

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

CANADIAN LASER AND AESTHETIC SPECIALISTS SOCIETY

(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. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, 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 (Shareholder 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 the board of directors.

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**

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the Corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- iii. give a guarantee on behalf and
- iv. 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.

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

Entitlement

Membership in the Corporation shall be available to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation. The board of directors may also pass membership admission rules, providing among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member. The board of directors of the Corporation has the right to deny membership to any applicant who does not meet the membership criteria.

Subject to the articles, there shall be five classes of membership in the Corporation as follows:

(a) Charter Members

Every person who is a Fellow so designated by The Royal College of Physicians and Surgeons of Canada, or a member of the Canadian College of Family Physicians, is eligible to become a charter member of the Corporation. Eligible candidates must have their membership application sponsored by two active members of the Corporation, which could include any past member or specialist who meets the membership criteria and who is known to the executive. Applications for membership shall be first reviewed for eligibility by the board of directors. Eligible candidates will then be voted on for acceptance as charter members by the general membership of the Corporation. The membership at large will be notified of these eligible candidates at least sixty (60) days prior to the annual meeting. To be elected to membership, an affirmative vote by ballot of three-quarters of the active members present is necessary. These criteria shall be subject to review and amendment by the board of directors from time to time. Charter members shall be those eligible individuals who apply for membership in the Corporation and, upon payment of dues and acceptance by the board of directors, shall be registered as a charter member of the Corporation. An application for registration is attestation by the applicant to abide by all By-laws, regulations and resolutions of the Corporation. Each charter member shall be entitled to one vote at meetings of the members and such vote shall be exercised in accordance with the provisions of these by-laws.”

(b) Associate Members

Associate membership in the Corporation may be given to any individual or organization interested in the promotion of the objects of the Corporation or the provision of plastic surgery and aesthetic services in general and deemed associate members by the board of directors. The term of each such

associate member and the rights and obligations of each such associate member shall be determined by the board of directors from time to time, provided that in no event shall associate members be entitled to vote at meetings of the members.

(c) **Honourary Members**

The board of directors may, from time to time, accord honorary membership to any individual, organization or entity and said honorary members shall not be required to pay any membership dues. Honourary members shall not be entitled to vote at meetings of the members.

(d) **Life Members**

Life membership may be awarded to charter members designated a life member by the board of directors and in such instances the board may waive the membership dues of the said life member. Life members shall be entitled to one vote at meetings of the members and such vote shall be exercised in accordance with the provisions of these by-laws.

(e) **Resident Members**

Resident members will be permitted to be members of the Corporation if sponsored by their program director, and are otherwise accepted as members by the board of directors and in accordance with the terms of these by-laws. Membership dues for resident members will be determined by the board of directors from time to time. Resident members shall not be entitled to vote at meetings of the members.

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) of the Act.

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 and Proxies**

- (a) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 14 to 60 days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 14 to 35 days before the day on which the meeting is to be held.

(b) Proxies. Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or associate, by an individual authorized by a resolution of the board of directors or government body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be a member.

A proxy may be in the following form:

The undersigned member of Canadian Laser and Aesthetic Specialists Society hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the meeting of the members of the said Corporation to be held on the ___ day of _____, 20___, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment of adjournments thereof.

DATED the ___ day of _____, 20___.

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by facsimile or .pdf email or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept facsimile or .pdf email or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such facsimile or .pdf email or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

(c) 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, and to change the method of voting by members not in attendance 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 carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated and dissolved under the Act.

14. 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.

15. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is approved by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

16. Cost of Publishing Proposals for Annual Members' Meetings

The Corporation 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 the board of directors.

17. 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 or outside Canada as determined by the board of directors.

18. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be the various classes of members, 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.

19. Chair of Members' Meetings

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

20. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. 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.

21. 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.

22. 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.

23. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

24. 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. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

25. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

26. 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 21 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

27. Votes to Govern at Meetings of the Board of Directors

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

28. 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.

29. 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.

30. 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.
