



# Digital Health Canada

## Bylaws



## Digital Health Canada Consolidated Bylaws

These By-laws are subject to the *Canada Not-for-profit Corporations Act* (the “**Act**”)

### ARTICLE I. NAME

The name of the association shall be: DIGITAL HEALTH CANADA (hereinafter referred to as “**DIGITAL HEALTH CANADA**”), or such other name as may be approved in accordance with the Act.

### ARTICLE II. FISCAL YEAR

The fiscal year of DIGITAL HEALTH CANADA shall be set by the Board of Directors (hereinafter referred to as the “**Board**” and further defined herein), subject to change with the approval of Canada Revenue Agency.

### ARTICLE III. CORPORATE SEAL

The Seal of DIGITAL HEALTH CANADA shall be in such a form as shall be prescribed by the Board and shall have the full legal name of DIGITAL HEALTH CANADA endorsed thereon.

The seal shall remain in the custody of the Chief Executive Officer (hereinafter referred to as the “**CEO**” and further defined herein) or another officer so designated by the Board.

### ARTICLE IV. REGISTERED OFFICE

The Registered Office of DIGITAL HEALTH CANADA shall be in the province in Canada specified in the Articles of Continuance of DIGITAL HEALTH CANADA (as they may be amended) (the “**Articles**”) at such place within such province as may be specified from time to time by the Directors.

#### Section 4.01 Membership

#### Section 4.02 Definition

There shall be one class of members which shall be available to individuals who are interested in advancing the practice of health informatics in Canada.

In addition, all former Presidents of DIGITAL HEALTH CANADA shall automatically become members of DIGITAL HEALTH CANADA effective in the year after which they cease to hold the office of President.

All members shall have the same rights and privileges.

#### Section 4.03 Application

Applications for membership shall be delivered in writing to the registered office of DIGITAL HEALTH CANADA to the attention of the CEO, or his/her designate, along with the prescribed membership fee. Membership is effective on the date the application is accepted by DIGITAL HEALTH CANADA.

The Board may from time to time adopt such other rules and procedures for membership application and renewal as well as other administrative rules relating to membership.

#### Section 4.04      Withdrawal

Any member wishing to withdraw from membership in DIGITAL HEALTH CANADA may do so upon notice in writing to the registered office of DIGITAL HEALTH CANADA. Membership fees will not be refunded in whole or in part, nor is a credit carried forward for subsequent years.

#### Section 4.05      Termination

The interest of a member in DIGITAL HEALTH CANADA is not transferable and ceases to exist when a member dies, withdraws in accordance with section 5.3 or fails to pay membership dues in accordance with Article VI.

## ARTICLE V. DUES, FEES

The Board shall establish membership fees, the period for which the fees apply and the date when fees are due and payable. If a member does not pay his or her membership dues by the deadline set by the Board from time to time, such member shall automatically cease to be a member of DIGITAL HEALTH CANADA on such date.

## ARTICLE VI.      MEMBERS MEETINGS

#### Section 6.01      Annual Meeting

The Annual Meeting of the Members (hereinafter referred to as the “**Annual Members’ Meeting**”) shall be held each year at such time and place in Canada as may be designated by the Board. The meeting shall be held within six (6) months of the end of the fiscal year and within fifteen (15) months of the preceding Annual Members’ Meeting.

In addition to any other business that may be transacted, the financial statements and the report of the Public Accountant (as further defined herein) shall be presented for approval by the members and the Public Accountant appointed for the ensuing year DIGITAL HEALTH CANADA shall send to each member, at least twenty-one (21) days and not more than sixty (60) days, before each Annual Members’ Meeting, a copy of the annual financial statements or a copy of a publication of DIGITAL HEALTH CANADA reproducing the information contained in such documents. Instead of sending the documents, DIGITAL HEALTH CANADA may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge or DIGITAL HEALTH CANADA may notify the members in accordance with section 7.3 that such documents are available at the registered office of DIGITAL HEALTH CANADA and a free copy can be obtained, on request, at DIGITAL HEALTH CANADA’s registered office or by prepaid mail.

