

**BY-LAW NO. 2
A BY-LAW TO AMEND
GENERAL OPERATING BY-LAW NO. 1
OF
THE SOCIETY OF OBSTETRICIANS AND GYNAECOLOGISTS OF CANADA
(the “Corporation”)**

WHEREAS the Corporation wishes to amend certain provisions of By-law No. 1 of the Corporation, in accordance with this amending By-law No. 2 as follows:

BE IT ENACTED AND IT IS HEREBY ENACTED that By-law No. 1 of the Corporation is amended by this By-law No. 2 in the following manner:

1. To add and insert new definitions in subsection 1.1 as follows:
 - (b) “Affiliate members” has the meaning set out in section 2.1.2 of this By-law;
 - (d) “By-law” or “By-laws” means this by-law and all other by-laws of the Corporation as amended and that are, from time to time, in force and effect;
 - (h) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation;
 - (i) “Ob-gyn members” has the meaning set out in section 2.1.1 of this By-law;

and to renumber the other paragraphs of subsection 1.1 as required.

2. To delete section 2.3 of By-law No. 1 with respect to absentee voting and to replace it with the following:

2.3 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted. Votes by mailed-in ballot or votes by means of a telephonic, electronic or other communication facility shall be collected, counted and reported in such manner as the chair of the meeting directs or such manner as may be adopted by the Board from time to time.

Members may not vote by proxy at any Meeting of Members.

Pursuant to subsection 197(1) (m) (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 above method of voting by members who are not in attendance at a Meeting of Members.

3. To delete section 4.2 of By-law No. 1 and replace it with the following:

4.2 Special Meetings

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a Meeting of Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition. The requisition may consist of several documents of similar form each signed by one or more Members, shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Corporation.

4. To add the following paragraph at the beginning of section 4.4 of By-law No.1:

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:

- (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, 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 entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

5. To add the following sentence at the end of section 4.9 of By-law No. 1:

For the purpose of determining quorum, a Member may be present in person, by telephonic and/or by other electronic means, or any absentee voting permitted by this By-law.

6. To add and insert new sections 4.10, 4.11 and 4.12 in relation to participation at Meetings of Members by electronic means as follows:

4.11 Participation at Meetings by Electronic Means

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

4.12 Meeting Held by Electronic Means

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

4.13 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility at Members' meetings, including those referred to in sections 4.10 and 4.11, 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 the Corporation without it being possible for the Corporation to identify how each Member voted.

7. To add and insert new section 5.8 in relation to consenting to be a Director as follows:

5.8 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.

8. To add the following sentence at the end of section 6.6 of By-law No.1:

For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

9. To delete section 6.7 of By-law No. 1 with respect to meetings of the Board of Directors and to replace it with the following:

6.7 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Act, participate in a Board meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

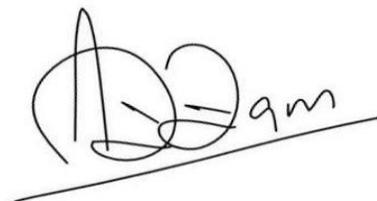
10. That the directors and officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED by not less than a two-thirds vote of the Board of Directors this 12th day of June, 2020 under the seal of the Corporation.



President

CONFIRMED by not less than a two-thirds (2/3^{rds}) vote of the Members of the Corporation this 12th day of June, 2020.



Treasurer