

SCHEDULE B
(Section 6)
PROVINCE OF BRITISH COLUMBIA
SOCIETY ACT
BY-LAWS OF
HME HOME MEDICAL EQUIPMENT DEALERS ASSOCIATION OF B.C.
NAME OF SOCIETY

Part 1.- Interpretation

1. In these by-laws, unless the context otherwise requires,
 - (a) "Directors" means the Directors of the Society for the time being;
 - (b) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a Member means his address as recorded in the register of Members.
 - (d) "Member" means an individual or Company having a significant portion of its activities involved in the retail merchandising of home medical equipment in B.C. and who has been accepted for Membership in the society.
 - (e) "Associate Member" means a manufacturer, manufacturer's agent and/or a supplier, who is not a retail merchant of home medical equipment and has been accepted for Membership in the society.
 - (f) The definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2.-/Membership

3. The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Members in accordance with these by-laws and, in either case, have not ceased to be Members.
4. A person may apply to the Directors for Membership in the Society and on acceptance by the Directors shall be a Member.
 - 4.1 Incorporated and non-incorporated businesses may become Members. The Directors, when considering an application for Membership shall, amongst such other considerations as it deems proper, have consideration for the following:
 - (a) The Applicant has, as a significant portion of the business, retail merchandising of home medical equipment. In the case of an application for Associate Membership, the applicant is a business with close ties to the home medical equipment industry in BC.
 - (b) The applicant maintains proper storage and repair facilities for its products.
 - (c) The applicant has agreed to abide by the Society Code of Ethics.
 - (d) The applicant agrees to abide by rulings made by the Ethics Committee from time to time.
 - (e) The applicant agrees to serve on Committees from time to time
 - (f) Associate Membership may be granted to an individual or company that is not a dealer but is involved in the home medical equipment field. These Associate Members include manufacturers, manufacturer's agents and suppliers. Associate Members will not have voting privileges afforded to Members but will otherwise enjoy the same rights and privileges afforded to Members.

5. Every Member shall uphold the constitution and comply with these by-laws.
6. The amount of the first annual Membership dues shall be determined by the Directors and thereafter the annual Membership dues shall be determined at the annual meeting of the Society.
 - 6.1 The annual membership fee and the schedule for payment of fees shall be recommended to the Directors by the Treasurer. Acceptance of proposed changes in annual fees for the subsequent year, if any, will be enacted if approved by a vote of the Members.
7. A person shall cease to be a Member of the Society
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on his death or in the case of a corporation on dissolution, or,
 - (c) on being expelled, or .
 - (d) on having been a Member not in good standing for 12 consecutive months.
- 7.1 Any Member who desires to withdraw from Membership may notify the Directors or the President, in writing, to that effect. Upon withdrawal of Membership, there shall be no refund of dues paid.
- 8 The Directors may at any time, upon receiving a recommendation from the Ethics Committee, have the power to act on those recommendations and expel a Member.
9. All Members are in good standing except a Member who has failed to pay his current annual Membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

Part 3. - Meetings of Members

10. General meetings of the Society shall be held at such time and place determined by the Directors, but otherwise in accordance with the *Society Act*, as the Directors decide.
 - 10.1 The Society Annual General Meeting shall be held on or before the last day of March in each and every year. Notice of such meeting shall be given, in writing, to each current Member at least twenty-one (21) days in advance of the meeting.
 - II. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Directors may, whenever they think fit, convene an extraordinary general meeting.
13. (I) Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4.-Proceedings at General Meetings

15. Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting, except,
 - (i) the adoption of rules or order,
 - (ii) the consideration of the financial statements,

(iii) the report of the Directors,
(iv) the report of the auditor, if any,
(v) the election of Directors,
(vi) the appointment of the auditor, if required, and
(vii) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

16.1 Fifty percent plus one (50% + 1) of the Members in good standing shall constitute a quorum at any meeting, subject to the following provisions.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

18. Subject to By-law 19, the president of the Society, the vice-president, or in the absence of both, one of the other Directors present shall preside as chairman of a general meeting.

