

Province of British Columbia

SOCIETY ACT

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**BYLAWS OF  
LIFE SCIENCES BRITISH COLUMBIA  
SOCIETY**

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BYLAWS

PART I – INTERPRETATION

1. In these Bylaws, unless the context otherwise requires,
  - (a) “Board” means the board of directors of the Society;
  - (b) “registered address” of a member means his/her address as recorded in the register of members;
  - (c) “Society” means the LIFE SCIENCES BRITISH COLUMBIA SOCIETY;
  - (d) “Society Act” and “Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (e) “special resolution” means a resolution requiring a majority of 75% of such voting members as are present at a general meeting of members; and
  - (f) “term” means the time between the annual general meeting at which a director is elected or appointed and the next annual general meeting at which the director is slated to retire.
2. Words importing the singular include the plural and vice versa, and words importing a female person include a male person and corporation and vice versa.

## PART II – MEMBERSHIP

1. The Founding Members of the Society are the applicants for incorporation of the Society.
2. Any person, corporate or natural, that supports the purposes of the Society may apply for membership to the Board or its designate, and upon acceptance by the Board or its designate shall become a member.
3. The Board has discretion to accept or reject an application for membership in the Society, provided that before membership is accepted, the applicant must pay to the Society the applicable membership fee, if any.
4. Every member, to remain in good standing, shall uphold the Constitution and comply with these Bylaws and pay, when due, the applicable membership fee, if any, for the current year.
5. There shall be the following classes of membership:
  - (a) Class A Members:
    - (i) Core Life Sciences Member: A corporation, business, or other entity, whether incorporated or unincorporated, actively engaged in the research, development, manufacturing, or sales of products or processes based upon the practical applications of life sciences related research. A Core Life Sciences Member, having paid the applicable membership fee determined from time to time by the directors, may be represented by a person authorized to act on behalf of the Core Life Sciences Member;
    - (ii) Corporate Member: A corporation, business, or other entity that does not research, develop or manufacture a life sciences research-derived product, but rather supplies services, equipment, or supplies to support Core Life Sciences Members (as defined above). A Corporate Member, having paid the applicable membership fee determined from time to time by the directors may be represented by a person authorized to act on behalf of the Corporate Member;
    - (iii) Institutional Member: An institution or other entity including research laboratories, universities and colleges, academic medical centres, government departments and agencies, and academic and professional associations with an interest in life sciences related matters and whose involvement with industry is on a not-for-profit basis. An Institutional Member, having paid the membership fee determined from time to time by the directors, may be represented by a person authorized to act on behalf of the Institutional Member; and
    - (iv) Rx&D Associate Member: Western Canadian representatives of multi-national research-based pharmaceutical companies. A Rx&D Associate Member, having paid the membership fee determined from time to time by the directors, may be

represented by a person authorized to act on behalf of the Rx&D Associate Member.

- (b) Class B Member:
  - (i) Individual Member: A natural person with an interest in the life sciences, without any corporate affiliation related to life sciences, and having paid the applicable membership fee determined from time to time by the directors; and
  - (ii) Student Member: A natural person attending as a full-time student any educational institution, public or private, recognized by the Board and having paid the applicable membership fee determined from time to time by the directors.
- 6. The applicable membership fee for each class of members (or for subsets of members within a class of members), if any, shall be determined by the directors, but the directors may increase, decrease, or waive membership fees for any member.
- 7. The Class A Members and the Class B Members of the Society shall be represented and vote at meetings of the Society by their duly appointed delegate or delegates or proxy holder, as applicable; an individual may have more than one vote if he/she is an individual member and in addition be a delegate of a Class A Member or a proxyholder for another member.
- 8. The membership year shall coincide with the Society's fiscal year and shall commence on April 1 of each calendar year and end on March 31 of the following calendar year;
- 9. On being expelled in accordance with Part II, section 12 or if the applicable membership fee has not been paid for the current year by the next annual general meeting, a member ceases to be in good standing during and subsequent to the annual general meeting.
- 10. Membership in the Society shall not be transferable.
- 11. A member shall cease to be a member of the Society:
  - (a) by delivering the member's resignation in writing to the secretary of the Society or by mailing or delivering such resignation to the address of the Society;
  - (b) by failing to pay of the applicable annual membership fee, if any, by a date prescribed by the directors; or
  - (c) on having been a member not in good standing for a period of time prescribed by the directors.

Notwithstanding the foregoing, the term of membership of a Founding Member shall end on March 31, 2008.

12.
  - (1) A member may be expelled from the Society by a special resolution of the members passed at any general meeting, and such expelled member will receive a refund of any membership fee he/she or it has paid for the current year.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
13. All members are in good standing except a member who has failed to pay the member's current applicable annual membership fee, if any, or other subscription or debt due and owing by the member to the Society.