#### Section 6.02      Special Members’ Meetings

A special members’ meeting of DIGITAL HEALTH CANADA (hereinafter referred to as a “**Special Members’ Meeting**”) may be held upon the call of the Board at such time and place in Canada as it may designate.

The President shall call a Special Members’ Meeting upon the written and/or electronic request of at least five percent (5%) of the members within twenty-one (21) days after the filing of such request at the registered office of DIGITAL HEALTH CANADA to the attention of the CEO. The business to be transacted at such Special Members’ Meeting shall be stated in the notice thereof, and no other business may be considered at such meeting.

### Section 6.03 Notice

Notice of the Annual Members' Meeting or any Special Members' Meeting (collectively referred to hereinafter as "**Members' Meetings**") shall be given in writing a minimum of thirty (30) days in advance of the meeting. Failure of a member to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

### Section 6.04 Quorum at Members' Meetings

- (a) A quorum for a Members' Meeting shall be not less than two percent (2%) of the members, present either in person or by proxy, who are not officers of DIGITAL HEALTH CANADA.
- (b) Should the number of members present in person or by proxy at a Members' Meeting fall below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

### Section 6.05 Voting by Members

A majority of votes cast by the members present (by way of proxy as set out below or otherwise) shall determine the questions at Members' Meetings, except where the vote or consent of a greater number of members is required by the Act or these By-laws. The voting procedure with respect to every question requiring a vote at any Members' Meeting, with the exception of the vote for the election of the directors, shall be as follows:

- (a) In Person
  - (i) *Each member present at a Members' Meeting eligible to vote shall have the right to exercise one (1) vote. In the event of a tie, the chair of the meeting shall cast the deciding vote.*
- (b) By Proxy
  - (i) *Any member may be represented by proxy at a Members' Meeting, provided such proxy shall be in writing on the form prescribed by DIGITAL HEALTH CANADA from time to time. Members eligible to vote shall be provided with the proxy form a minimum of thirty (30) days in advance of the Members' Meeting.*
  - (ii) *A proxy must be signed by the member and shall be valid only for the meeting for which it was specifically given, or for any adjournment thereof.*
  - (iii) *Proxies or notices of proxies held must be filed with DIGITAL HEALTH CANADA at least seven (7) days prior to the meeting taking place.*
- (c) Electronic
  - (i) *The Board may determine that any vote of the members may be held by means of a telephonic, electronic or other communication facility that DIGITAL HEALTH CANADA makes available for that purpose, and in conformity with the explanation and instructions that DIGITAL HEALTH CANADA provides to the members, so that this facility will enable the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to DIGITAL HEALTH CANADA without it being possible for DIGITAL HEALTH CANADA to identify how each member voted.*

## ARTICLE VII. BOARD OF DIRECTORS

### Section 7.01 Power and Authority of the Board

The affairs of DIGITAL HEALTH CANADA shall be governed by a Board, which shall supervise the management of the activities and affairs of DIGITAL HEALTH CANADA.

The Board shall actively pursue the mission and goals of DIGITAL HEALTH CANADA and may adopt such rules and regulations for the conduct of its business as may be deemed advisable.

The Board may by resolution establish standing and special committees and appoint the chair and members of such committees. The Board may by resolution remove the chair or other members of committees from office. The Board may delegate to any committee or officer any or all powers, duties and authority of the Board, which may be lawfully delegated except for the following:

- (a) submission to the members of any question or matter requiring the approval of the members;
- (b) filling a vacancy among the directors or in the office of public accountant or appointing additional directors as permitted by the Articles;
- (c) issuing debt obligations except as authorized by the directors;
- (d) approving any financial statements;
- (e) adopting, amending or repealing by-laws; or
- (f) establishing contributions to be made, or dues to be paid, by members.

