

***CERTIFIED COPY OF THE CURRENT OPERATING BY-LAW
OF
THE SOCIETY OF OBSTETRICIANS AND GYNAECOLOGISTS
OF CANADA LA SOCIÉTÉ DES OBSTÉTRICIEENS ET
GYNÉCOLOGUES DU CANADA (the “Corporation”)***

I, **DOUG WILSON**, being the current President of the Corporation, certify on behalf of the Corporation, and not in a personal capacity, that the foregoing is true and complete copy of the current by-law of the Corporation made effective the 8th day of June, 2022, and that the same remains in full force and effect.

DATED as of the 13 day of March, 2023.

A handwritten signature in black ink, appearing to read 'Doug Wilson', written in a cursive style.

DOUG WILSON

A Bylaw relating generally to the conduct of the affairs of
The Society of Obstetricians and Gynaecologists of Canada
(the "Corporation")

BE IT ENACTED as a Bylaw of the Corporation as follows:

ARTICLE 1-GENERAL

1.1 Name

The name of the corporation is The Society of Obstetricians and Gynaecologists of Canada

1.2 Objects

The objects of SOGC shall be those as set out in the Letters Patent or any supplementary Letters Patent, or Articles of Incorporation or Continuance filed pursuant to CNCA, or any successor legislation, as amended from time to time.

1.3 Definitions

In this Bylaw and all other Bylaws of SOGC, unless the context otherwise requires:

Annual Meeting means the business meeting of the Members, as required by the Act, and called each year pursuant to these Bylaws;

Articles means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of SOGC;

Board or Board of Directors means the Board of Directors of SOGC;

Bylaw or Bylaws means this Bylaw and any other Bylaw of SOGC as amended and which are, from time to time, in force and effect;

CNCA 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.

Director means any individual duly elected or appointed to sit on the Board of Directors of SOGC;

Meeting of Members means the Annual Meeting or a Special Meeting;

Member means any person or organization that has qualified under any category of membership established in this Bylaw and and "Members" and "Membership" shall have corresponding meanings;

Membership Assessment means a one-time charge levied by SOGC

Membership Dues means the mandatory annual charge Members pay to maintain membership in SOGC

Membership Fees means a charge for a specific service provided by SOGC

Officer or Officers means any one or more persons who have been elected as Officers of SOGC in accordance with the Bylaws;

Ordinary Resolution means a resolution passed by a majority of the votes cast on that resolution;

Policy means any internal, operational, membership or other requirement duly established in writing by the Board of Directors that does not require ratification of the Members;”

“SOGC” means The Society of Obstetricians and Gynaecologists of Canada

Special Meeting means any business meeting of the Members other than the Annual Meeting;

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

1.4 Interpretations

In the interpretation of this Bylaw, unless the context otherwise requires, the following rules shall apply:

- (a) Except where specifically defined herein, all terms contained herein and which are defined in CNCA shall have the meanings given to such terms in CNCA;
- (b) To the extent of any conflict between the provisions of the Bylaw and the provisions of any of CNCA, or any successor thereto, the Letters Patent, or any Articles, the provisions of CNCA, the Letters Patent, or the Articles, as applicable, shall govern;
- (c) Words importing the singular number only shall include the plural and vice versa;
- (d) Words referring to gender include all genders;
- (e) The invalidity or unenforceability of any provision of the Bylaw shall not affect the validity or enforceability of the remaining provisions of the Bylaw;
- (f) The headings used in the Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.5 Execution of Documents

(a) Cheques, Notes, Drafts, etc.

All cheques, drafts, electronic transfers, orders for payment, or other financial instruments issued by SOGC shall be signed or authorized by the person or persons designated in accordance with SOGC Policy.

(b) Other Documents:

Contracts, documents, or any instruments in writing requiring the signature of SOGC shall be signed by the Officers of SOGC, or such other persons as authorized by the Board, and all contracts, documents, and instruments in writing so signed shall be binding upon SOGC without any further authorization or formality. The Directors shall have power from time to time, to appoint an Officer or Officers on behalf of SOGC to sign specific contracts, documents, and instruments in writing. The Directors may give SOGC's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of SOGC.

1.6 Fiscal Year

(a) SOGC's fiscal year shall be such time as may be determined by the Board.

(b) The financial records of SOGC shall be audited annually by an independent firm of auditors prior to the Annual Meeting and shall be approved by the Board in accordance with CNCA.