19. If at a general meeting

(a) there is no president, vice-president, or other Director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other Directors present are unwilling to act as chairman, the Members present shall choose one of their number to be chairman.

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.

22. (1) A Member (not to include an Associate Member) in good standing present at a meeting of Members is entitled to one vote.

(2) Voting is by show of hands

(3) Voting by proxy is permitted.

23. A corporate Member may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a Member and that representative shall be reckoned as a Member for all purposes with respect to a meeting of the Society.

23.1 Each Member shall be entitled to one vote. Corporate Members shall appoint a representative to vote at all meetings, who will vote on behalf of the corporation and a corporation having more than one location shall have one vote regardless of the number of locations it has.

Part 5.-Directors and Officers

The Society Directors shall appoint a President or Co-Presidents, a Vice-President, a Treasurer, and a Secretary. The Society Members entitled to vote shall elect a minimum of six (6) and a maximum of ten (10) Members to be Directors, subject to the following.

The Past President may choose to continue as a Director for one year after his/her term of office provided he/she informs the President of his/her intention to continue, at least 10 days prior to the Annual General Meeting, in which case the Members agree to vote to confirm him/her as a Director.

Subject to the past President's right to remain as a Director for one year as above, each Director shall be elected either by a vote held at the Annual General Meeting, for a term of one year.

In addition to Directors chosen from Members at large, a maximum of two Associate Members may be elected to sit as Directors and may fully participate as voting Directors.

In addition to Directors chosen from Members at large, if the newly elected Directors do not include at least one Member from Vancouver Island and one Member from the BC Interior, then the President may appoint a Director from either or both of these regions that did not achieve representation in electing a Director via the election process and the Members agree to ratify this appointment.

24. (I) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of

(a) all laws affecting the Society,

(b) these by-laws, and

(c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

25 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.

26. (I) Subject to the past President's right to remain as a Director for one year as above, he Directors shall retire from office at each annual general meeting when their successors shall be elected.

(2) Separate elections shall be held for each of the President, Co-President (if any), Vice-President, Secretary and Treasurer to be filled.

(2 a) The Directors shall elect a President or Co-Presidents, a Vice-President, Secretary and Treasurer during their first Executive Committee meeting following the AGM each year.

(3) An election of President, Co-President, Vice-Present, Secretary and Treasurer may be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

27. (I) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.

(2) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

28. (I) If a Director resigns his office or otherwise ceased to hold office, the remaining Directors shall appoint a Member to take the place of the former Director.

(2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in the office.

29. The Members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.

30. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

31. The Society shall indemnify and save harmless each of the Directors and Officers from any act or omission in the course of his duties, whether or not negligent, as long as he was acting honestly and reasonably at the time.

Part 6.-Proceeding of Directors

31.1 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

31.2 The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.

31.3 The president shall be chairman of all meetings of the Directors, but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the Directors present may choose one of their number to be chairman at the meeting.

31.4 A Director may at any time, and the secretary, on the request of a Director, shall, convene a meeting of the Directors.

31.5 The Directors shall, subject to the bylaws or directions given it by majority vote at any meeting called and constituted, have full control and management of the business and affairs of the Society. Meetings of Directors shall be held as often as the business of the Society shall require and no less than once every three (3) months. These meetings shall be called by the President.

A special meeting may be called on the instructions of any two (2) Directors, provided they request, in writing, to their fellow Directors to call such meeting and state the business to be brought before the meeting. Meetings of the Directors shall be called by seven (7) days notice, in writing, mailed, e-mailed or faxed to each Director.

For Directors meetings, any six Directors shall constitute a quorum. Meetings can be held without notice if a quorum of Directors is present, provided however, that any business transactions at such meetings shall be ratified at the next regular called meeting of the Directors.

The Society President may from time to time create Standing Committees and Ad hock Committees. Chairpersons and Members of these committees are appointed by the President. The President may dissolve these committees at his/her discretion.

32.1 The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.

32.2 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are Members of the committee shall choose one of their number to be chairman of the meeting.

