Agenda Item# 7

2026 AGM – Board Motion

Bylaws Revisions

The bylaws require approval at the AGM by a two-thirds majority.

The Governance Committee reviews the bylaws each year to ensure they:

- are in line with our governing legislation;
- are current and reflect any recent changes and governance updates that have been made; and
- have simple and easy-to-read language.

The attached updated version of the bylaws have highlighted revisions in Section 11.

Sections 11.1 to 11.3 of the DNS bylaws set out a membership referendum process for certain agreements with government, particularly agreements with the Department of Health and Wellness respecting the tariff and payment for insured physicians' services. In practice, however, DNS regularly needs to adjust existing programs and benefits to improve how a program functions and enhance its effectiveness for physicians. Under the current bylaws, it is not always clear whether these types of changes require a membership referendum.

To improve operations and reduce unnecessary process, DNS is seeking support for the addition of sections 11.4 and 11.5 to the bylaws (copied below). These provisions would allow DNS to enter into agreements, including amending agreements, with government or agents of government without a referendum, where the agreement relates solely to the continuation, administration, or adjustment of an existing program, initiative, or benefit already available to members and is to the overall benefit of members generally, notwithstanding that it may adversely affect some members. In other words, the intent is not to bypass member engagement on significant or contentious changes, but to allow DNS to implement beneficial tweaks to existing programs without needing a referendum each time.

Section 11.5 provides a governance safeguard. Where it is unclear whether a proposed agreement is to the benefit of members generally, the matter will be referred to the Board to determine whether a referendum is required.

The Board of Directors has endorsed the changes and is recommending approval at the AGM.

RECOMMENDATION

That the following recommendation to add sections 11.4 and 11.5 to the DNS bylaws be approved at the AGM:

11. Referendums

11.1 The Board may conduct a referendum of the membership on a specific question where authorized by a two thirds (2/3) majority of Board Members present and voting at a duly constituted Board meeting. The majority vote in the referendum will have the same authority as a decision of the Board. The ballot will be sent by e-mail, facsimile or mail to all eligible members not less than ten (10) days before the last return date. The ballot will be accompanied by a letter signed by the President or Chair of the Board setting out the

circumstances of the vote. No ballot will be counted unless it has been appropriately authorized and filed with the Chief Returning Officer who will be the Chief Executive Officer, unless the vote is conducted electronically or by telephone, in which event the Society's auditors will oversee the conduct of the referendum and act as Chief Returning Officer.

11.2 All agreements with the Department of Health and Wellness respecting the tariff, dealing with the payment for insured physicians' services, and regarding the relationship of the Society with the Department of Health and Wellness, will be subject to a referendum of all eligible members as outlined in Section 11.1. The referendum will be decided by a majority vote.

11.3 Other agreements or contracts with government or agents of government including Nova Scotia Health and IWK or successor organizations may be subject to a referendum at the discretion of the Board.

11.4 Notwithstanding Sections 11.1 to 11.3, the Society may enter into an agreement, including an amending agreement, with government or agents of government including Nova Scotia Health and IWK or successor organizations, without a referendum where the agreement:

(a) relates solely to the continuation, administration, or adjustment of an existing program, initiative, or benefit already available to eligible members; and
(b) is to the overall benefit of eligible members generally, notwithstanding that it may adversely affect some members.

11.5 Where the CEO determines that it is unclear whether an agreement is to the overall benefit of eligible members for the purpose of Section 11.4(b), the matter will be referred to the Board to determine whether a referendum is required under Sections 11.1 to 11.3.

The following motion will be presented at the AGM:

BE IT RESOLVED THAT the Doctors Nova Scotia Annual General Meeting approves the revised bylaws as presented at the June 6, 2026 annual general meeting.

By-Laws

(Last revised and approved: June 2025)

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1. TITLE

1.1 The Society will be known as Doctors Nova Scotia, which is the Nova Scotia Division of the Canadian Medical Association.

1.2 The Seal of the Society designed and approved in 1961 will be the Seal of the Society. It will be in the custody of the Chief Executive Officer and will be affixed to all documents that are required to be sealed.

2. INTREPRETATION

2.1 "Act" means the *Doctors Nova Scotia Act*.

2.2 "Ad Hoc committee" is a committee formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective.

2.3 "Attending virtually" means attending the Annual General Meeting via live webcast enabled through the use of computers and the internet.