(c) Subject to CNCA, the Members at each Annual Meeting shall appoint an auditor to audit the accounts of SOGC for the next Annual Meeting.

1.7 Banking Arrangements

The banking business of SOGC 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 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 SOGC and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.8 Annual Financial Statements

SOGC 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 Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.9 Head Office

The head office of SOGC is located in the province of Ontario at such place as the Board may determine from time to time

1.10 Books and Records

All necessary books and records of SOGC required by CNCA shall be regularly and properly kept by SOGC.

1.11 Borrowing Powers

The Directors may, by resolution, as they deem necessary, borrow money in whatever amount they deem proper to manage the daily operations of SOGC.

1.12 Funds of SOGC

(a) All monies received by SOGC shall be deposited forthwith by the authorized representative(s) as are appointed by the Board, in such financial institution(s) and investments as are decided upon by the Board.

(b) Any and all funds collected shall be applied towards carrying out the objects of SOGC, in accordance with the requirements of the CNCA, and with the direction of this Bylaw and the Board.

1.13 Minutes

(a) Minutes of all proceedings at Meetings of the Members, Board of Directors, and all committee and task force meetings shall be recorded and filed at SOGC's head office.

(b) Minutes of the Meetings of the Members shall be made available to the Members on request.

(c) Minutes that have been posted on SOGC's website shall be deemed to have been made available to Members for the purposes of this section.

ARTICLE 2- BYLAWS

2.1 Bylaw Amendments

Subject to any provision of CNCA:

- (a) This Bylaw may be amended or repealed by an Ordinary Resolution of the Board;
- (b) Any Bylaw amendment approved by the Board must be submitted to the Members at the next Meeting of the Members. The Members may confirm, reject or amend the Bylaw by Ordinary Resolution;
- (c) Subject to CNCA, Bylaw amendments are effective from the date of the resolution of the Directors. They cease to be effective if they are not submitted to the Members at the next Meeting of the Members or if they are rejected by the Members;
- (d) The Chief Executive Officer is authorized to correct Article and Section designations, punctuation, cross-references, and to make such other technical conforming changes, including date adjustments, as may be necessary to reflect the intent of these resolutions.

2.2 Amendment to Policy

Subject to CNCA, the Board may, by Ordinary Resolution, adopt, amend or repeal such Policies that are not inconsistent with the Bylaw relating to the management and operation of SOGC, as well as procedural and other requirements relating to the Bylaw. Any such Policy will immediately come into force and apply to the Board and all Members and will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

2.3 Invalidity of any provisions of this Bylaw

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

ARTICLE 3- MEMBERSHIP

3.1 Classes of Membership

3.1 Membership classes

There shall be two classes of members in SOGC, namely, ob/gyn members and affiliate members. Membership in SOGC shall be available only to individuals interested in furthering SOGC's purposes and who have applied for and been accepted into membership in SOGC by resolution ;of the board or in such other manner as may be determined by the board by resolution.

3.1.1 Ob/gyn members

Ob/gyn voting membership shall be available only to individuals who are one of the following:

- (a) licensed to practice as specialists in obstetrics and gynaecology in Canada; or
- (b) undergoing education in obstetrics and gynaecology as a resident or fellow in Canada; or
- (c) retired from the practice of obstetrics and gynaecology who, prior to retirement, were eligible to be members of the Society.

Ob/gyn members must be in ethical and professional good standing with their respective regulatory body(ies) where applicable.

The term of membership of and ob/gyn voting member shall be annual, subject to renewal in accordance with the policies of SOGC.

As set out in the Articles, each voting member who is entitled to receive notice to attend and vote at meetings of members shall be entitled to one (1) vote at such meetings

3.1.2 Affiliate members

Affiliate members are non-voting members and shall not be entitled to receive notice of, attend or vote at annual general meeting of the members of the Corporation. Affiliate non-voting membership shall be available only to individuals who are:

- (a) licensed to practice medicine (other than in obstetrics and gynaecology) in Canada; or
- (b) licensed as a registered nurse or nurse practitioner in Canada; or
- (c) licensed as a registered midwife in Canada; or
- (d) undergoing education in medicine (other than in obstetrics and gynaecology) as a resident or fellow in Canada; or
- (e) undergoing training in nursing or midwifery at a recognized educational institution in Canada; or

(f) living outside of Canada but licensed to practice in obstetrics and gynaecology in their respective country; or

(g) engaged in medical research, or health care policy, in the field of obstetrics and gynaecology or reproductive health.

