.

9.8 Officer Duties - General

The Directors may, for each officer appointed, determine the duties, responsibilities and powers of each such officer, provided that, if appointed, the President, Vice-President, Secretary and Treasurer will have at least the powers, functions and duties set out in this Part 9.

9.9 Terms of Officer Employment or Remuneration

The terms of employment or remuneration, if any, of the officers appointed by the Directors will be settled from time to time by the Directors.

9.10 Role of President

The President, if any, is the chief executive officer of the Society and will supervise the other officers in the execution of their duties. The President will chair all meetings of Members and of the Board. During the absence or disability of the President, the President's duties will be exercised as directed by the Board.

9.11 Role of Vice-President

The Vice-President, if any, is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

9.12 Role of Secretary

The Secretary, if any, will:

- (a) make or cause to be made all required filings for the Society with the Registrar;
- (b) issue or cause to be issued all notices required to be given to Members and Directors;
- (c) attend all meetings of the Directors and the Members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of Directors and Members (such books to be kept at the registered office of the Society);
- (d) keep or cause to be kept the records of the Society, except those required to be kept by the Treasurer;

- (e) keep or cause to be kept the common seal of the Society;
- (f) maintain or cause to be maintained the register of Members and register of Directors; and
- (g) perform any other duties prescribed from time to time by the Board.

9.13 Role of Treasurer

The Treasurer, if any, will:

- (a) maintain the Society's financial records, including books of account, necessary to comply with the Societies Act; and
- (b) render financial statements to the Directors, Members and others when required.

9.14 Absence of Secretary

In the absence of the Secretary from any meeting of the Board (whether because the Secretary is not available or one has not been appointed), the Board must appoint another individual to act as a secretary at the meeting.

Part 10 - Financial Matters

10.1 Distribution of Income

Notwithstanding any other provision of the Constitution or these Bylaws, no part of the Income of the Society will be paid to or for the benefit of any Member and any Income, profits or other accretions to the Society will be used exclusively to promote the purposes of the Society.

10.2 Fiscal Year

The fiscal year of the Society will be determined by the Board from time to time.

10.3 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Societies Act and applicable laws.

10.4 Borrowing and Issuance of Security

In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, may:

- (a) borrow money; and
- (b) issue bonds, debentures, notes, mortgages, security agreements or other evidences of debt obligations at any time, to any person and for any consideration.

10.5 Investment of Property

The Board may invest the property of the Society in any form of property or security in which a prudent investor might invest, including in any mutual fund, common trust fund, pooled fund or similar investment. The standard of care required of a Director in respect of such investment is that they exercise the care,

skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

10.6 Investment Advice and Delegation of Investment Authority

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

The Directors may delegate to a stockbroker, investment dealer or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

Part 11 - Seal and Execution of Documents

11.1 Seal

The Society may have a corporate seal in the form approved from time to time by the Board. If the Society has a corporate seal, the Secretary will have custody of, or make the necessary arrangements for the custody of, the seal.

11.2 Affixing of Seal

A corporate seal is not required for the purpose of executing documents and may be affixed only when authorized by Board Resolution and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any one Director.

11.3 Execution of Instruments

All contracts, documents or instruments in writing requiring the signature of the Society may be signed in the manner directed by the Board from time to time by Board Resolution and in the absence of any such Board Resolution, may be signed by the President, and in the absence of the President, may be signed by any one Officer.

Part 12 - Inspection of Records

12.1 Inspection of Records

- (a) The records of the Society will be open to the inspection of any Director in accordance with the Societies Act.
- (b) The Members will have the right to inspect only those records required to be kept by the Society in accordance with section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), subject to such limitations or restrictions as may be adopted pursuant to the Societies Act, including:
 - (i) the Society's certificate of incorporation, Constitution and these Bylaws;
 - (ii) the Society's register of Members and register of Directors,
 - (iii) each written consent of an individual to act as a Director and each written resignation of a Director;
 - (iv) the minutes of each general meeting of Members, including the text of each resolution voted on such meetings, and any Ordinary Resolutions or Special Resolutions approved in writing by the Members outside of a general meeting; and

- (v) the financial statements of the Society and the auditor's report, if any, on those financial statements presented to the Members at a meeting of Members.
- (c) Except as expressly provided by law, a Member will not be entitled nor have the right to examine or inspect any other record of the Society, including those required to be kept by the Society in accordance with section 20(2) of the Societies Act, provided that, subject to such policies as the Board may establish from time to time, a Member in good standing may request, by written request delivered to the Society, to examine any other record of the Society and the Society may allow such Member to examine the record, either in whole or in part, and subject to such redaction as the Board deems appropriate all in the Board's sole discretion.

Part 13 - Auditor

13.1 Requirement for Audit

The Society is not required to have an auditor but if it resolves to appoint an auditor, the Society must comply with these Bylaws and the Societies Act.

