

SOCIETIES ACT
LA SOCIETE RESO SANTE COLOMBIE-BRITANNIQUE
BYLAWS

1. Interpretation

- 1.1. In the interpretation of these Bylaws, unless otherwise specified, the masculine generic refers to both the masculine and feminine genders and is used for conciseness purposes only. As the context may require, the singular may be read as the plural.
- 1.2. If there is a conflict between the Act, the Letters Patent or these Bylaws, the Act shall prevail over the Letters Patent and these Bylaws, and the Letters Patent shall prevail over these Bylaws.
- 1.3. In this Bylaws, unless the context otherwise requires:

“Act” refers to the *Societies Act S.B.C 2015, Chapter 18*;

“Ad hoc committee” means a committee of independent individuals or RésoSanté representatives whose terms of reference are defined in a governing policy;

“AGM” means the annual general meeting of RésoSanté;

“Board” means the board of Directors of RésoSanté;

“Committee” means any standing or operating RésoSanté committee whose terms of reference are defined in a governing policy;

“Director” means a Member of the board of Directors;

“Executive committee” means the executive committee of RésoSanté, which includes a president, a vice-president, a secretary, a treasurer and senior management;

“Officer” means a Member of the executive committee;

“Policy” means a set of guidelines specifying various elements relevant to the role of the board as a trustee of RésoSanté;

“RésoSanté” means RésoSanté Colombie-Britannique and may be referred to as RSCB; and

“SSF” means Société Santé en français. The SSF is the national organization that liaises with Health Canada, a funding body that supports 17 Member-networks providing services to francophone minority communities across Canada.

2. Members, right to vote and majority

2.1. Membership

2.1.1. Directors are the sole Members of RésoSanté.

2.1.2. RésoSanté Membership dues shall be determined by the board and subsequently sanctioned at the AGM. A Member shall pay his Membership dues in order to be a member in good standing of RésoSanté.

2.1.3. A Member who may be absent temporarily from British Columbia (the “Absent Member”) may send or deliver to the address of the Society a waiver of notice of any meeting or assembly. This waiver shall remain valid until withdrawn in writing by the Absent Member. The Absent Member shall be excluded from quorum calculation at meetings and assemblies mentioned in the waiver, and those quorum shall be valid and effective.

2.1.4. A notice shall be sent to a Member either personally, by delivery, facsimile, electronic mail or by mail posted to such person’s registered address. Such notice shall be considered delivered two (2) days after it was sent to the recipient.

2.2. Right to Vote

A Member in good standing is entitled to one vote. Upon request, representatives from government bodies and health authorities shall have a right to speak, but not a right to vote. Therefore, they are known as “affiliate Directors” as opposed to “voting Directors.”

2.3. Majority

2.3.1. General meeting

When voting takes place, motions shall be sanctioned by a simple majority of voting Directors. In case of a tie, the motion is defeated.

- 2.3.2. Extraordinary general meeting.
Special resolutions require 2/3 vote to be adopted.

3. 7. Board of Directors

3.1. Directors

- 3.1.1. Directors shall be selected in accordance with the five branches of the pentagram illustrated in “Towards Unity for Health” by Dr. Charles Boelen of the World Health Organization. These five branches identify a set of key partners needed for improving access to health care services. The board of Directors shall have no more than fifteen (15) Members in the following sectors:
- a. Communities (5 Directors—including at least three [3] representatives of community organizations working in the health sector)
 - b. Health managers (3 Directors)
 - c. Health professionals (3 Directors—some of whom could represent professional associations or governing bodies)
 - d. Academic institutions (2 Directors)
 - e. Government (2 Directors)
- 3.1.2. Directors do not sit on the board as representatives of an institution. They are nominated *ad personam*, meaning that they are appointed based on their credentials for the sole purpose of providing the best possible advice to RésoSanté in order for it to carry on its mandate effectively and in a sustainable manner.
- 3.1.3. The board of Directors may fill a vacancy that arises on the board. Members must signify their interest promptly following a resignation. The nominee shall be duly elected at the next AGM following the nomination.
- 3.1.4. To be considered, individuals wishing to join the board of Directors shall signify their interest, be accepted by a majority vote from the board and meet the following conditions:
- a. be 18 years of age or older and reside in British Columbia;
 - b. comply with the Letters Patent, the Bylaws and the policies of RésoSanté; and
 - c. work in one of the five sectors described under 3.1.1.
- 3.1.5. Directors hold office for a two (2) year term expiring at the end of the second AGM after his election. A Director whose term comes to an end

shall remain in office until a successor is elected or appointed. Directors are eligible for re-election.