Affiliate members must be in ethical and professional good standing with their respective regulatory body(ies) where applicable.

Pursuant to subsection 197(1) (Fundamental Change) of CNCA, 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 paragraph 197(1)(e), (h), (l) or (m).

3.2 Eligibility for Membership

Membership is available to those persons who:

- (i) Meet the qualifications established in the Bylaws and Policies of SOGC;
- (ii) Submit an application in the form required by SOGC;
- (iii) Execute any agreements or undertakings required by SOGC;

3.3 Member Obligations

In order to qualify for and maintain membership in SOGC, Members shall:

- (a) At all times comply with the Bylaws, Policies and other requirements of SOGC;
- (b) Pay all membership dues, fees and assessments as required by SOGC;
- (d) Promptly advise SOGC of any change in licensed status or other fact that could impact eligibility for membership.

3.4 Membership Rights and Privileges

(a) Voting Members are entitled to:

- (i) Receive any notices required by this Bylaw and Policies, or by CNCA;
- (ii) Attend and speak at any Meeting of the Members;
- (iii) Vote on any resolution proposed at a Meeting of the Members;
- (iv) Request to inspect the minutes of Member Meetings or audited financial statements; and
- (v) Be elected to the Board as a Director and to be an Officer on the Board.

(vi) Exercise any other rights that may be granted by the CNCA or SOGC Policy.

3.5 No Rights to Assets of SOGC

Membership in SOGC does not give any member any legal or equitable right to any assets of SOGC.

3.6 Termination of Membership

(a) Membership may terminate if:

- (i) the Member dies;
- (ii) the Member's license under the applicable legislation has been suspended or terminated;
- (iii) the Member ceases to meet the conditions for Membership pursuant to the Bylaws or policies of SOGC;
- (iv) The Member is convicted of an indictable offence or an offence involving theft, fraud or moral turpitude;
- (v) The Member delivers written notice of resignation to SOGC;
- (vi) The Member's annual dues are not paid within a period specified by the Board of Directors for their payment. The Board may then specify the date on which the Member's membership terminates;
- (vii) SOGC is liquidated or dissolved under CNCA.

(b) The Board shall also have the authority to suspend or terminate any Member for any one or more of the following grounds:

- (i) Breach of the Bylaws or Policies of SOGC;
- (ii) Engaging in any conduct that might be detrimental to SOGC as determined by the Board;
- (iii) Conviction of a criminal offence that reflects on the integrity and character of the member;

(c) Before the Board can terminate a Member for any of the grounds in (b) above, the following process shall be followed:

- (i) A notice setting out the details of the complaint will be sent to the Member

by courier, registered mail or by electronic means at his or her last known address according to the membership records of SOGC.

(ii) The Member may make written submissions, which must be received by the Board within 20 days of the date of the notice;

(iii) Upon receipt of the submissions, or the expiry of the 20-day period without any submissions being received, the Board make such determination as it deems reasonable.

(iv) Prior to terminating a Member pursuant to this section, the Board shall provide the Member with the opportunity to make oral representations to the board, and the Member, at his or her option, may attend a Board meeting for this purpose.

(v) The Board may take any steps reasonably required to research and investigate a complaint.

(vi) A decision to terminate a Member must pass by a vote of no less than two-thirds majority of the Directors present at the meeting

3.7 Transfer of Membership

(a) Membership, and all rights and privileges of membership, are not transferable. All rights and privileges of membership cease when a membership is terminated.

(b) Termination of Membership, for whatever reason, shall not relieve a former Member from any monetary or other obligations to SOGC arising before the date of termination of membership.

3.8 Affiliations

SOGC's Board may, by resolution, enter into affiliations with individuals or organizations interested in furthering SOGCs purposes. Such affiliates are not members of SOGC and have such rights and obligations as are established by the SOGC Board from time to time.

ARTICLE 4- MEMBERSHIP DUES, FEES AND ASSESSMENTS

4.1 Establishing Dues, Fees and Assessments

All membership dues, fees and assessments shall be established by the Board from time to time and shall be payable in such amounts, at such times, and subject to such conditions as the Board shall decide, in accordance with SOGC Policy.

ARTICLE 5- MEETINGS OF THE MEMBERS

5.1 Annual Meeting

The Annual Meeting shall be held each calendar year, not more than 15 months after the previous Annual Meeting, and no more than six (6) months after the end of the fiscal year.