The Board shall be accountable to the members.

### Section 7.02 Composition

- (a) The minimum and maximum number of individuals who shall serve as the directors of the Board (hereinafter individually referred to as a “**director**” and collectively as “**directors**”) shall be as set out in the Articles, the exact number of directors to be determined by resolution of the Board from time to time.
- (b) Each director must be a member of DIGITAL HEALTH CANADA.
- (c) Each director must be an individual who is at least eighteen (18) years old, may not have been declared incapable by a court in Canada or in another country and may not have the status of a bankrupt.

### Section 7.03 Duties and Responsibilities

Directors shall carry out duties as assigned by the Board which may include chairing a committee or acting as Board Liaison for a committee in accordance with the terms of reference for such committees and liaison persons established by the Board.

All Board members are expected to act in accordance with the code of ethics as may be established by the Board from time to time.

### Section 7.04 Executive Committee

There shall be an Executive Committee of the Board that is composed of the President, Vice President and Secretary-Treasurer and such other directors as the Board may determine from time to time. In addition, the CEO and Past President shall be entitled to attend and participate in all meetings of the Executive Committee (except in camera meetings), in accordance with the terms of these By-laws, but shall have no vote.

The quorum for meetings of the Executive Committee shall be two (2) voting members of the Executive Committee.

In the intervals between meetings of the Board, the Executive Committee shall supervise, control and direct the affairs and business of DIGITAL HEALTH CANADA subject to the limits on Board delegation set out in Section 8.1 above and such directions, restrictions and limitations as may from time to time be given or imposed by the Board. Subject to the aforesaid, the Executive Committee shall possess and exercise all the powers and authority of the Board other than those, which must be exercised by the Board as required by the Act, except when the Board is in session, and shall report on its actions at the next Board meeting.

Notice of each Executive Committee meeting shall be given at least seven (7) days in advance of the meeting by telephone, facsimile or other electronic transmission. The notice period may be shortened upon the consent of all of the voting members of the Executive Committee. Such notice shall set out or outline the business that is to be transacted at said meeting. Failure of a member of the Executive Committee to receive notice of a meeting shall not invalidate any proceedings taken at the meeting.

Any or all members of the Executive Committee may participate by such conference telephone, electronic or other communications facilities as permit all persons participating to communicate adequately with each other, and an Executive Committee member participating by such means is deemed to have consented to and be present at the meeting.

#### Section 7.05 Board Meetings

The Board shall meet following the Annual Members' Meeting and at least one other time annually, at such times and place as the President may designate (hereinafter referred to as a “**Regular Board Meeting**”).

Notice of each Regular Board Meeting shall be given at least seven (7) days in advance of the meeting if notice is given by other than by mail at least fourteen (14) days in advance if notice is given by mail. A director at any time may waive notice of any meeting and may ratify any proceeding taken at a meeting. Failure of a director to receive the notice of a meeting shall not invalidate any proceeding taken at the meeting.

The President shall call a special meeting of the Board (hereinafter referred to as a “**Special Board Meeting**”) at any time and place specified in a written demand by a majority of the directors. The business to be transacted at such Special Board Meeting shall be stated in the notice thereof and no other business may be considered at that meeting.

Notice of a Special Board Meeting shall be given in writing at least fifteen (15) days in advance of the meeting; provided, however, that if the Executive Committee determines that an emergency meeting of the Board is required, such meeting may be called on twenty-four (24) hours' notice in writing.

Notice of a Board meeting need not specify the business to be transacted unless the meeting will address any of the matters listed in paragraphs a. to f. of Section 8.1 above.

A quorum for the transaction of business at either a Regular Board Meeting or Special Board Meeting (hereinafter collectively referred to a “**Board Meeting**”) shall consist of a majority of the directors entitled to be present and vote at a meeting of the Board and shall include at least one director who is also an officer of DIGITAL HEALTH CANADA, unless there are no officers. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum. If the number of directors present at a Board meeting falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

Each director is authorized to exercise one (1) vote. In the event of a tie, the chair of the Board Meeting shall cast the deciding vote.