- 3.1.6. To ensure an orderly turnover of elected Directors, in the first year following the adoption of these Bylaws, five (5) of the fifteen (15) Directors will hold office for a three (3) year term.
- 3.1.7. Directors sit on the board on an *ad personam* basis and are required to act at all time in compliance with Article 3.1.14 of the present Bylaws.
- 3.1.8. Elected Directors take office at the end of the AGM electing them.
- 3.1.9. The AGM shall elect new Directors by secret ballot when there is more than one candidate. A candidate who seeks a specific position must obtain 50% + 1 of the votes cast. If there are more than two candidates for a given position and none of the candidates obtain an absolute majority in the first round, the candidate with the lowest number of votes is automatically eliminated. The election process shall continue until a candidate obtains an absolute majority of votes. A ballot with more marks than the number of positions to be filled shall be rejected.
- 3.1.10. During an election, a Director who is not seeking re-election shall preside over the election.
- 3.1.11. Shall be automatically dismissed from the board and cease to perform his duties, any Director who:
 - a. is dismissed by a vote of two thirds (2/3) of voting Directors present at a special general meeting;
 - b. gives his written resignation to the board's secretary;
 - c. dies, becomes insolvent or is being placed under protective supervision; and
 - d. is dismissed from the board in compliance with Article 4.2.
- 3.1.12. Directors are not entitled to receive remuneration for work done as a Member of the board; however, they may be compensated for reasonable expenses necessarily incurred in performing their duties, as set out in a board policy.
- 3.1.13. Directors shall, within the scope of the powers conferred on them, exercise the care, prudence, diligence and skill that a reasonable person would exercise in similar circumstances; they shall also act with honesty, loyalty and in the interest of RésoSanté. To avoid deposition, they must declare in

the minutes their direct or indirect interest distinct from that of RésoSanté in a contract or a matter planned by RésoSanté. The Director that has such an interest cannot participate to discussion or decision on the contract or the matter concerned and must physically retire from the deliberation room for as long as the discussion is not over and that a decision has been made. The non-observance of this article by a Director does not nullify the decision taken but makes this Director indebted to RésoSanté, its board of Directors or its creditors for these benefits and can lead to his destitution as a Director.

3.1.14. Each Director assumed or assumes the function of Director, including the one of officer, under the express condition and in consideration of the actual commitment of RésoSanté to exempt him from all responsibilities and to indemnify him, his heirs and beneficiaries, of all complaints, lawsuits, fees and charges related to any action or oversight on his part in the practice of his functions, except for fraud made directly by the Director; a fact due to his own negligence or his voluntary omission. RésoSanté commits itself to defend the Director in the aforementioned eventualities. RésoSanté must use its funds in such matters and must have an appropriate insurance. In addition, a Director cannot be held liable for any actions incurred by another Director to the detriment of RésoSanté.

3.2. The board of Directors and the executive committee shall manage any business carried on by RésoSanté. Senior managers are also involved; however, they cannot vote nor be part of any quorum.

3.3. The role of the board of Directors is, in part:

- a. to develop a vision for the future;
- b. to set strategic directions for RésoSanté and approve their action plans;
- c. to ensure RésoSanté's orientations by establishing clear policies in areas relevant to RésoSanté's progress in accomplishing its goal and objects;
- d. to sanction the executive committee's recommendations in between board meetings;
- e. to receive regular reports from the president, senior management and treasurer of RésoSanté;
- f. to manage the resources provided to RésoSanté and to establish the amount of RésoSanté's line of credit ;
- g. to ensure the ongoing sustainability of RésoSanté;

- h. to liaise with regional health authorities, the Ministry of Health and the SSF;
- i. to speak on behalf of the French-speaking community during deliberations with the Ministry of Health and/or other departments or agencies;
- j. to develop and adopt RésoSanté policies;
- k. to adopt the program and budget for the next fiscal year;
- l. to hire, suspend or discharge senior managers and set their wage and working conditions;
- m. to establish ad hoc committees to investigate matters of concern when necessary;
- n. to set the date, time and location of the AGMs; and
- o. to submit any amendments to the Bylaws to the AGM;

