

BY-LAW NO. 2

being a by-law relating generally to the conduct of the activities and affairs of
HYPERTENSION CANADA

Contents of Articles

One	Interpretation
Two	Membership
Three	Business of the Organization
Four	Directors
Five	Officers
Six	Protection of Directors and Officers
Seven	Meetings of Members
Eight	Notices
Nine	Effective Date

BE IT ENACTED as a by-law of the Organization as follows:

ARTICLE ONE INTERPRETATION

1.01 Definitions. - In this by-law and all other by-laws of the Organization, unless the context otherwise requires:

"Act" means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as amended from time to time;

"board" means the board of directors of the Organization;

"Organization" means HYPERTENSION CANADA;

"letters patent" means the letters patent incorporating the Organization dated 1979, as from time to time amended and supplemented by supplementary letters patent;

"by-laws" means this by-law and all other by-laws of the Organization from time to time in force and effect;

"meeting of members" includes an annual meeting of members and a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members as well as a special general meeting of members; and

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partner ships, trusts and unincorporated organizations.

ARTICLE TWO MEMBERSHIP

2.01 Members. - The members of the Organization shall be the applicants for incorporation and such other persons as may thereafter be admitted to membership by the board in accordance with these by-laws. A membership is not transferable.

2.02 Classes of Members. - There shall be four classes of members as follows:

(a) Individual Members who are qualified in accordance with section 2.03 and admitted as such by the board. Individual Members have full voting rights and are liable for all fees and assessments in accordance with sections 2.09. and 2.10.

(b) Associate Members who are qualified in accordance with section 2.03 and admitted as such by the board. Associate Members are liable for all fees and assessments in accordance with sections 2.09. and 2.10. Associate Members may attend all meetings of members but are not entitled to vote at meetings of members.

(c) Corporate Members who are qualified in accordance with section 2.04 and admitted as such by the board. Corporate Members are liable for all fees and assessments in accordance with sections 2.09. and 2.10. Corporate members may attend all meetings of members but are not entitled to vote at meetings of members.

(d) Honourary Members who are qualified in accordance with section 2.05 and admitted as such by the board. Honourary Members may attend all meetings of members but are not entitled to vote thereat and are not liable to pay any fees and assessments.

2.03 Qualification of Individual and Associate Members. - Any person being 18 years of age or over who subscribes to the objects of the Organization and is active in, or expresses an interest in making a positive impact in, medical or health-related research or in the delivery of health care or in promotion of health behaviours, is eligible for admission as an Individual or an Associate Member.

2.04 Qualification of Corporate Members. - An applicant is eligible for admission as a Corporate Member only if it is a proprietorship, partnership, corporation or unincorporated organization that has agreed to comply with the letters patent and by-laws and such standards of conduct and practice as are from time to time adopted by the Organization and in force.

2.05 Qualification of Honourary Members. An individual who, in the board's opinion, has rendered important and distinguished contributions in any field related to the objects of the Organization is eligible for admission as an Honorary Member.

2.06 Application for Membership. - Application for membership shall be made on the forms from time to time prescribed by the Organization. If circumstances warrant, the board, in its sole discretion, may decline a membership application.

2.07 Termination or Suspension of Membership. - Any Membership may be terminated by board resolution for cause (including conduct unbecoming a member, the member having been held by a court of competent jurisdiction to have violated some law and thereby subjected the Organization or other members to criticism or adverse publicity, or failure to comply with the letters patent, by-laws and standards of conduct and practice of the Organization) provided that

notice of such proposed action and the reasons therefor are given to the member at least 30 days before the board meeting at which the action is to be taken and that the member is given an opportunity to be heard at such meeting. Nothing herein shall be interpreted to prohibit any member at any time and on any issue from taking a position or following a course of action at variance with that of the Organization.

2.08 Register of Members. - The Organization shall keep a register of members of each class in which are set out the names of all persons who are members or have been members of the Organization of that class within five years and the address of each such person while a member.

2.09 Fees. - Individual Members, Associate Members and Corporate Members shall pay such fees and assessments as shall be decided on by the board. The annual membership year shall be the same as the Organization's financial year as set out in section 3.03.