If all the directors of DIGITAL HEALTH CANADA consent, a director may participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

The President of DIGITAL HEALTH CANADA may invite to any Board Meeting guests as appropriate to report on any matters of interest to the Board.

#### Section 7.06 Director's Term

- a. Except as set out in these By-laws, a director's term shall be for two (2) years commencing at the conclusion of the meeting at which the director was elected or appointed.
- b. A retiring director shall be eligible for re-election or re-appointment for up to three (3) additional 2-year terms, after which time they can be eligible for re-election or re-appointment after an absence of two (2) years from the Board.

#### Section 7.07 Removal

A director may be removed before the expiration of his or her term by resolution of the members passed by a majority of the votes cast at a Special Members' Meeting of which notice specifying the intention to pass such resolution has been given. At or before any such meeting, the director subject to the resolution shall have had reasonable notice of the complaint made against him or her and a reasonable chance to explain or defend his or her position before the members attending such a meeting. Any vacancy so created may be filled by a vote of the majority of members present at that meeting and the person so elected shall hold office for the remainder of the term of the vacating director.

#### Section 7.08 Director Vacancies

An office of a director shall be declared vacated if:

- (a) A director resigns (such resignation to be effective at the time a written resignation is sent to DIGITAL HEALTH CANADA or at the time specified in the resignation, whichever is later);
- (b) A director is declared incapable by a court in Canada or in another country;
- (c) On the death of the director;
- (d) The director has the status of a bankrupt;
- (e) The director is no longer a member of DIGITAL HEALTH CANADA;
- (f) A director has been absent from two (2) consecutive meetings of the Board without a reason deemed by the Board to be adequate; or
- (g) The director is removed from the Board in accordance with Section 8.7.

Any vacancy on the Board created by operation of Section 8.8 may be filled by Board appointment and the person so appointed shall hold office for the remainder of the term of the vacating director.

In the event that a significant number of the members of a third party organization become members of DIGITAL HEALTH CANADA as a result of a negotiated agreement with such third party organization, the Board may, in accordance with the Articles and with the affirmative vote of a majority of the Board, appoint one or more representative(s) from the members of such third party organization who have joined DIGITAL HEALTH CANADA as

a director of DIGITAL HEALTH CANADA. A director so appointed shall hold office until the next Annual Members' Meeting.

#### Section 7.09 Indemnification of Directors and Officers

Subject to the Act, DIGITAL HEALTH CANADA shall indemnify the present and former directors and officers against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such an individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with DIGITAL HEALTH CANADA, provided that the individual:

- (a) acted honestly and in good faith with a view to the best interests of DIGITAL HEALTH CANADA; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

DIGITAL HEALTH CANADA shall also indemnify any such person in such other circumstances as the law permit(s) or requires.

Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws to the extent permitted by law.

#### Section 7.10 For the Protection of Directors and Officers

Except as otherwise provided in the Act, no director or officer for the time of their position as director or officer of DIGITAL HEALTH CANADA shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to DIGITAL HEALTH CANADA through the insufficiency or deficiency of title to any property acquired by DIGITAL HEALTH CANADA or for or on behalf of DIGITAL HEALTH CANADA or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful neglect or default. The directors for the time being of DIGITAL HEALTH CANADA shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of DIGITAL HEALTH CANADA otherwise than as a director or officer or shall have an interest in a person who is employed by or performs services for DIGITAL HEALTH CANADA, the fact of his being a director or officer of DIGITAL HEALTH CANADA shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

#### Section 7.11 Conflict of Interest

Every director and officer of DIGITAL HEALTH CANADA shall comply with the conflict of interest provisions contained in the Act and the Regulations and any conflict of interest policy of DIGITAL HEALTH CANADA in effect from time to time.