3.4. Meetings

- 3.4.1. The board of Directors shall meet as often as necessary, but at least three (3) times a year, at any location, in the city, designated by the chair. Only Members in good standing of RésoSanté—and the auditor, if applicable—receive notice to attend the AGM.
- 3.4.2. Upon prior acceptance of all the Directors, the Directors may participate in meetings by telephone or through other communications medium if:
 - a. ResoSanté has facilitated the use of any such communications medium at that meeting; and
 - a. All persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other, provided that, for greater certainty, the Society may, but is not required to, take any action to facilitate the use of any communications medium at any meeting.
- 3.4.3. At an assembly held using the aforementioned communications medium, the vote shall be taken by voice rather than by a show of hands or secret ballot. A copy of the resolution shall be kept in RésoSanté's minute book in the same way than regular minutes.
- 3.4.4. Notice for a board meeting shall be given by the chair or secretary at least one week prior to the meeting, either by mail, fax, telephone or email. The notice must state the place, date and time of the meeting and include the

agenda. If all the Directors are present or if the absentees have signified their consent in writing, the meeting may take place without prior notice. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting unless he attends the meeting for the sole purpose of objecting to the holding of the meeting on the ground that it was not lawfully called.

- 3.4.5. The quorum for the transaction of business at a board meeting is 3 voting Directors. If, within thirty (30) minutes from the time set for holding a meeting, a quorum of voting Directors is not present, the meeting stands adjourned to the same day in the next week, at the same time and place. If a quorum is not present within (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting Directors who are present constitute a quorum for that meeting.
- 3.4.6. The chair of the board of Directors or two Directors may convene a special board meeting in writing. The notification shall state the nature of any business to be transacted at the meeting, and only those subjects can be discussed at the special meeting. Notice for a special meeting shall be sent at least twenty-four (24) hours prior to the meeting. If, within thirty (30) minutes from the time set for holding a special board meeting, a quorum of voting Members is not present, the meeting shall be cancelled.
- 3.4.7. Under exceptional circumstances, Directors can convene a special meeting without the intervention of senior management.
- 3.4.8. Proxy vote is not allowed. Unless otherwise specified in the *Law* and these Bylaws, resolutions shall be adopted by a simple majority of voting Directors present at the meeting. A resolution does not need to be seconded, and the chair of the meeting may also propose a resolution. Voting shall be by a show of hands unless a vote by secret ballot is requested by two (2) Directors or the chair of the meeting, in which case the vote shall be taken by ballot. In case of a tie, the chair of the board is not entitled to a second vote, therefore, status quo prevails and the motion is defeated.
- 3.4.9. The minutes and proceedings of the board meetings and assemblies shall be available to the Directors.
- 3.4.10. The board of Directors may appoint committees whose members will hold their offices at the will of the board, and the board shall determine the duties of such committees. These committees may include Directors or any other person that the board may deem necessary due to their specific skills with respect to the mandate of these committees.

4. Resignation, suspension, discharge

- 4.1. Any member of the board of Directors can resign by sending a written notice for that matter to the secretary of RésoSanté. The resignation takes effect immediately and the member automatically loses his rights and privileges.
- 4.2. The board of Director can, by a vote of two thirds (2/3) of voting Directors, suspend or discharge a Director who does not respect the rules or who commits an act deemed unworthy or contrary or harmful to the role or mandate of RésoSanté.
- 4.3. However, the board cannot adopt a resolution to discharge a Director before sending him written notice, mentioning the reasons put forwards for his discharge, at least thirty (30) days prior to the meeting at which the resolution should be set. The purpose of such notice is to provide an opportunity for that Director to amend or present his side of the story and to challenge the reasons given in support of his destitution from RésoSanté before the board at an AGM or at a special meeting.
- 4.4. The board can also discharge a Director who can be said to have vacated office for not attending three (3) consecutive board meetings or for being absent for a period of twelve (12) months, without any apparent reasons, by an affirmative vote of five (5) voting Directors.
- 4.5. Reinstatement of Directors
Any suspended or discharged Director may be reinstated, upon a resolution of the board of Directors, when the event that led to his suspension no longer exists or has been settled to the satisfaction of the board.