### PART III – MEETING OF MEMBERS

1. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, at a time and place, in accordance with the Society Act, that the directors decide.
2. General meetings of the Society shall be held for any purpose and at any time and place, in accordance with the Society Act, that the directors decide.
3. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
4. The directors may, whenever they think fit, convene an extraordinary general meeting of the Society for any purpose, or such meeting may be called upon petition requisitioned and signed by ten percent of the voting members of the Society.
5. Any persons calling a meeting of the membership of the Society pursuant to Part III, section 4, shall be responsible for the administration and preparation of the meeting.
6.
  - (1) Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given, and the auditor of the Society, if any.
  - (2) Every notice of an annual, general, or extraordinary general meeting of the Society shall state the place, the day, the hour of meeting, and, in the case of special business, the nature of that business; such notice shall be given to members at least 14 days before the date of the meeting.
  - (3) Notice of any annual, general, or extraordinary general meeting shall be deemed to have been given to every member if mailed to every member at the member's registered address or electronically mailed 14 days before the date of the meeting; and in addition,

notice shall be deemed to have been given to every member if a notice of the annual, general, or extraordinary general meeting is advertised in the Society's newsletter and mailed to every member at the member's registered address 14 days before the meeting.

7. The accidental omission to give notice of any meeting to, or the non-receipt of the notice of a meeting by any member, shall not invalidate proceedings at any meeting.
8. The rules of procedure at an annual, general, or extraordinary general meeting shall be determined by the directors. However, if a majority of members present at a meeting objects, BOURINOT'S RULES OF ORDER shall apply.

#### PART IV – PROCEEDINGS AT GENERAL MEETINGS

1. Special business is:
  - (a) all business at an extraordinary general meeting, except the adoption of rules of order, and
  - (b) all business that is transacted at an annual general meeting, except
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements, the report of the directors;
    - (iii) the report of the auditor, if any;
    - (iv) the election of directors; or
    - (v) the appointment of the auditor, if required, and such other business, as under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
2.
  - (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) The minimum quorum at all annual, general, or extraordinary general meetings shall be three members present or such greater number as the members may determine at a general meeting.
3. If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day of the next week, at the same

time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least three members present.

4. Subject to Part IV, section 5, the chair of the Society, the vice chair of the Society, if any, or, both being absent, one of the other directors present, shall preside as chair of a general meeting.
5. If at a general meeting:
  - (a) the chair of the Society, vice chair of the Society, if any, or other director is not present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the chair of the Society and all the other directors present are unwilling to act as chair,

the members present shall choose one of their number to be chair.

6.
  - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in these Bylaws, it is not necessary to give notice of the adjournment or of the business to be transacted at an adjourned general meeting.
7.
  - (1) A resolution proposed at a general meeting must be seconded and the chair of a meeting may move or propose a resolution.
  - (2) In case of an equality of votes the chair of a meeting shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member, and the proposed resolution shall not be passed.
8.
  - (1) A member in good standing present at a general meeting is entitled to one vote.
  - (2) Voting is by show of hands, unless the members otherwise decide.
  - (3) Voting by proxy is permitted.
9. A Class A Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be recognized as a member for all purposes with respect to a meeting of the Society.

## PART V – DIRECTORS AND OFFICERS

1. (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject nevertheless to:
  - (a) all laws affecting the Society;
  - (b) these Bylaws; and
  - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
2. (1) The Board shall consist of up to 18 directors, elected by the members at an annual general meeting. Additionally, if the members fail to appoint the maximum number of directors permitted under these By-laws, the directors may, at their discretion, appoint additional directors up to 1/3 of the number of directors elected at the immediately preceding annual general meeting but not more than the maximum number prescribed by these bylaws. Such additional directors shall serve the same term as the directors elected at immediately preceding annual general meeting..
- (2) All directors elected at an annual general meeting of the Society will serve a three year term.
- (3) The directors are authorized to appoint any number of observers to the Board, such appointments to expire at the next annual general meeting of the Society. If any such observers are appointed, they will not have voting rights, but will otherwise have the right to attend and participate in all directors meetings.
- (4) All nominations for directors (other than those put forth by the Board) to be elected at an annual general meeting must be submitted in writing to the Board not less than 10 days prior to the annual general meeting.
- (5) Following the expiry of the terms of directors, the members at the annual general meeting at which the terms of such directors ended, shall elect directors to replace the retiring directors, for terms of up to three years.
- (6) The president, vice president, if any, secretary, treasurer, and such other persons as determined by the directors shall be the officers of the Society.
3. (1) Each director shall retire at the annual general meeting held in the year of the expiration of his/her term, when his/her successor will be elected.
- (2) A retiring director may seek re-election.
- (3) A director must be a member in good standing of the Society or a designated representative of a member in good standing of the Society.