5.2 Special Meeting

- (a) The Board, on its own initiative, may call a Special Meeting at any time;
- (b) The Board shall call a Special Meeting upon the written request of members carrying not less than 5% of the voting rights, at such time and place as may be determined by the Board;
- (c) A Special Meeting called by the Members shall be held within 90 days of receiving the Member requisition.
- (d) If the directors do not call a meeting within twenty-one (21) days of receiving the Member requisition, any Member who signed the requisition may call the meeting.

5.3 Place of Meetings

Subject to CNCA, Meetings of Members may be held at any place within Canada or, if the Members so determine, outside Canada.

5.4 Notice of Meetings

- (a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting at their last known address as shown in the records of SOGC by the following means:

(i) by mail, courier or personal delivery to each Member, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(ii) by telephonic, electronic or other communication facility to each Member, during a period of 21 to 35 days before the day on which the meeting is to be held.

(b) The notice of a Special Meeting shall state the nature of business to be conducted in sufficient detail to permit the Members to form a reasoned judgment thereon.

(c) The inadvertent omission to notify any Members or other persons, or the non-receipt of such notice by any Member or other person, shall not invalidate the proceedings at any such meeting

(d) Anyone entitled to a Notice of Meeting of the Members may waive notice, and attendance of the Member at the meeting is a waiver of notice of the meeting.

5.5 Adjournment

The Chair of any Meeting of Members may with the consent of the majority of Members at the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members provided that the new meeting is within 31 days of the adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.6 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be Members, the Directors and the public accountant of SOGC, and such other persons who are entitled or required under any provision of CNCA, Articles or Bylaws of SOGC 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.

5.7 Chair of the Meeting

The Chair of any Meeting of the Members shall be the President. In the event that the President, the Past-President and the Treasurer are absent, the members who are present and entitled to vote at the meeting shall choose one to their number to Chair the meeting.

5.8 Quorum

- (a) A quorum at any Meeting of the Members shall consist of forty (40) Voting Members having the right to vote present in person or electronically (if permitted);
- (b) 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.
- (c) Where there is no quorum present at a Meeting of Members, the meeting may continue only for the purpose of receiving reports of officers and Members' attendance at educational programs. No business transacted at such meeting shall have a legally binding effect on SOGC until it has been ratified at a subsequent Meeting of the Members at which a quorum is present.

5.9 Participation at Meetings by Electronic Means

If SOGC 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 such means in the manner provided by CNCA. A person participating in a meeting by such means is deemed to be present at the meeting.

5.10 Meeting Held by Electronic Means

If the Directors or Members of SOGC call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with CNCA, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.11 Voting by Electronic Means

Notwithstanding any other provision of this Bylaw, voting carried out by means of a telephonic, electronic or other communication facility at Members' meetings, including those referred to in sections 5.9 and 5.10, is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to SOGC without it being possible for the Corporation to identify how each Member voted.

5.12 Votes to Govern

a) Every resolution shall, unless otherwise required by CNCA or these Bylaws, be an Ordinary Resolution, which shall be passed by a majority of the votes cast on the resolution by Members.

b) Any matter requiring a Special Resolution, pursuant to CNCA, shall be passed by a vote of not less than two-thirds (2/3) of the votes cast on the resolution by Members.

c) At the discretion of the Chair, any question at a Meeting of Members shall be decided by a show of hands or electronic vote or secret ballot.

d) Every Member who is present, in person or electronically, shall have one vote.

ARTICLE 6- BOARD OF DIRECTORS

6.1 Composition

Effective no later than 2025, the administration of the affairs of SOGC shall be vested in a Board of Directors of not less than eight (8) and not more than twelve (12) individuals comprised of:

(a) Up to ten (10) individuals who are Voting Members and are elected by the Members, in accordance with this Bylaw and SOGC policies.

(b) Subject to CNCA, up to two (2) additional Directors who may be appointed by the Board, who may be Members or Non-Members.

Subject to the minimum and maximum numbers, the Board may, from time to time, fix the number of directors to be elected.