5. General meetings

- 5.1. Every member of the board of Directors shall sit at the annual and special general meetings. The first AGM shall be held not more than fifteen (15) months after the date of the incorporation.
- 5.2. Every year, the board sets the date, time and place of the RésoSanté AGM. The meeting shall be held in British Columbia, ideally within ninety (90) days following the end of the Society's fiscal year.
- 5.3. At the AGM, the following business is ordinary business:
 - a. the consideration of the chair's report;

- b. the consideration of the audited financial report presenting the year-end balance sheet and the annual financial statements;
- c. the election of Directors, in compliance with the annual election process described under 3.1.7;
- d. the appointment of an external auditor;
- e. if applicable, the ratification of any amendment to these Bylaws that may have been adopted by the board;
- f. the consideration of the motions submitted by the board; and
- g. the consideration of the budget estimates for the next fiscal year.

5.4. The board of Directors shall set the date, time and location of any special annual meeting, when:

- a. it is required by *Law*;
- b. the chair of the board deems it appropriate;
- c. the board deems it appropriate;
- d. a written requisition specifying the nature of the business to be carried on at a meeting, signed by no fewer than three (3) voting Directors, is presented to the chair of the board. In such a case, if the chair does not convene a meeting within ten (10) days of receiving the requisition, the Members who signed the requisition may convene the meeting and set the date, time and place.

5.5. When a meeting is convened, a notice shall be sent to each entitled voting Member, either personally, by delivery, facsimile, electronic mail, or by mail posted to the Member's last registered address.

5.5.1. Notice of a special general meeting must state the time, date and place of the meeting. It must also state the nature of any special business to be transacted at the meeting in sufficient detail to permit the Director receiving the notice to form a reasoned judgment concerning that business, and only those subjects can be discussed at the meeting.

5.5.2. A general meeting may take place without prior notice if two thirds (2/3) of voting Directors are present or if absentees have signified their consent in writing to the holding of such meeting. Attendance of a Director at a meeting shall constitute a waiver of notice.

- 5.5.3. The accidental omission to give notice of a meeting to any Director, or the non-receipt of a notice by any Member, does not invalidate proceedings at the meeting.
- 5.5.4. Notice for the AGM shall be sent at least twenty-one (21) days prior to the meeting.
- 5.6. The president of RésoSanté, the vice-president or any Director appointed by the board of Directors is entitled to preside as the chair of an AGM.
- 5.7. The secretary of RésoSanté act as secretary at the AGM's. In the absence of the secretary from a meeting, or if the secretary is incapacitated, the Directors present at the meeting shall appoint another person to act as secretary at the meeting.
- 5.8. The quorum for the transaction of business at an AGM or special general meeting is 3 voting Directors. The voting Directors shall be present at the meeting and be in good standing. A quorum must be present throughout the meeting.
- 5.9. Only a voting Director of the board present at the meeting is entitled to vote at the AGM. Proxy vote is not allowed.
- 5.10. Unless otherwise specified in the *Law* and these Bylaws, resolutions shall be adopted by a simple majority of voting Directors present at the meeting. A resolution does not need to be seconded, and the chair of the meeting may also propose a resolution. Voting shall be by a show of hands unless a vote by secret ballot is requested by two (2) Directors or the chair of the meeting, in which case the vote shall be taken by ballot. In case of a tie, the chair of the board is not entitled to a second vote, therefore, status quo prevails and the motion is defeated.
- 5.11. No new business may be discussed at the AGM without the consent of two thirds (2/3) of voting Directors attending the said meeting. Such a motion of new business shall be presented at the opening of the meeting. Any new business thus presented shall be discussed at the end of the agenda.
- 5.12. Upon prior acceptance of all the Members, the Members may participate in general meetings by telephone or through other communications medium if:
- e. ResoSanté has facilitated the use of any such communications medium at that general meeting; and

- f. All persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other, provided that, for greater certainty, the Society may, but is not required to, take any action to facilitate the use of any communications medium at any general meeting.

5.13. However, the only business to be transacted at any special general meeting shall be the business stated in the notice of the meeting. No new business shall be discussed at the meeting.