## ARTICLE VIII. NOMINATION AND ELECTION OF DIRECTORS

#### Section 8.01 Determination of the Number of Directors

At least ninety (90) days prior to the Annual Members' Meeting, the Board shall pass a resolution determining the number of directors that will be required by the Board for the upcoming year. If no such steps are taken to pass such a resolution, the Board will consist of the same number of directors as in the prior year.

#### Section 8.02 Board Development Committee

- (a) The Board shall appoint a committee dedicated to overseeing the nomination and election of directors and such committee shall be referred to as the Board Development Committee (hereinafter referred to in Article 9 as the “**Committee**”) comprised of at least three (3) members of DIGITAL HEALTH CANADA in good standing along with the Past President who shall act as the chair.
- (b) Board members other than the Past President are not eligible to serve on the Committee.
- (c) The Committee shall be responsible for:
  - (i) *Confirming the number of director positions available for the Board for the upcoming year;*
  - (ii) *Making a general call of the membership for nominees;*
  - (iii) *Soliciting nominations of individuals who are qualified for the position of director and putting their names forward, with their written consent, for nomination for a position on the Board;*
  - (iv) *Preparing a slate of candidates that represents the criteria for member representation of the Board in accordance with the policies and procedures as may be established by the Board from time to time;*
  - (v) *Supervising the election process in accordance with these By-laws; and*
  - (vi) *Providing a post-election report to the Board setting out the election results and providing comment with respect to the satisfaction of the Board policies and procedures concerning the fulfillment of the criteria for Board member representation.*

#### Section 8.03 Nominations

- (a) Not less than ninety (90) days prior to the Annual Members’ Meeting, the Committee shall make a call for nominations to all members of DIGITAL HEALTH CANADA.
- (b) In addition to nominees identified by the Committee, individuals may nominate themselves or others on the form prescribed by the Committee and signed by at least three other members of DIGITAL HEALTH CANADA in good standing.
- (c) All nominations shall be submitted at least sixty (60) days prior to the Annual Members’ Meeting.
- (d) Any member of DIGITAL HEALTH CANADA, in compliance with Section 8.2 herein, is eligible to be elected or appointed as a director of DIGITAL HEALTH CANADA. Prior written consent of the member being nominated as a director is required.

#### Section 8.04 Acclamation

In the event that the number of nominations received equals the number of positions available, election shall be by acclamation.

#### Section 8.05 Election Procedures

- (a) In the event that more director nominations are received than positions available, an election shall be ordered.
- (b) The Committee shall, no less than thirty (30) days prior to the Annual Members’ Meeting, by mail and/or electronically provide a notice to the members setting out the election procedure, the procedure for the casting of secret ballots and the means of ballot collection and tabulation. The ballot, whether delivered by mail and/or electronically, shall clearly identify, in alphabetical order, the names of candidates for available positions and shall set out the number of directors to be elected for the available positions.

- (c) The Past-President shall, not less than ten (10) days prior to the Annual Members' Meeting, appoint three (3) scrutineers from among the members who are not directors or candidates for election to the Board, to oversee the secret ballot tabulation prior to the Annual Members' Meeting. The date of the deadline for the receipt of ballots and the ballot counting shall be determined by the Board prior to the Annual Members' Meeting.
- (d) Each member shall have one (1) vote for each available position on the Board. Directors will be declared elected on the basis of a plurality of votes cast as verified by the scrutineers.
- (e) In the event that two (2) nominees shall receive the identical number of votes, and as a result, a final determination of the elected Board members cannot be made, the chair of the Committee shall randomly select the name of one (1) of the candidates by way of a draw, in the presence of the scrutineers, and that candidate shall receive credit for one (1) additional vote for the purposes of the election.
- (f) In the event that prior to the Annual Members' Meeting at which the results of an election are declared as set out in paragraph g. below a nominee who would have been elected declines his or her election or otherwise advises DIGITAL HEALTH CANADA that he or she cannot assume office, or is otherwise unable to assume office, then the candidate who received the next highest number of votes shall be declared elected as a director.
- (g) The results of the election, or acclamation if no additional nominations were received in accordance with Section 9.4 hereof, shall be announced at the Annual Members' Meeting and the new directors shall be deemed to be elected at the Annual Members' Meeting
- (h) The duties and responsibilities of a director shall take effect at the close of the Annual Members' Meeting at which the director was elected.