6.2 Qualifications of Directors

To qualify for election as a Director and throughout each Director's term, the person must:

(a) be at least 18 years of age;

(b) not be an undischarged bankrupt;

(c) be a Member (except for the additional directors set out in 6.1(b))

(d) not have been convicted of a criminal offense, unless a pardon has been granted;

(e) not have been found by a discipline committee, or authority established under any regulatory regime to have failed to comply with professional or ethical requirements in the past three (3) years;

(f) Have the qualifications established by the Board of Directors for Director candidates from time to time, based on skill sets relevant to the competent management of the affairs of SOGC;

(g) Not otherwise be disqualified by virtue of CNCA.

6.3 – Duties of Directors

The Directors may do all things as allowed in the Bylaw and SOGC Policies, as required by any resolution adopted at any duly constituted Meeting of the Members, as may be allowed by provincial and federal law, and may do any acts that are not expressly set out in this Bylaw or SOGC Policies but that are nevertheless necessary to maintain the integrity of SOGC and that are in the best interests of SOGC.

6.4 Terms of Office

(a) All elected Directors shall hold office for a term of three (3) years;

(b) The additional directors who are appointed by the Board shall hold office for a term of one (1) year;

6.5 Term Limits

(a) Subject to the provisions of this section, elected Directors cannot serve more than two (2) consecutive three-year terms;

(b) Additional Directors cannot serve more than six (6) consecutive one-year terms

(c) A Director who has left the Board for at least two (2) years, after having served for two consecutive three-year terms, may run again as if the person were sitting for the first time.

6.6 Election of Directors

(a) Director elections shall be held each year, at the Annual Meeting. Each Member is entitled to carry one vote at the Director election.

(b) The election process shall be administered by the Nominating Committee, or as otherwise determined by the Board in accordance with Policy.

(c) Directors shall be elected and retire in rotation, with approximately half of the elected Directors being elected at each Annual Meeting.

6.7 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

6.8 Transitional Provisions

The Board will take such steps as are necessary to reduce the size of the Board of Directors to 8-12 directors by no later than 2025.

6.9 Loss of Qualification

A Director shall cease to hold office, and shall be terminated from the Board of Directors, in the following circumstances:

- (a) If the Director:
 - (i) resigns by delivering a written resignation to SOGC;
 - (ii) makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or takes the benefit of any act that may be in force for bankrupt or insolvent debtors;
 - (iii) ceases to be a Member (except for the additional Directors in 5.1(c));
 - (iv) has been found to be incapable of managing property or has been found to be incapable by any court;
 - (v) has been convicted of an indictable offence or an offence involving theft, fraud, or moral turpitude; or
 - (vi) dies.

(b) If, at a Special Meeting, a resolution is passed by the Members, in accordance with CNCA, that the Director be removed from office.

6.10 - Vacancies

If a vacancy occurs as a result of any of the foregoing reasons, the Directors remaining in office may exercise all of the powers of the Board of Directors provided that a quorum is sustained.

The Board of Directors may fill a vacancy for the balance of the term:

- (a) by appointing a qualified person; or
- (b) by recommending that a qualified person be elected by the Membership in accordance with this Bylaw.

6.11 Remuneration of Directors

Members of the Board of Directors shall receive no remuneration for services rendered as a member of the Board; but, at the discretion of the Board, Directors shall be reimbursed for any out of pocket expenses incurred in carrying out their duties as Directors in accordance with Policy.

ARTICLE 7- MEETINGS OF THE BOARD OF DIRECTORS

7.1 Calling of Meetings

a) The Board of Directors shall meet as often as deemed necessary by the President but in no event less than 4 times annually;

b) A meeting may be called by the President, President-Elect, Immediate Past President, or any two (2) Directors;

c) All meetings shall take place at the time specified in the call, at such place as determined by the President

7.2 Notice of Meetings

(a) Notice of the time and place for the holding of a meeting of the Board may be in written, electronic or oral format, and may be communicated by telephone, courier, personal delivery, e-mail, or other electronic means to each Director not less than 7 days before the time when the meeting is to be held.

(b) 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.

(c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

(d) Where the first meeting of the Board is held immediately after the Annual Meeting, no notice shall be necessary provided there is a quorum of the Directors present.

7.3 Quorum

A majority of Directors shall constitute a quorum at any meeting of Directors and may exercise all the powers of the Board of Directors.

7.4 Form of Meeting

(a) Any meeting of the Directors may be held in person, by teleconference or by other electronic means, including but not limited to video conference and Internet-based real time conference facilities, upon the call of the President.