5.14. At any general meetings, proceedings shall be conducted in the manner prescribed by the chair of the meeting.

5.15. An AGM may be adjourned at any time, if so directed by a majority vote, and such meeting may be reconvened, as adjourned, without further notice. If a quorum is present at the reconvened meeting, Members may transact any business that could have been transacted at the adjourned meeting. When a meeting is adjourned for ten (10) days or more, notice of the reconvened meeting shall be given as instructed under the Article 5.5.

6. Executive Committee

6.1. The Executive Committee of RésoSanté includes:

- a. the president;
- b. the vice-president;
- c. the secretary;
- d. the treasurer; and
- e. the senior management.

6.2. Immediately following an AGM, the board of Directors shall hold a special meeting to appoint, from among its members, the officers of RésoSanté whose mandate shall begin upon election. This meeting does not require notice.

6.3. The board of Directors shall elect the members of the executive committee, with the exception of senior managers, at a board meeting, as provided for in Article 6.2 of these Bylaws. Officers shall hold office for a one (1) year term and are eligible for re-election. An officer may remain in office until a successor is elected in their stead.

6.4. The members of the executive committee, with the exception of senior managers, are not entitled to receive any remuneration or loans for their services.

6.5. The executive committee may delegate any of its power to a committee, as it sees fit, accordingly to the Articles 2.2; 2.3; 3.4.7; 3.5 and 5.5.3. The role and duties of officers are as follows:

6.5.1. The President:

- is the spokesperson for RésoSanté;
- presides at all meetings of the board of Directors and executive committee;
- may convene an executive committee meeting;
- act on behalf of the board in between meetings and reports to the board on its business and resolutions;
- works in close collaboration with the executive committee;
- is an ex-officio Member of all RésoSanté committees;
- signs all legal deeds and documents requiring his signature, including the minutes of the meetings held under his presidency;
- presides at the AGM or appoints a Director to preside on his behalf during deliberations;
- provides direct leadership to senior staff and supervises the other officers in the execution of their duties;
- performs any other duties imposed upon him by the executive committee.

If necessary, the president may delegate his powers to another Director of RésoSanté.

6.5.2. The Vice-President:

- presides at executive committee meetings at the request of the presidency or if the president is at least thirty (30) minutes late;
- may convene an executive committee meeting;
- performs the duties of the president, should he be absent or disabled;
- performs any other duties imposed upon him by the board or by the executive committee.

6.5.3. The Secretary:

- may preside at board meetings at the request of the presidency or if the president and vice-president are at least thirty (30) minutes late;
- may convene a board meeting on his own behalf or at the request of another officer;
- takes and signs minutes of AGMs and of board meetings as well as the correspondence of the Society;

- ensures that every Director of RésoSanté has received notice of any general meeting, special meeting or other Directors' meeting;
- has custody of the common seal of the Society;
- keeps the records of Directors' proceedings and the decision registry up to date;
- manages the recruiting process for vacant position within RésoSanté;
- in the absence of the secretary from a meeting, the other present voting members shall appoint another member to act as secretary for that meeting;
- performs any other duties imposed upon him by the board or by the executive committee.

6.5.4. The Treasurer:

- presides at board meetings at the request of the presidency or if the president and vice-president are at least thirty (30) minutes late;
- may convene an executive committee meeting;
- presents periodic financial statements to the board;
- presents periodic financial statements at general meetings;
- prepares the budget;
- ensures budgetary control;
- reviews all payment requests;
- performs any other duties imposed upon him by the board or by the executive committee.

6.5.5. The Senior Managers

Senior managers are hired by the board of Directors to manage the affairs of RésoSanté, to hire and manage staff and to coordinate staff activities. Senior managers are not entitled to vote. The board shall define their functions and remuneration in a policy. They shall be convened ex-officio to all board meetings and RésoSanté committees, with the exception of Article 3.4.6. Senior managers may ask for an executive committee meeting to be convened. An affirmative vote of six (6) voting Directors is required to hire or removed senior managers from office, or to adopt or amend their functions.

6.5.6. An officer ceases to hold office when:

- a. the officer gives his resignation to the board in writing;
- b. the officer ceases to hold office; and
- c. the officer is removed from office by an affirmative vote of six (6) Directors.

- 6.6. Any vacancy can be filled by a board resolution for the period left to the mandate of the officer that has been replaced.

