

## **Canadian Undersea and Hyperbaric Medical Association –**

### **Association Canadienne de Médecine Hyperbare et Subaquatique**

(the "Corporation") **BE IT ENACTED** as a by-law of the Corporation as follows:

#### **1. Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

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

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

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

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

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

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

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

## **2. Interpretation**

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

## **3. Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **5. Financial Year**

The financial year end of the Corporation shall be determined by a resolution of the board.

## **6. Banking Arrangements**

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

## **7. Borrowing Powers**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Corporation may from time to time:

- i. borrow money on the credit of the corporation;
  - ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law. Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

## **8. Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **9. Membership Conditions**

Subject to the articles, there shall be three classes of members in the Corporation, namely, Regular members, Associate members and Affiliate members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

### *Regular Members*

Regular members of the Corporation shall be physicians or doctorate level health care professionals (MD, PhD, DPM, DDS, or equivalent). For physicians applying for a regular membership, they are expected to be certified by the Medical Council of Canada, the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada. Regular members should be licensed by and in good standing with a provincial or territorial medical college or board. In exceptional circumstances in recognition of special contributions towards the goals of the Corporation the Board of Directors may waive these requirements and permit individuals to be recognized as Regular members. The decision to admit an individual to associate membership is at the sole discretion of the Board.

Regular members other than physicians will not however be provided with all the rights reserved in these bylaws for practicing licensed physicians who are Regular members. Regular voting membership shall be available to persons who have applied and have been accepted for Regular voting membership in the Corporation. The term of membership of a Regular voting member shall be annual, subject to renewal in accordance with the policies of the Corporation. As set out in the articles, each Regular voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular voting member shall be entitled to one (1) vote at such meetings.

### *Associate Members*

Health care professionals including but not limited to : Hyperbaric technologists, registered nurses, respiratory therapists, paramedics, physician assistants, undergraduate students can apply for Associate membership.

Individuals involved in recreational, scientific, professional or military diving, or other hyperbaric or diving personnel with specialized technical or research

backgrounds, but who do not possess the academic qualifications for Regular Membership can apply for Associate Membership of the Corporation. The decision to admit an individual to associate membership is at the sole discretion of the Board.

Associate members are eligible to vote in elections for positions for which they are entitled to serve on the Board but otherwise do not have voting rights. The term of membership of an Associate shall be annual, subject to renewal in accordance with the policies of the Corporation. Subject to the Act and the articles, an Associate member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation. However, the Board of Directors may permit Associate members to attend Members Meeting.

#### *Affiliate Members*

The Board of Directors of the Corporation has the authority to negotiate agreements with other Canadian or International organizations with similar objectives in hyperbaric and diving medicine.

Members of those affiliated organizations can apply for membership as an affiliate member in the Regular or Associate member category. The same requirements as detailed above apply, however Canadian residency or Canadian medical licensure is not required. The decision to admit an individual to affiliate membership is at the sole discretion of the Board.

The Affiliate Member has no voting right in the Corporation. The term of membership of an Affiliate member shall be annual, subject to renewal in accordance with the policies of the Corporation. Subject to the Act and the articles, an Affiliate member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

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

10. **Membership Transferability**

A membership may only be transferred to the Corporation.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. **Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of at least 21 days before the day on which the meeting is to be held.

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

12. **Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members entitled to vote a the members meeting carrying not less than 20% of the voting rights and also representing members from not less than 3 provinces. If the directors do not call a meeting within 30 days of receiving the requisition, any member who signed the requisition may call the meeting.

13. **Absentee Voting at Members' Meetings**

Each voting member present at a Members' Meeting shall have the right to exercise one vote. No proxy votes are allowed at Members' Meeting.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

#### 14. **Membership Dues**

Members shall be notified in writing or electronically of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the secretary of the Corporation will send a reminder notice to the member. If dues are not paid within 30 days of this reminder notice, the Board has the authority to suspend the membership of the delinquent member.

The membership dues are determined annually by a resolution of the Board.

#### 15. **Termination of Membership**

A membership in the Corporation is terminated when:

1. the member dies;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws or by board regulations;
3. the member resigns by delivering a written or electronic resignation to the secretary of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with regulations adopted by the board or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

#### 16. **Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

17. **Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds: violating any provision of the articles, by-laws, or written policies of the Corporation; carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide thirty (30) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

18. **Proposals Nominating Directors at Annual Members' Meetings**

Elections for Directors may take place either at a meeting of members, by mail-in or electronic ballot or by a combination of these methods. The results must be presented to the annual members meeting.

The Board of Directors shall issue a call for nominations in writing by mail or electronic means for the elected officers of the Corporation in a manner accessible to all members at least 60 days prior to the date of the members' meeting at which or before which the election will take place.

Any Member may nominate themselves or another individual for positions for which the nominee is eligible. The Nominations, elections and awards Committee may, according to terms of reference adopted by the Board of Directors, nominate candidates for any position. All nominations must be



accepted in writing or by electronic means by the nominee prior to notification of the membership of the candidates which must occur at least 15 days prior to the election.

If no nomination is received for any Officer position at least 30 days prior to the election then the Board of Directors may make nominations. In the event that there is no valid nomination notification for an Officer or Board position 15 days prior to the election then nominations may be accepted from the floor at the Annual Meeting provided that the nominee confirms acceptance in person or in writing.

If there is more than one nominee for an office, a secret ballot, in which votes may be cast in person, by mail or by electronic means, will be counted at the Members' Meeting in a manner determined by the Board of Directors. In the event that only one valid nomination is received for any election the voters must still have the opportunity to cast a secret ballot to affirm or reject the candidate. In the event of rejection, the Board of Directors shall declare the position to be vacant.