## ARTICLE IX. OFFICERS

### Section 9.01 Composition

The officers of DIGITAL HEALTH CANADA shall be the President, Vice President, Secretary-Treasurer, Past-President and CEO. The Board may appoint other officers in accordance with the policies of DIGITAL HEALTH CANADA in effect from time to time.

### Section 9.02 Duties and Responsibilities

All officers of DIGITAL HEALTH CANADA shall sign such contracts, documents or instruments in writing as require their respective signatures and shall, respectively, subject to the Act and these By-laws, have and perform all powers and duties incident to their respective offices and such other powers and duties, respectively, as may from time to time be assigned to them by the directors. In particular, and without limitation:

- (a) The President of DIGITAL HEALTH CANADA shall act as Chair at all Board, members and Executive Committee meetings, provide guidance in the overall direction of DIGITAL HEALTH CANADA and promote DIGITAL HEALTH CANADA in the health care and health informatics community;
- (b) The Vice President shall perform the duties of the President, in the absence or disability of the President and generally assist the President;
- (c) The Secretary-Treasurer shall perform the duties of the President in the absence of the President and Vice President, provide oversight to all notices, meeting records, documents and registers and all financial records and accounts and submit financial reports and audited financial statements as required;

- (d) The Past President shall be entitled to attend and participate at all meetings of the Board (except in camera meetings) but shall have no vote, act as chair of the Board Development Committee, oversee the nomination and election process for directors and assist the President as required;
- (e) The Chief Executive Officer shall be the chief staff officer responsible for the management, oversight, direction and operation of DIGITAL HEALTH CANADA, represent DIGITAL HEALTH CANADA, be accountable to the Board and be entitled to attend and participate at all meetings of the Board and Executive Committee (except in camera meetings) but shall have no vote.

The Board shall fix the remuneration and term of office of the CEO.

In the event that none of the President, Vice President or Secretary-Treasurer is present at a meeting of the Board, members or Executive Committee and there is quorum at the meeting, the individuals in attendance who are entitled to vote at the meeting shall choose one of their members to act as the chair for the purposes of carrying out that meeting. The individual appointed as the chair of a meeting shall preside over the meeting, conduct the business of the meeting in accordance with these By-laws and abstain from voting unless there is a tie, in which case, he or she shall cast the deciding vote.

#### Section 9.03 Election of Officers

- (a) President, Vice President and Secretary-Treasurer - The Board shall choose the President, Vice President and Secretary-Treasurer, in accordance with the policies of DIGITAL HEALTH CANADA in effect from time to time.

#### Section 9.04 Term of Office

- (a) The term of office for the officers shall be one (1) year as Secretary-Treasurer, one (1) year as Vice President, two (2) years as President and two (2) years as Past President.
- (b) No officer shall hold two (2) offices simultaneously at any given time.
- (c) The Vice President can only be eligible for re-election to the same office for one (1) additional term, after which time he or she can be eligible for re-election as Vice President after not serving as an officer for two (2) years.
- (d) The Secretary-Treasurer can only be eligible for re-election to the same office for one (1) additional term, after which time he or she can be eligible for re-election as Secretary-Treasurer after not serving as an officer for two (2) years.

#### Section 9.05 Section 10.5: Officer Vacancies

Each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is sent to DIGITAL HEALTH CANADA or at the time specified in the resignation, whichever is later;
- (b) the election or appointment of a successor;
- (c) that Officer ceasing to be a Director if such is a necessary qualification of appointment that Officer's removal by resolution of the Board;
- (d) that Officer's death.