(b) Any Director, with the permission of the President, may participate in a meeting of the Directors in person, by teleconference or by other electronic means, and a Director participating in a meeting by such means is deemed to be present at the meeting.

7.5 Voting

Except as otherwise required, every question arising at a meeting of the Directors shall be decided by a majority of votes cast by the Directors present at the meeting. Each Director shall carry one vote.

7.6 Resolution in Writing

Any resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Board of Directors duly called, constituted, and held for that purpose.

ARTICLE 8 OFFICERS

8.1 Appointment of Officers

- (a) The Board may designate the offices of SOGC, appoint Officers on an annual or more frequent basis, specify their duties and, subject to CNCA, delegate to such officers the power to manage the affairs of SOGC;
- (b) All Officers must be Directors and Members;
- (c) All Officers will be elected by the Board at the first meeting of the Board following the Annual Meeting each year, pursuant to the process established in policy.

8.2 Officer Positions and Terms

- (a) There shall be the following Officers: President, Immediate Past President, President Elect, Treasurer and two (2) Vice Presidents
- (b) All Officer terms shall be for one year or until their successors are elected or appointed.
- (c) Provided they continue to be Directors, the President and Immediate Past President shall hold office for one year, as of right, in the year immediately following the year in which they hold the office of President -Elect and President respectively.

8.3 Description of Office

The Board may specify the duties of and, delegate to Officers, the power to manage the business and affairs of SOGC. The Officers shall have the following duties and powers, the details of which may be modified restricted or supplemented by the Board in SOGC policy:

- (a) President-When present, the President shall preside at all meetings of the Board of Directors, and of the Members, and shall ensure that the provisions of the Bylaw and policies are enforced. The President shall also be an ex-officio member of any Board committee and shall have such other duties and powers as the Board may specify.

(b) President-Elect - If the President is absent or is unable or refuses to act, the President-Elect, shall, when present, preside at all meetings of the Board of Directors and of the Members. The President-Elect shall have such other duties and powers as the Board may specify.

(c) Immediate Past President - The Immediate Past President shall have such duties and powers as the Board may specify.

(d) Vice Presidents- The Vice Presidents shall have such duties and powers as the Board may specify.

8.4 Vacancy in office

If the office of any Officer becomes vacant, the Board may appoint a qualified person to fill such vacancy.

ARTICLE 9 COMMITTEES, TASK FORCES AND COUNCILS

9.1 Power to Create Bodies

The Board may create any committee, task force, council or other advisory body as it deems appropriate and establish their mandates.

ARTICLE 10 NOTICES

10.1 Method of Giving Notices

(a) Any notice to be given (which term includes sent, delivered or served), , pursuant to CNCA, the Bylaws, Policies or otherwise to a Member, Director, Officer or member of a committee of the board or to the public accountant shall be sufficiently given if:

(i) 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 SOGC; or

(ii) mailed to such person at such person's address as shown in SOGC's records; or

(iii) if sent to such person by telephonic, electronic or other communication facility or any other means of electronic communication capable of generating a permanent

written record of the message at such person's recorded address for that purpose;
or

(b) 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.

10.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.3 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 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

ARTICLE 11 LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

11.1 Limitation of Liability

(a) Every Director and Officer of SOGC, in exercising their powers and discharging their duties, shall:

- (i) act honestly and in good faith with a view to the best interests of SOGC; and
- (ii) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

(b) Subject to the foregoing, no Director or Officer of SOGC shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to SOGC through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of SOGC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any of the monies, securities, or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which shall

happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.

11.2 Indemnity

SOGC shall indemnify a Director or Officer, a former Director or Officer, and the Director's heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person, in respect of any civil, criminal or administrative action or proceeding, to which the Director is made a party by reason of being, or having been, a Director or Officer of SOGC, if:

(a) The Director acted honestly and in good faith with a view to the best interests of SOGC; and

(b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the Director's conduct was lawful.

SOGC shall also indemnify such person in such other circumstances as CNCA permits or requires.

11.3 Insurance

SOGC shall purchase and maintain insurance for the benefit of its Directors against any liability incurred by such Directors and Officers in their capacity as a Director or Officer of SOGC.

ARTICLE 12 RULES OF ORDER

12.1 Robert's Rules of Order

Where not otherwise provided for in CNCA or SOGC's Bylaws, Policies or Standing Rules, for meetings, procedural issues at all SOGC meetings shall be determined in accordance with the latest edition of "Robert's Rules of Order".