2.10 Additional Assessments. - The board may increase the annual fees and may fix additional assessments upon all Individual Members, Associate Members and Corporate Members for Organization purposes. Such increase in fees or additional assessment shall be paid within 90 days after receipt of mailed statements or at such other time as the directors may require.

2.11 Resignations. - Any member may resign from the Organization but the Organization will not be required to refund fees or assessments previously paid.

2.12 Default in Payment. - If any Individual, Associate or Corporate Member is in default of payment of any fees or assessments for more than 30 days after the due date thereof, the Organization may give him notice of such default and of its intention to terminate his membership and in this event his membership shall automatically terminate if such fees and assessments are not paid within 30 days after such notice.

2.13 Reinstatement. - Any former member may be readmitted as a member by the board.

ARTICLE THREE BUSINESS OF THE ORGANIZATION

3.01 Registered Office. The registered office of the Organization shall be located as directed by the board within the requirements of the Act.

3.02 Corporate Seal. Until changed in accordance with the Act, the corporate seal of the Organization shall be in the form impressed hereon. The secretary shall maintain the corporate seal.

3.03 Financial Year. The financial year of the Organization shall end on the 30th day of April in each year or as the board may from time to time determine.

3.04 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Organization by the President or a Vice-President or Treasurer and by the Chief Executive Officer or another director. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Organization may affix the corporate seal to it.

3.05 Banking Arrangements. - The banking business of the Organization shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

ARTICLE FOUR DIRECTORS

4.01 Number of directors and quorum. - The affairs of the Organization shall be managed by its board. The minimum number of directors shall be three and the maximum number of directors shall be 14 with the actual number of directors to be set by board resolution from time to time. Fifty percent plus 1 of the actual number of directors shall constitute a quorum for the transaction of business. Notwithstanding vacancies the remaining directors may act if constituting a quorum.

4.02 Qualification. - No person shall be eligible for election or appointment as a director unless he shall be 18 or more years of age; he shall not have the status of bankrupt; he shall not be found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; he shall not be found to be incapable by any court in Canada or elsewhere; and he shall at the time of his election and throughout his term of office be a member of the Organization, provided that a person who is not a member may be a director if he is otherwise qualified and if he becomes a member within ten days after his election, subject to the provisions of the Act.

4.03 Election and term. - The directors shall be elected at an annual meeting of members to hold office for two-year renewable terms but if new directors are not elected the directors then in office shall continue in office until their successors are duly elected. Retiring directors shall be eligible for re-election but no director shall hold office for more than a maximum of eight consecutive years. The election may be by a show of hands of the members unless a ballot is demanded by any member.

4.04 Removal of directors. - The members may, by resolution passed by at least two-thirds of the votes cast thereon at a special meeting of members called for the purpose, remove any director before the expiration of his term of office and may, by majority vote at that meeting, elect any person in his stead for the remainder of his term.

4.05 Vacation of office. - The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) if he dies;
- (b) if he ceases to be qualified as provided in section 4.02;
- (c) if he shall be removed from office by members' resolution as provided in section 4.04; or
- (d) if by notice in writing to the Organization he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

4.06 Vacancies. - Vacancies on the board may be filled for the remainder of its term of office either by the members at a special meeting of members called for that purpose or by the board

if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in accordance with the Act.

4.07 Calling of meetings. – Board meetings shall be held from time to time at the call of the board or the President or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than 96 hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

4.08 First meeting of new board. - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

4.09 Regular meetings. - The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any board resolution fixing the place and time of regular board meetings shall be sent to each director forthwith after being passed but no other notice shall be required for any such regular meeting.

4.10 Place of meeting. – The board may hold a meeting according to any of the following:

(a) Physical board meetings shall be held at a location determined by the board within Canada, or in special circumstances, if the board so determines necessary, at a location outside Canada.

(b) The board may hold meetings by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate simultaneously and instantaneously with each other, provided that: (a) each director, as applicable, has consented in advance either generally or in respect of a particular meeting to meetings being held by such means; and (b) the board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the manner in which security issues should be handled, and in the case of meetings held by electronic or other communication facilities other than telephone, addressing the procedure for establishing the quorum and recording of votes.