7. Records

- 7.1. The records of the Society will be open to inspection by any of the directors in accordance with the Societies Act. The Members will have the right to inspect the records required to be kept by the Society in accordance with section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including without limitation:

- a. the Society's certificate of incorporation;
- b. the minutes of each meeting of Members, including the text of each resolution passed at the meeting; and
- c. the financial statements of the Society and the auditor's report, if any, on those special statements.

- 7.1.1. Members will not have the right to inspect the records to be kept by the Society in accordance with section 20(2) of the Societies Act ((as such section may be amended, restated, renumbered or replaced from time to time).

- 7.1.2. No person other than a Member, Director or auditor of the Society (where applicable) may inspect the records of the Society, except as required by the Societies Act or otherwise required by law.

8. Finance

- 8.1. Fiscal year

The fiscal year of RésoSanté ends on the thirty-first (31) of March of each year.

- 8.2. Auditing

The books and the financial statements of RésoSanté are audited every year, as soon as possible after the end of each fiscal year, by the auditor assigned to this task. The auditor's report shall be presented together with the financial statements to the board of Directors at the AGM.

- 8.3. Loan

- 8.3.1. Directors may, by special resolution, restrict the borrowing power of RésoSanté, but a restriction so imposed expires at the following AGM.

- 8.3.2. Bonds may not be issued without the approval, by special resolution, of the board of Directors.

8.4. Auditor

Directors shall, at each AGM, appoint an auditor to audit the accounts of RésoSanté. The auditor shall hold office until the next AGM or until a successor is appointed. The board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board.

8.5. The board of Directors may administer the internal affairs of the Society, make in its name any kind of contract which the Society may lawfully enter into, and generally, exercise all such powers and do all such other affairs as the Society, by its Letters Patent or Bylaws, is authorized to exercise and do. The board may also delegate any of its power to a committee, as it sees fit. Such committee shall carry on its business as instructed under 2.2; 2.3; 3.4.7; 3.5 and 5.5.3.

8.6. The board shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, grants and donations of any kind whatsoever for the purpose of furthering the goals and objects of the Society.

8.7. All bank instruments and contracts shall be governed by a financial practice policy adopted or amended from time to time by the board.

9. Conflict of interest

9.1. A conflict of interest means any situation where a Director of RésoSanté has a personal interest such that it prevails, or may prevail, over those of the public for which he serves as Director.

9.2. Conflict of interest is a broad term. That said, for a conflict of interest to occur, there must be a potential conflict situation where there is a real possibility that one's personal interest, whether financial or otherwise, may prevail over that of the public. Therefore, it is not necessary for a Director to actually take advantage of his position or functions to serve his interests or to impair the interests of RésoSanté; the possibility of that occurring is sufficient to undermine the credibility of the Society. Furthermore, a Director must avoid any situation that could potentially constitute a perceived conflict, even if it does not constitute a real conflict of interest.

9.3. When a Director of RésoSanté believes that he may be in a situation that could constitute a conflict of interest, he must disclose that interest verbally or in writing to the board of Directors and abstain from sitting on the board and

from participating in any deliberations or decisions on any question relating to the undertaking in which he has that interest. This measure is intended for Directors; it does not apply to senior managers, who must avoid conflict situations at all time. As such:

- 9.3.1. A Director shall act within the powers conferred to him.
- 9.3.2. A Director shall avoid placing himself in a position of conflict of interest and must avoid being in a situation that leaves reasonable doubt as to his capacity to fulfill his functions.
- 9.3.3. A Director shall not abuse his position to gain personal benefits for himself or his family.
- 9.3.4. A Director shall recognize that being a Member of RésoSanté does not confer any power or privilege over the health and social services to which a person is entitled.
- 9.3.5. A Director shall recognize that his appointment with RésoSanté does not confer any special power or privilege other than that he has in a meeting duly convened or in the scope of his mandate with RésoSanté.
- 9.3.6. When a Director must take a position on an issue, he shall consider each proposal on its own merit and, therefore, abstains from any exchange of illegitimate procedures with other RésoSanté employees or with any another person.

10. Other provisions

- 10.1. The Bylaws of RésoSanté may be repealed or amended by a resolution of the board of Directors and approved by two thirds (2/3) of voting Directors, , at an AGM or at a special general meeting.
- 10.2. Revocations or amendments will not come into effect and will not be enforced under the authority of RésoSanté until approved under the *Act*.