2.4 "Board" means the Doctors Nova Scotia Board of Directors.

2.5 "CEO" means the Chief Executive Officer of Doctors Nova Scotia.

2.6 "Ex-officio" means a position or office that is granted to an individual because that person holds a specified office and will be non-voting unless otherwise specified.

2.7 "Joint committee" is a committee with members from more than one organization.

2.8 "Majority vote" is fifty percent plus one, unless otherwise stated in these By-laws.

2.9 "Motion" relates to a matter which is proposed to be put forward to a meeting and discussed, then voted on.

2.10 "Resolution" is an adopted motion.

2.11 "Society" means Doctors Nova Scotia.

2.12 "Special meeting" is a meeting that convenes outside the regular timetable.

2.13 "Standing committee" refers to those committees established in accordance with Section 14.6 of these By-laws.

3. MISSION

To maintain the integrity and honour of the medical profession, to represent all members equitably and to promote high quality health care and disease prevention in Nova Scotia.

4. OBJECTS OF THE SOCIETY

The objects of the Society are:

(a) the maintenance of the integrity and honour of the medical profession.

(b) to represent, act on behalf of and to enter into agreements for and on behalf of its members.

(c) the promotion of health and the prevention of disease.

(d) the improvement of medical service, however rendered.

(e) the performance of such other lawful things as are incidental or conducive to the welfare of the public and the medical and allied professions.

(f) the promotion of harmony and unity of purpose between the medical profession and the various bodies assuming responsibility for the care of the sick or injured persons.

5. ETHICS

The Code of Ethics of the Society will be its members' guide to professional conduct. It will include the most recently revised Code of Ethics of the Canadian Medical Association, and any elements agreed upon with the College of Physicians and Surgeons of Nova Scotia.

6. MEMBERSHIP

6.1 The Society will be composed of all those persons granted membership in the Society pursuant to Section 8(1) of the Act and these By-laws.

6.2 The *Doctors Nova Scotia Act* requires that every person who holds a license under the Nova Scotia *Medical Act* entitling him/her to engage in the practice of medicine shall be a member of the Society and entitled to the rights and privileges of the applicable classification of membership upon payment of the prescribed fees.

6.3 The membership year and the fiscal year will be set by the Annual General Meeting of the Society upon the recommendation of the Board.

6.4 Members of the Society will, subject to the Rules and Regulations, enjoy the rights and benefits and be subject to the duties and responsibilities of one of the following classifications of Members in the Society:

(a) Full Members
(b) Life Members
(c) Retired Members
(d) Associate Physicians
(e) Members on Leave

(f) Medical Student Members
(g) Resident/Fellow Members
(h) Non-Resident Members
(i) Honourary Members
(j) Restricted Members
(k) Temporary Members

7. DISCIPLINE

7.1 Full membership will terminate if the member no longer holds a Nova Scotia medical licence with the College of Physicians and Surgeons of Nova Scotia and dues paid are forfeited.

(a) Article 7.1 will not preclude a full member from applying for Special Consideration status pursuant to subsections 6.4(e) and (j).

(b) Article 7.1 will not preclude a member from continuing to participate in the insurance program, providing the member's membership dues are paid in full.

7.2 Members waive any rights or claims to damages that they may have against the Society if membership ceases in accordance with these By-laws.

7.3 Upon reinstatement of a member's medical license from the College of Physicians and Surgeons of Nova Scotia, the member may apply for reinstatement as a member of the Society.

8. MEETINGS

Conduct of Meetings

8.1 Robert's Rules of Order in its most current edition will be the guide for conducting all meetings of the Society. If a procedural conflict arises between the rules of order and these By-laws, the By-laws will prevail.

8.2 Quorum for the Annual General Meeting and any Special meetings of the Society will be twenty-five (25) voting members and for all other committees of the Society, including the Board will be one-half of the voting members.

Annual General Meeting

8.3 The Annual General Meeting will be held at least once every calendar year at a time and place determined by the Board.

8.4 All members entitled to attend the Annual General Meeting will be given at least thirty (30) days' notice of the meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business. Notice will be given in writing by email and will be posted on the Doctors Nova Scotia website.

8.5 The business of the Annual General Meeting will include:

(a) Minutes of the preceding Annual General Meeting.