4.11 President - The President or, in his absence, a vice-president who is a director, shall be chair of any board meeting. If no such officer is present, the directors present shall choose one of their number to be chair.

4.12 Votes to govern. - At all board meetings every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

4.13 Interest of directors in contracts. - Subject to the provisions of the Act, no director shall be disqualified by his office from contracting with the Organization nor shall any contract or arrangement entered into by or on behalf of the Organization with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Organization or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

4.14 Declaration of interest. - It shall be the duty of every director of the Organization who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Organization to declare such interest to the extent, in the manner and at the time required by the Act.

4.15 Remuneration. - The directors shall receive no remuneration but shall be entitled to be paid their reasonable travelling and other expenses properly incurred by them in attending board meetings or otherwise in connection with the affairs of the Organization. Nothing herein contained shall preclude any director from serving the Organization in any other capacity and receiving compensation therefor.

4.16 Executive Committee. - The Executive Committee is composed of the President, Vice-President, Secretary (if a director) and Treasurer, and such other directors as may be appointed by the board from time to time. The Executive Committee shall have full power and authority to make decisions on urgent matters between board meetings, as though the Executive Committee were the entire board, subject to any regulations imposed from time to time by the board. Three quarters of the number of persons comprising the Executive Committee shall constitute a quorum for the transaction of business.

4.17 Other Committees. - The board shall establish the Finance Committee, Governance Committee, Research Policy Committee and Recognition Awards Committee as committees reporting to the board. The Operations Committee reports to the senior staff position of the Organization. The board may from time to time appoint other committee or committees, person or persons (whether or not directors or members) as it deems necessary or appropriate for such purposes and with such powers and duties as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or direction as the board may from time to time make.

ARTICLE FIVE OFFICERS

5.01 Election of President - From time to time the board shall appoint from among its members a President.

5.02 Appointment of other officers. - From time to time the board shall appoint a secretary and may appoint one or more vice-presidents, a treasurer, a chief executive officer and such other officers as the board may determine. The officers so appointed may but need not be directors and one person may hold more than one office, save that the president may not hold the office of secretary. The chief executive officer may hold the office of secretary but may not hold any other officer position.

5.03 Terms of office - Terms of office of officers appointed by the board are subject to the terms of section 4.03.

5.04 President. - The president shall preside over the board and the Executive Committee and is an ex officio member of all other committees. The President has the responsibility to promote the Organization and its programs to the community. With input from the board, the President shall establish the goals and objectives of the CEO and evaluate his performance.

5.05 Chief Executive Officer (CEO) - The CEO is employed by the Organization to be responsible for the general management and direction of the Organization's activities and

affairs, subject to the authority of the board and the supervision of the president. The CEO is responsible for the selection and removal of employees and agents of the Organization not appointed directly by the board, and for settling their terms of employment and remuneration. The CEO serves as an officer of the Organization and chair of the Operations Committee.

5.06 Vice-President. - During the absence or disability of the President, his duties shall be performed and his powers exercised by the Vice-President.

5.07 Secretary. - The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. He shall give or cause to be given, as and when instructed, all notices to members and directors. He shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Organization and of all books, papers, records, documents and other instruments belonging to the Organization except when some other officer or agent has been appointed for that purpose.

5.08 Treasurer. - The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Organization and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Organization. He shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Organization.

5.09 Other Officers. - The board may appoint the Past President to serve in an advisory capacity from time to time for a term of one year. The duties of all other officers of the Organization shall be such as the board may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

5.10 Variation of duties. - From time to time the board may vary, add to or limit the powers and duties of any officer.

5.11 Agents and attorneys. - The board shall have power from time to time to appoint agents or attorneys for the Organization in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

5.12 Fidelity bonds. - The board may require such officers, employees and agents of the Organization as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

ARTICLE SIX

PROTECTION OF DIRECTORS AND OFFICERS

6.01 Limitation of Liability. - No director or officer of the Organization shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Organization, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Organization 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 moneys, securities or effects of the Organization shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or

misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default.