Should the office of the President become vacant, it shall be filled by the Vice President, or, if the Vice President is unable to fill the vacancy, the Board shall appoint one of the current directors to fill such vacancy until the next regular general election or appointment of officers. If the Vice President is appointed to fill such vacancy, the

Board shall appoint one of the current directors to fill the vacancy in the office of Vice President until the next regular general election or appointment of officers.

Should the office of Vice President become vacant, the Board may appoint one of the current directors to fill such vacancy until the next regular general election or appointment of officers.

Should the office of Secretary-Treasurer become vacant, the Board may appoint one of the current directors to fill such vacancy until the next regular general election or appointment of officers.

## ARTICLE X. CONDUCT OF BUSINESS

### Section 10.01 Rules of Procedure

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not governed by these By-laws, the procedure shall be in accordance with Robert's Rules of Order.

## ARTICLE XI. PUBLIC ACCOUNTANT

The members of DIGITAL HEALTH CANADA shall at each Annual Members' Meeting appoint a public accountant (hereinafter referred to as the "**Public Accountant**") to audit the accounts of DIGITAL HEALTH CANADA, in accordance with the requirements and provisions of the Act. Such appointment shall hold office until the next Annual Members' Meeting. The Board may fill any casual vacancy in the office of Public Accountant. The Board shall fix the remuneration of the Public Accountant.

## ARTICLE XII. DOCUMENTS

### Section 12.01 Execution of Documents

The Board shall establish a policy governing who may sign contracts, documents, or any instruments in writing that require the signatures of DIGITAL HEALTH CANADA.

Such documents so signed shall be binding upon DIGITAL HEALTH CANADA without further authorization or formality.

The CEO or another officer whom the Board may designate shall have the authority to certify specific documents.

### Section 12.02 Documents in Writing

For the purpose of these By-laws, any document which is to be delivered in writing will be acceptable if such document is either in paper format delivered by hand, regular mail, fax, courier or electronic means.

## ARTICLE XIII. BANKING

All cheques or other payment items issued or endorsed in the name of DIGITAL HEALTH CANADA, shall be signed by officers, employees or agents of DIGITAL HEALTH CANADA in such manner as shall be determined from time to time by resolution of the Board.

## ARTICLE XIV. AMENDMENTS TO THE BY-LAWS

Unless the Articles or these By-laws otherwise provide, the Board may from time to time make, amend or repeal any by-law that regulates the activities or affairs of DIGITAL HEALTH CANADA, except in respect of matters referred

to in subsection 197(1) of the Act, and any such by-law shall be effective from the date of the resolution of the Board.

The Board shall submit any new, amended or repealed by-law that they approve to the members at the next meeting of members, for confirmation by the members by a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Any new by-law, amendment or repeal is effective from the date of the resolution of the Board at which it is approved until the next meeting of the members and, once confirmed by the members at such meeting, remains effective in the form in which it was confirmed.

A copy of any by-law, amendment or repealed by-law approved by the directors and members must be submitted to the Director under the Act within twelve (12) months after the day on which the members confirm or amend the by-law, amendment or repeal.

#### ARTICLE XV. REPEAL OF PREVIOUS BY-LAWS

All previous by-laws of DIGITAL HEALTH CANADA are hereby repealed.

#### ARTICLE XVI. EFFECTIVE DATE OF THESE BY-LAWS

These By-laws shall come into force and effect on the date that the Certificate of Continuance under the Act is issued to the Corporation.

APPROVED by the directors on the 16 day of May, 2014.

*Neil Gardner*

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President

*Jim Mickelson*

\_\_\_\_\_  
Secretary

CONFIRMED by the members on the 3 day of June, 2014.

*Neil Gardner*

\_\_\_\_\_  
President

*Jim Mickelson*

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Secretary