(b) Consideration of the annual report of the Board.

(c) Consideration of the annual report of the President.

(d) Consideration of the annual report of the Chief Executive Officer.

(e) Consideration of the Financial Statements, including balance sheets and operating statements and the report of the auditors.

(f) Appointment of auditors.

(g) Setting of all membership dues.

(h) Any amendments to these By-laws as further outlined in Section 17.

(i) Consideration of a Nominating Committee report which includes:

(i) Presentation of the incoming Board of Directors; and

(ii) Approval of the candidate for President-Elect.

(A) If the candidate is not approved or the motion is voted down, the Board then becomes responsible for appointing a President-elect following the Annual General Meeting.

(B) The Board will consider the reasons for and implications of the decision and will decide whether it is in the Society's best interest to appoint the existing candidate or ask the Nominating Committee to submit another nomination for the Board's consideration. In either case, the Board will make the final decision and appoint the President-elect.

(j) Such special business as the Board wishes to be considered at the Annual General Meeting.

(k) Any motions prepared and submitted according to the *Guidelines for Preparing Motions for the Annual General Meeting*.

8.6 (a) The Chair of the Board will preside as Chair at every Annual General Meeting of the Society.

(b) If there is no Chair or if at any meeting the Chair is not present, the President will preside as Chair.

(c) If there is no Chair or if neither the Chair nor the President are present, the members present at the Annual General Meeting will choose a member from among them to be Chair.

8.7 (a) All full members of the Society, as well as medical student members and resident/fellow members, are entitled to attend, speak, and vote at the Annual General Meeting.

(b) Members with limited privileges are entitled to attend, speak and vote in accordance with the provisions of the Rules and Regulations affecting each classification of members.

8.8 (a) At any meeting, unless a poll is demanded by at least twenty-five (25) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the proceedings of the Society will be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour or against the Resolution.

(b) If a poll is demanded in the manner outlined in 8.8(a), the Chair will determine how the poll will occur, and the result of the poll will become a Resolution of the Society at an Annual General Meeting.

Special Meetings

8.9 Special meetings may be called as follows:

(a) Special meetings of the Society may be called by the Chair of the Board, President or by written request of any twenty-five (25) members of the Society.

(b) Special meetings of the Board may be called by the President, the Chair of the Board, or upon written request of any five (5) voting members of the Board.

(c) Special meetings of the Executive Committee may be called by the President or upon written request by any three (3) members of the Executive Committee.

8.10 The business discussed at any Special meeting will be as stated in the notice of the meeting.

9. BOARD OF DIRECTORS

9.1 The Board will be the executive authority for the Society.

9.2 The Board will meet not less than six (6) times during the year at a date and time as

determined by the Chair.

9.3 In addition to other specific duties and powers assigned elsewhere in the By-laws, the Board will:

(a) be responsible for developing and executing the strategic direction of the Society; and

(b) develop and approve policy governing the Society.

9.4 The Board will have the power to delegate authority for specific matters to the Executive Committee, to any of its established Committees or to any Officer.

9.5 The Board will be composed of the following:

(a) President.

(b) President-Elect.

(c) Past-President.

(d) Board Chair.

(e) One (1) representative nominated by the Dalhousie Medical Students Society.

(f) One (1) representative nominated by Maritime Resident Doctors, the professional association representing the interests of resident physicians training at Dalhousie University.

(g) Chair of Section Forum.

(h) Ten (10) members-at-large, each of whom may serve no more than two (2) consecutive three (3) year terms, and who are composed of the following:

(i) Two (2) family physicians, including those with a Certificate of Added Competence, who carry on practice, or if retired, did carry on practice in Halifax Regional Municipality.

(ii) Three (3) family physicians, including those with a Certificate of Added Competence, who carry on practice, or if retired, did carry on practice in the province outside of Halifax Regional Municipality.

(iii) Three (3) licensed specialists who carry on practice, or if retired, did carry on practice in Halifax Regional Municipality.

(iv) Two (2) licensed specialists who carry on practice, or if retired, did

carry on practice in the province outside of Halifax Regional Municipality.

(i) At the discretion of the Board, three (3) Board appointments, each of whom may serve no more than three (3) consecutive one (1) year terms.

(j) The Nova Scotia representative to the Canadian Medical Association Board of Directors, as an ex-officio, non-voting member.