6.02 Indemnity. - Every director and officer of the Organization and any other person who has undertaken or is about to undertake any liability on behalf of the Organization, and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and save harmless out of the funds of the Organization from and against:

(a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Organization;

except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

6.03 Limitation of Indemnity. - The indemnity provided for in the preceding section:

(a) shall be applicable only if the individual acted honestly and in good faith with a view to the best interests of the Organization; and

(b) in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, shall be applicable only if the individual had reasonable grounds for believing that his conduct was lawful.

ARTICLE SEVEN MEETINGS OF MEMBERS

7.01 Annual meetings. - The annual meeting of the members shall be held at a date, time and place in each year as the board may from time to time determine for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix the auditor's remuneration, and for the transaction of such other business as may properly be brought before the meeting.

7.02 Special meetings. - The board shall have power to call a special meeting of members at any time. A special meeting of members may also be called by the members as provided in the Act.

7.03 Notice of Meeting. - Notice of the date, time and place of each meeting of members shall be given in the manner hereinafter provided not less than 30 days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Organization as a member. Notice of a special meeting of members shall state the nature of the business to be transacted at the special meeting in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting. The auditors of the Organization are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

7.04 Meetings without notice. - A meeting of members may be held at any date, time and place without notice if all the members entitled to notice thereof are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Organization at a meeting of members may transact.

7.05 President, secretary and scrutineers. - The president or, in his absence, a vice-president who is a director of the Organization, shall be chair of any meeting of members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Organization is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

7.06 Persons entitled to be present. - The only persons entitled to attend a meeting of members shall be the members or their designated appointees as set out below, the auditors of the Organization and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For clarification, each member that is not an individual shall appoint a designated appointee for the purpose of attending meetings of the members, and an alternative appointee to so attend in the place and stead of the designated appointee, where the designated appointee is unable to so attend.

7.07 Quorum. - A quorum for the transaction of business at any meeting of members shall be 15 members present in person or by proxy.

7.08 Right to Vote. - At any meeting of members every person shall be entitled to one vote who is at the time of the meeting entered in the books of the Organization as an Individual Member, and who is not in arrears in respect of any dues, fees or other assessments due to the Organization.

7.09 Proxies. - At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy must be an Individual Member. An instrument appointing a proxy shall be in writing and is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that constitutes the adjourned meeting. Subject to the requirements of the Act, a proxy or such instrument may be in such form as the board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary at least one hour prior to any meeting.

7.10 Votes to govern. - At any meeting of members every question shall, unless otherwise required by the letters patent or by-laws of the Organization or by law, be determined by the majority of the votes duly cast on the question.

7.11 Show of hands. - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote

upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

7.12 Polls. - After a show of hands has been taken on any question, the chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each person present shall be entitled to one vote for each Individual Member or proxy represented by that person and the result of the poll shall be the decision of the members upon the said question.

7.13 Casting Vote. - In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

ARTICLE EIGHT NOTICES

8.01 Method of giving notices. - Any notice (which term in this Article 8 includes any communication or document) to be given (which term in this Article 8 includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Organization or if mailed by prepaid ordinary or air mail addressed to him at his said address or if sent to him at his said address by any means of telephone, wire or wireless or any other form of transmitted or recorded communication. The secretary may change the address on the Organization's books of any member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited on a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

8.02 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.

8.03 Omissions and errors. - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

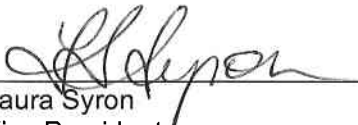
8.04 Waiver of notice. - Any member (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**ARTICLE NINE
EFFECTIVE DATE**

9.01 Effective date. - This by-law shall come into force when confirmed by the members in accordance with the Act. All of the current by-laws of the Organization are repealed as of the effective date of this by-law. Such repeal shall not affect the previous operation of the by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract made pursuant to, such by-laws prior to their repeal. All officers and other persons acting under the by-law so repealed shall continue to act as if appointed under this by-law and all resolutions with continuing effect passed under the by-laws so repealed shall continue in effect until amended or repealed except to the extent inconsistent with this by-law.

Effective Date: Passed by the board on September 18, 2014 and confirmed by the unanimous vote of the members at the annual and special meeting held on October 18, 2014.


Ernesto Schiffrin
President


Laura Syron
Vice President