**19. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

**20. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board. A meeting of members of a corporation may be held at a place outside Canada if all of the members entitled to vote at the meeting agree that the meeting is to be held at that place.

**21. Persons Entitled to be Present at Members' Meetings**

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

**22. Chair of Members' Meetings**

In the event that the President of the board, the Vice-President of the board and the President-Elect are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**23. Quorum at Members' Meetings**

A quorum at any members' meeting shall be composed of a minimum of seven (7) Regular members representing at least three (3) different provinces. Where the Act requires an in person meeting at least three (3) members must be present in person to constitute a quorum.

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**24. Votes to Govern at Members' Meetings**

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

All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and reappointment of the incumbent public accountant, is special business.

Notice of a meeting of members at which special business is to be transacted shall : (a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and (b) state the text of any special resolution to be submitted to the meeting.

Voting at a meeting of members shall be by show of hands, except if a ballot is demanded by a member entitled to vote at the meeting

A special resolution of the Regular members is required to make any amendment to the articles or the by-laws of the Corporation to :

- (a) change the corporation's name;
- (b) change the province in which the corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

25. **Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

26. **Members' Meeting Held Entirely by Electronic Means**

Meetings of members may be held entirely by telephonic, an electronic or other communication facility.

27. **Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred in the performance of their duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.

**28. Term of Office of Directors (optional section)**

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

The term of office of Directors shall be two (2) years with no limit to the number of years that an individual may serve on the Board of Directors, except that:

- i. Normally no Officer may serve more than three consecutive terms in the same position
- ii. The President should not normally serve more than one consecutive term in that position before being replaced by the President-Elect.
- iii. Other Directors should not normally be eligible to serve more than three consecutive terms in the same position.

**29. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the President of the board, the Vice-President of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

**30. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 2 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. In exceptional circumstances, an emergency meeting may be called with minimal notice. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

31. **Votes to Govern at Meetings of the Board of Directors**

A majority of voting Directors in office, but no less than four Directors representing at least 3 provinces shall constitute a quorum for meetings of the Board of Directors, except that a majority of Directors voting on any matter must be physician Regular members for a quorum to exist. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

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

32. **Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

34. **Appointment of Officers**

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

### 35. **Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **President** – The President of the board must be a licensed physician and Regular member of the Corporation. The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President shall preside at all meetings of the board of directors and of the members. Upon retirement or defeat in an election for a new term of office the outgoing President shall become the Past-President of the Corporation. If the outgoing President is unwilling or unable to serve as Past-President then the Board of Directors may, by majority vote, appoint the current Past-President (previous President) to continue in that position.
- b. **Vice-President** – The Vice-President of the board must be a licensed physician and Regular member of the Corporation. The Vice-President of the board, if one is to be appointed, shall be a director. If the President of the board is absent or is unable or refuses to act, the vice-President of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-President shall have such other duties and powers as the board may specify.
- c. **Secretary** – The Secretary of the board may be a Regular member or an Associate member. If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d. **Treasurer** – The Treasurer, who may be a Regular or an Associate member, shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in

such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. If appointed, the treasurer shall have such powers and duties as the board may specify.

- e. **President-Elect** - At the end of the term of office of the President, the President-elect shall automatically assume the office of President. The President-elect must be a licensed physician and Regular member of the Corporation and shall fulfill such duties as may be determined by the President and the Board of Directors.
  
- f. **Past-President/Honorary Past-President** - The Past-President shall be the most recently retired President, The Past-President shall perform such duties as may be determined by the Board of Directors and may exercise the duties of President in the absence of President and Vice-President. In the event that the first President is elected as President or is unwilling or unable to serve as Past-President, then the Board of Directors shall appoint a physician who is a Regular member to serve as Honorary Past-President. In the event that the Past-President or Honorary Past-President is unable or unwilling to serve or ceases to be a physician Regular member in good standing then the Board of Directors shall appoint an Honorary Past-President to fill the position for a two-year-term. The position of Past-President or Honorary Past-President shall not be directly elected by members of the Corporation.

**Directors-At-Large** elected by all members at or before the annual meeting in the same manner as the Officers of the Corporation. Normally there should be at least two Directors-At-Large, one of whom should be a Regular member and one of whom should be an Associate member. If necessary to ensure that at least two-thirds (2/3) of the membership of the Board of Directors are physician Regular members, the Board may appoint or call for an election of additional physician Regular members as Directors-At-Large. The Board of Directors may appoint or call for an election of additional Associate Member or Regular Member Directors-At-Large if this is determined to be in the interests of the Corporation, provided that at all times at least two-thirds (2/3) of the Board are physician Regular Members.

Directors-At-Large shall fulfil such responsibilities as may be determined by the Board of Directors.



All Directors have equal voting rights except that Ex-officio and Honorary Directors shall not have voting rights.

**36. Vacancy in Office**

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

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

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a member of the Corporation to fill such vacancy until the next meeting of members at which time an election shall be held for the position. The Board may alternately arrange for a mail-in or electronic ballot or combine these with a members' meeting.

**37. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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

**38. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

**39. Omissions and Errors**

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

**40. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

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

#### **41. By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

**Document approved by a resolution of the Board of Directors of the Canadian Chapter of the Undersea and Hyperbaric Medical Society (CC-UHMS) on :**

**Sept 16th, 2015**

**Document voted and accepted by the Regular members of the CC-UHMS at a Special meeting on :**

**Oct 21st, 2015**