(k) The incoming Board Chair will join the Board as an observer in the final year of the incumbent Board Chair's term if the terms overlap, as outlined in the *Process for Selecting the Board Chair.*

9.6 (a) In the absence of the Chair, the President will preside over the meeting.

(b) In the absence of the Chair and the President, a temporary Vice Chair may be elected at the beginning of any Board meeting.

9.7 Any vacancy occurring for any reason among the Board, including but not limited to Officers, may be filled by appointment by the Board, but any person chosen will retain office only until the new Board commences its term at the close of the next Annual General Meeting.

9.8 The Chair of the Board may, in the case of urgent matters, hold a ballot of the Board using a mail ballot, teleconference or email. An affirmative vote by the majority of the voting members of the Board will have the same force and effect as a resolution duly passed at a regular meeting of the Board. The Chief Executive Officer in concert with the Chair of the Board will be responsible for taking all measures necessary to ensure the integrity of such a ballot and the result of the ballot will be reviewed and affirmed at the next regular meeting of the Board.

10. EXECUTIVE COMMITTEE

10.1 The Executive Committee will be composed of the Officers of the Society, the Chief Executive Officer, ex-officio, and the incoming Board Chair will join as an observer in the final year of the incumbent Board Chair's term if the terms overlap.

10.2 The President will be chair of the Executive Committee.

10.3 The Executive Committee will normally meet at the call of the Chair.

10.4 The Executive Committee will deal with all matters requiring attention between meetings of the Board. It will exercise such powers as may be delegated by the Board.

10.5 Members of the Executive Committee will act as a sounding board and counsel for the CEO between meetings of the Board.

10.6 All decisions by the Executive regarding Society policy must be ratified by the Board.

11. REFERENDUMS

11.1 The Board may conduct a referendum of the membership on a specific question where authorized by two thirds a (2/3) majority of Board Members present and voting at a duly constituted Board meeting. The majority vote in the referendum will have the same authority as a decision of the Board. The ballot will be sent by e-mail, facsimile or mail to all eligible members not less than ten (10) days before the last return date. The ballot will be accompanied by a letter signed by the President or Chair of the Board setting out the circumstances of the vote. No ballot will be counted unless it has been appropriately authorized and filed with the Chief Returning Officer who will be the Chief Executive Officer, unless the vote is conducted electronically or by telephone, in which event the Society's auditors will oversee the conduct of the referendum and act as Chief Returning Officer.

11.2 All agreements with the Department of Health and Wellness respecting the tariff, dealing with the payment for insured physicians' services, and regarding the relationship of the Society with the Department of Health and Wellness, will be subject to a referendum of all eligible members as outlined in Section 11.1. The referendum will be decided by a majority vote.

11.3 Other agreements or contracts with government or agents of government including Nova Scotia Health and IWK or successor organizations may be subject to a referendum at the discretion of the Board.

11.4 Notwithstanding Sections 11.1 to 11.3, the Society may enter into an agreement, including an amending agreement, with government or agents of government including Nova Scotia Health and IWK or successor organizations, without a referendum where the agreement:

(a) relates solely to the continuation, administration, or adjustment of an existing program, initiative, or benefit already available to eligible members; and

(b) is to the overall benefit of eligible members generally, notwithstanding that it may adversely affect some members.

11.5 Where the CEO determines that it is unclear whether an agreement is to the overall benefit of eligible members for the purpose of Section 11.4(b), the matter will be referred to the Board to determine whether a referendum is required under Sections 11.1 to 11.3.

12. OFFICERS OF THE SOCIETY

12.1 The Officers of the Society will consist of:

(a) The President.

(b) The President-Elect.

(c) The Past President.

(d) The Board Chair.

(e) The Audit Committee Chair.

12.2 The President will:

(a) be the primary spokesperson for the Society except for those matters that must be addressed by the Board, in which the Chair of the Board will be the primary spokesperson

(b) represent or appoint a designate to represent the Society in its official context with stakeholders.

(c) attend social functions of the Society as deemed appropriate.

(d) serve as Chair of the Executive Committee and the Nominating Committee.

(e) serve as member of the Governance Committee and CEO Evaluation Committee.

(f) perform the duties of the Board Chair in the absence of the Chair.

(g) serve as an ex-officio member of all committees of the Society where not a full voting member of the committee.