13.2 Appointment of Auditor

- (a) If the Society wishes to appoint an auditor prior to its first annual general meeting, that auditor will be appointed by the Board.
- (b) If the Society determines or is required to conduct an audit, an auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Societies Act.

13.3 Filling Vacancies in Auditor

Except as provided in Bylaw 13.4, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

13.4 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

13.5 Notice of Appointment

An auditor will be promptly informed in writing of their appointment or removal.

13.6 Auditor Qualifications

An auditor must be:

- (a) qualified to act as an auditor of the Society in accordance with the Societies Act and an auditor who is not or who ceases to be so qualified must promptly resign; and
- (b) independent of the Society, to the extent required under the Societies Act and, for greater certainty, no Director or employee of the Society may be an auditor, and

any auditor who is not, or ceases to be, so qualified or independent shall forthwith notify the Society and resign.

13.7 Participation in General Meetings

The auditor, if any, is entitled in respect of any general meeting to:

- (a) receive every notice relating to such meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a general meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

Part 14 - Notice and Distribution of Records

14.1 Method of Sending or Delivering Notice and Other Records

Except as otherwise provided in these Bylaws, a notice or other record may be sent or delivered to a Member or Director personally or by mail, courier, electronic mail, as applicable, to that Member or Director at such Person's Registered Address.

14.2 Deemed Receipt

Subject to the Societies Act, a notice sent by mail will be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered personally, by delivery or courier, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

14.3 Days to be Counted in Determining Notice

If a number of days' notice or a notice extending over any other period is required to be sent, the day the notice is sent or deemed to have been sent and the day on which the event for which notice is sent will not be counted in the number of days required.

Part 15 - Indemnification of Directors and Senior Managers

15.1 Definitions in this Part.

The following terms used in this Part 15 will, unless otherwise defined in the Societies Act, have the following meanings:

- (a) "**eligible party**" means an individual who is or was a Director or Senior Manager or who holds or held an equivalent position in a subsidiary of the Society;
- (b) "**eligible proceeding**" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society:

- (i) is or may be joined as a party; or
- (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “**expenses**” 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; and
- (e) “**representative**” means an heir or personal or other legal representative of the eligible party.

15.2 Indemnification of Directors and Senior Managers

Subject to the provisions of the Societies Act, the Society will indemnify each eligible party and any representative thereof against all penalties to which such person is liable in respect of an eligible proceeding.

15.3 Payment of Expenses

To the extent permitted by the Societies Act, the Society will, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding.

15.4 Advancement of Expenses

To the extent permitted by the Societies Act, the Society may pay, as they are incurred in advance of a final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding, provided that such payments will be made in the discretion of the Board, and only upon receipt from the intended recipient of a written undertaking, satisfactory in form and amount to the Board, to repay the amounts advanced if it is ultimately determined that the payment of expenses is prohibited under the Societies Act.

15.5 Indemnification Prohibited

Subject to the Societies Act, the Society will not indemnify nor pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:

- (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be; or
- (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

15.6 Term of Indemnification

Each Director and each Senior Manager, on being elected, appointed or designated, as the case may be, will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

15.7 Insurance

The Society may purchase and maintain insurance, for the benefit of any or all eligible parties and representatives thereof against any liability that may be incurred by reason of such parties being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society.

Part 16 - Distribution on Dissolution

16.1 Distribution on Dissolution

Upon the dissolution or liquidation of the Society, and subject to the Societies Act, the money and other property of the Society remaining after the payment or discharge of the debts and liabilities of the Society (including expenses incurred in the dissolution or winding-up of the Society) will be gifted to one or more organizations that are qualified donees under the Income Tax Act, as amended from time to time, as determined by Ordinary Resolution or, if in the opinion of the Board, the passing of an Ordinary Resolution is not feasible, as determined by Board Resolution.

Part 17 - Mission, Constitution and Bylaws

17.1 Mission

The Society's mission is to:

- (a) support MAiD assessors and providers in their work;
- (b) educate the healthcare community about MAiD; and
- (c) provide leadership on determining standards and guidelines in MAiD provision,

provided that in the event of a conflict or inconsistency between the Society's purposes, as set out in the Constitution and this Bylaw, the Society's Constitution will govern.

17.2 Entitlement to a Copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to and, upon request, the Society will send them, without charge, a copy of the current Constitution and Bylaws of the Society.

17.3 Amendment of Constitution and Bylaws

- (a) The Constitution, including the purposes set out therein, may only be altered by a Special Resolution (Higher Threshold).
- (b) These Bylaws will not be altered except by Special Resolution, except for Bylaw 1.1 [definition of Special Resolution (Higher Threshold)], Bylaw 17.1 [Mission] and this Bylaw 17.3, each of which may only be altered by Special Resolution (Higher Threshold).
- (c) Any alteration to the Constitution or Bylaws will be effective as of the date on which the alteration application is filed with the Registrar in accordance with the Societies Act.