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

35. 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 give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

36. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn.

(a) no notice of meetings of Directors shall be sent to that Director, and

(b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

37.1 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

37.2 In case of an equality of votes the chairman does not have a second or casting vote.

38. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.

39. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7.-Duties of Officers

40. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

40.1 Notwithstanding anything herein contained to the contrary, the President or Co-Presidents shall be an "ex officio" Member of all committees. He/she shall, when present, preside at all meetings of the Society and of the Directors. In his/her absence the Vice-President shall preside at any such meetings, and in the absence of both, a chairperson may be elected by the persons present at the meeting to preside thereat.

41. The vice-president shall carry out the duties of the president during his absence.

42. The secretary shall

(a) conduct the correspondence of the Society,

(b) issue notices of meetings of the Society and Directors,

(c) keep minutes of all meetings of the Society and Directors,

(d) have custody of all records and documents of the Society except those required to be kept

by the treasurer,

(e) have custody of the common seal of the Society, and

(j) maintain the register of Members.

43. The treasurer shall

(a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and

(b) render financial statements to the Directors, Members and others when required.

43.1 The Treasurer shall deposit all moneys, paid to the Society, in whatever bank the Directors may order. The Treasurer shall properly account for funds and keep such books as may be directed. The Treasurer may appoint an individual to assist in the depositing of monies paid to the Society and assist in the maintenance of the books and records.

43.2 The Treasurer shall present an account of receipts and disbursements to the Directors whenever requested. The Treasurer shall prepare for submission to the annual meeting a statement

duly reviewed, as hereinafter set forth, of the financial position of the Society and submit a copy of same to the Secretary.

43.3 Notwithstanding anything herein contained to the contrary, the office of Treasurer and Secretary may be filled by the same person, if the Directors so decide. The Treasurer and Secretary need not be Members of the Society, notwithstanding anything herein contained to the contrary.

44. It shall be the duty of the Secretary to attend and ensure accurate minutes of all meetings of the Society are maintained. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President or Co-Presidents and the Directors. In the case of absence of the Secretary, the duties shall be discharged by such Member as may be appointed by the Directors.

The Secretary shall ensure a record of all the Members of the Society and their addresses are kept up-to-date. The Secretary shall ensure the Society sends all notices of various meetings as required and shall collect the annual dues or assessments levied by the Society. Such moneys are to be promptly turned over to the Treasurer for deposit in the bank account.

45. In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

Part 8. -Seal

46. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

47. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

Part 9.-Borrowing

48. For the purpose of carrying out its objects, the Society, with approval of a majority of its Members, may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society.

49. No debenture shall be issued without the sanction of a special resolution.

50. The Members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

Part 10.-Auditor

51. This Part applies only where the Society is required or has resolved to have an auditor.

51.1 The books, accounts and records of the Society shall be reviewed at least once each year by a duly qualified accountant or by two (2) Members of the Society, elected for that purpose at the annual meeting.

A complete and proper statement of the standing of the books for the previous year shall be submitted by such accountant, at the annual meeting of the Society.

The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice to the Treasurer and arranging a time satisfactory to the Treasurer having charge of same. Each Director shall at all times have access to such books and records.

Should the Members of the Society decide to dissolve same, any moneys remaining in the bank following settlement of all obligations shall be donated to a charity chosen by the Members.

52. The first auditor (if an auditor is required by the Society) shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

53. If an auditor is required by the Society, at each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor shall be informed forthwith in writing of appointment or removal.

56. No Director and no employee of the Society shall be auditor.

57. The auditor may attend general meetings.

Part ii.-Notices to Members

58. A notice may be given to a Member, either personally, by mail to him at the address on file with the Society, by email or by fax.

59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

59.1 A notice sent by e-mail or fax shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and sent from the Society.

60. (1) Notice of a general meeting shall be given to

(a) every Member shown on the register of Members on the day notice is given, and

(b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive notice of general meeting.

Part 12.-By-laws

61. On being admitted to Membership, each Member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.

62. These by-laws shall not be altered or added to except by special resolution.