(h) demonstrate integrity and ethical leadership;

(i) sign all documents requiring an official signature of the Society; and

(j) perform other duties as customary for the position.

12.3 The President-Elect will:

(a) assist in the performance of the President's duties.

(b) in the absence of the President, perform the functions of the President.

(c) serves as a member of the Board, Executive Committee, Nominating Committee and CEO Evaluation Committee.

(d) if the office of President becomes vacant, serve as Acting President and in

that capacity will assume all the powers and duties of the President during the unfinished portion of that presidential term.

(e) demonstrate integrity and ethical leadership.

(f) serve as an ex-officio member of all committees of the Society where not a full voting member of the committee; and

(g) after one year assume the office of President at the conclusion of the Annual General Meeting.

12.4 The Past President will:

(a) support the President in their position through mentoring, coaching and advising.

(b) serve as a member of the Board, Executive Committee, Nominating Committee, Governance Committee and CEO Evaluation Committee.

(c) provide continuity to the organization by providing historical context for issues.

(d) chair special or ad hoc committees if required.

(e) where there is an organizational need, take on projects or special assignments that would be suited for someone with the breadth of knowledge that a Past President would have

(f) continue to advocate for the profession and for the association wherever and whenever possible; and

(g) demonstrate integrity and ethical leadership.

12.5 The Chair of the Board is responsible for the effective functioning of the Board in its role in governing the association, which includes but is not limited to:

(a) working with the CEO to prepare Board meeting agendas.

(b) being the primary spokesperson for the Board.

(c) presiding over meetings of the Board and the Annual General Meeting.

(d) delivering the report of the Board to the Annual General Meeting.

(e) ensuring the Board successfully fulfills its purpose and responsibilities.

(f) keeping abreast of new developments and evolving best practices in good

governance and ensuring the DNS Board and behavior of its members reflect those best practices.

(g) monitoring compliance of Board members with the code of conduct.

(h) providing Board members with an opportunity to participate in all Board discussions, including the promotion of meaningful dialogue at Board meetings.

(i) developing content for annual governance education sessions.

(j) ensuring all new Board members receive a proper orientation.

(k) ensuring all board decisions are made effectively, communicated appropriately and, through the CEO, implemented to the satisfaction of the Board.

(l) building board unity, solidarity and trust.

(m) demonstrating integrity and ethical leadership

(n) respecting and reinforcing the appropriate roles of the Board and management.

(o) serving as a member of the Board, Executive Committee, Nominating Committee, Governance Committee and CEO Evaluation Committee.

(p) acting as the Board's central point of official communication with the CEO.

(q) acting as the position to whom complaints concerning the conduct of the CEO may be brought; and

(r) onboarding and mentoring the incoming Board Chair during the final year of the Board Chair's term.

12.6 The Chair of the Audit Committee will:

(a) be a member of the Board.

(b) serve as Chair of the CEO Evaluation Committee.

(c) have oversight of the finances of the Association

(d) serve as member of the Executive Committee; and

(e) demonstrate integrity and ethical leadership.

13. CHIEF EXECUTIVE OFFICER

13.1 The Chief Executive Officer will:

(a) be appointed by the Board on the recommendation of the Executive Committee.

(b) be the chief appointed official and representative of the Society.

(c) be responsible to the Board for the general administrative supervision and the day-to-day management of the affairs of the Society.

(d) work with the Board Chair in their role as the central point of official communication with the Board.

(e) be an ex-officio member of the Board and its Standing Committees.

(f) be responsible to the Board for the implementation of the Society's policies; and

(g) assume such duties as may be assigned by the Board.

13.2 All other appointed officials and employees will be responsible to the Board through the Chief Executive Officer for the performance of duties assigned to them.

13.3 An annual performance appraisal for the Chief Executive Officer will be conducted by the CEO Evaluation Committee. The Chief Executive Officer's salary and benefits will be annually determined by the Board upon the recommendation of the CEO Evaluation Committee.

14. COMMITTEES

14.1 Doctors Nova Scotia may have Standing Committees, Joint Committees and Ad Hoc Committees.

14.2 A Committee will not take any action on behalf of Doctors Nova Scotia beyond its specific mandate/terms of reference without the prior approval of the Board.

14.3 A Committee will not expend any monies or incur any indebtedness or obligation on behalf of Doctors Nova Scotia without the prior approval of the Board.

14.4 The standard term for Committee members will be a maximum of two (2) three (3) year terms, unless otherwise agreed upon by the Board.

14.5 The Chair of any Doctors Nova Scotia Committee will be determined by the members of that Committee, unless otherwise stated in these By-laws.

Standing Committees

14.6 Doctors Nova Scotia will have the following Standing Committees:

(a) Executive Committee.

(b) Audit Committee.

(c) Nominating Committee.

(d) Governance Committee.

(e) Policy and Health Issues Committee.

(f) E-Health Committee.

(g) CEO Evaluation Committee.

(h) Awards Committee.

14.7 Minutes of Standing Committee meetings will be maintained and made available to the Board upon request.

14.8 The mandate/terms of reference for each Standing Committee will be determined by the Board.

14.9 The creation, dissolution or amalgamation of Standing Committees will only be permitted by an amendment to the Society's By-laws.

15. INDEMNIFICATION

15.1 All directors or officers of Doctors Nova Scotia, and their heirs, executors and administrators, estates and effects are always indemnified out of the funds of Doctors Nova Scotia, from and against:

(a) all costs, charges and expenses that are sustained or incurred in or about any action, suit or proceeding that is brought, commenced for [or] prosecuted against them, for or in respect of any act, deed, matter or hiring made, done or permitted by them, in or about the execution of their duties of the office; and

(b) all costs, charges and expenses that they sustain or incur in relation to the affairs therefore [therefor] except such costs, charges, or expenses resulting from their willful neglect or illegal activities.

15.2 Where Doctors Nova Scotia defends a director, the association will be in control of the case.

16. REMOVAL FROM THE BOARD OR COMMITTEES

The Board may, by a motion requiring a two-thirds (2/3) majority vote, remove any director, officer or committee member before the expiration of the person's term if their conduct is found to be in violation of the Code of Ethics, Respectful Workplace Policy, Board

and Committee Attendance Policy or the Code of Conduct, or for any other reason that the Board in its discretion may determine to be valid.

17. SECTIONS

17.1 Any group of ten or more members of the Society, or 80% of the eligible members if only ten or less are eligible, who are primarily interested in any aspect of the science and/or practice of medicine may be recognized as a Section of the Society with the approval of a formal application, as outlined in the Rules and Regulations.

17.2 Procedures and criteria for establishing or dissolving a Section shall be defined by the Rules & Regulations.

17.3 Sections may adopt governing documents, such as a terms of reference, but those documents must not be inconsistent with the By-laws, Rules and Regulations, policies or procedures adopted by the Society.

17.4 (a) The Society will invoice for and/or collect dues on behalf of a Section on the condition that the Section provides annual financial statements to its members.

(b) If annual financial statements are not provided to Section members, the Society will not invoice for and/or collect dues on that Section's behalf in the following year.

17.5 The Society shall not have any claim against the assets of or in any way be liable or responsible for the liabilities of any Section, and no Section shall have any claim against the assets of or be in any way liable or responsible for the liabilities of the Society.

18. BY-LAWS

18.1 These By-laws may only be amended by a two thirds majority (2/3) vote of those members entitled to vote and who are registered and present, either in person or virtually, at the Annual General Meeting or any Special meetings of the Society.

18.2 Proposed amendments to these By-laws may be considered at the Annual General Meeting provided notice of amendments has been given to the members entitled to vote at least thirty (30) days prior to the date of the Annual General Meeting.

18.3 A motion to amend these By-laws may be made by one or more members entitled to vote at the Annual General Meeting and must be:

(a) in the hands of the Chief Executive Officer not less than seventy-five (75) days prior to the Annual General Meeting; and

(b) Reviewed by the Governance Committee and the Board, and any recommendation of the Board with respect to the Motion to Amend will be included with the Motion to Amend given to the members entitled to vote.

18.4 Proposed amendments to these By-Laws may be considered at a Special meeting of the Society provided notice of the amendments has been given to the members entitled to vote at least five (5) business days prior to the date of the Special meeting.

18.5 A proposed amendment may itself be amended at the Annual General Meeting or a Special meeting of the Society provided that the intent of the amendment is not altered.

18.6 Rules and Regulations of the Society made pursuant to these By-laws may be amended by a majority vote at a duly constituted meeting of the Board.