- (4) An election may be by acclamation; otherwise, it shall be by ballot.
4.
  - (1) Unless otherwise provided by the members present at the annual general meeting, the officers shall be appointed by the directors at the first meeting of the directors following the annual general meeting and in the manner approved by the directors.
  - (2) Any vacancy on the Board may be filled through appointment by the Board.
  - (3) Subject to subsection 4(5) below, any officer vacancy may be filled through appointment by the directors.
  - (4) A director appointed under subsection 4(2) above shall serve the unexpired term of the director he/she is replacing.
  - (5) An officer appointed under subsection 4(3) above shall serve the unexpired term of the officer he/she is replacing.
5. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
6. The members may by special resolution remove a director before the expiration of his/her term of office and may elect a successor to complete the term of office.
7.
  - (1) In accordance with paragraph 5 of the Constitution, no director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society, providing only that such expenses have been approved in advance by the treasurer or other financial officer acting under authority of the directors.
  - (2) In a case where a director has incurred expenses which have not been approved in advance by the treasurer or other financial officer acting under authority of the directors, such director may yet be reimbursed for all expenses incurred by him/her while engaged in the affairs of the Society, providing that the Board finds the expenses to have been necessarily and reasonably incurred.

#### PART VI – PROCEEDINGS OF THE DIRECTORS

1. The directors may meet together at such places as they think fit for the dispatch of business, may adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone, telephone conference, or video conference call.
2. A director may at any time and the secretary, on the request of a director, shall convene a meeting of the directors.
3. The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed, the quorum shall be five directors then in office.



4. The directors, amongst themselves, shall elect a chair of the Society and may elect a vice chair of the Society. The terms of office of the chair and vice chair of the Society shall be one year, subject to renewal by the directors, with the exception that the chair of the Society or vice chair of the Society, if the chair is absent, may still preside over the annual general meeting held in the year of the expiration of his/her term as a director.
5. The chair of the Society shall preside over Board meetings. In the absence of the chair of the Society, the vice chair of the Society, if any, shall preside. Both being absent, the directors present shall elect one of their number to preside as chair of a Board meeting.
6.
  - (1) The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
  - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after such act or thing has been done.
  - (3) The chair of a committee shall be the director who has delegated his/her duties to the committee; however, if the director so chooses, the chair may be elected by the members of the committee.
  - (4) Subject to directions of the Board, a committee shall determine its own procedure.
  - (5) The members of a committee may meet and adjourn as they think proper.
  - (6) If no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the members of a committee shall by majority vote elect one of their number as chair for purposes of that meeting.
7.
  - (1) Questions arising at a meeting of the Board and committee of directors shall be decided by a majority of votes.
  - (2) In cases of an equality of votes the chair shall have a second or casting vote.
8. No resolution proposed at a meeting of the Board needs to be seconded and the chair of a meeting may move or propose a resolution.
9. A resolution in writing, signed by all the directors of the Society and placed within the minutes of the Board meeting, is as valid and effective as if regularly passed at a Board meeting.
10. Every member, at all reasonable times on application to the appropriate officer, has a right to inspect the minutes of Board meetings, committee meetings, and general meetings, account books, general correspondence, and registers.
11. Staff of the Society are welcome to attend all Board and committee meetings, unless urgently needed elsewhere or when a matter concerning staff is being discussed.

## PART VII –DUTIES OF OFFICERS

1. (1) The president is the chief executive officer of the Society.  
(2) The vice president, if any, shall carry out the duties of the president during his/her absence.
2. The secretary shall be responsible for:
  - (a) the preparation, custody and distribution of all minutes of all meetings of the Society;
  - (b) the issuance of all notices of meetings of the Society and directors;
  - (c) the preparation and custody of all correspondence, records, and documents of the Society except those required to be kept by the treasurer;
  - (d) custody of the common seal of the Society; and
  - (e) maintaining the register of members.
3. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting for that meeting.
4. The treasurer shall be responsible for:
  - (a) keeping the financial records, including books of account, necessary to comply with the Society Act; and
  - (b) presenting financial statements following the end of each fiscal year and at such other times as the president, directors, or members may require.
5. The office of treasurer may be held by the secretary, who shall then be known as the secretary-treasurer.
6. The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
7. Any member of the Board who misses three consecutive Board meetings and cannot show good cause will be required to resign.
8. A member of the Board shall:
  - (a) act honestly, in good faith, and in the best interest of the Society; and
  - (b) exercise the care, diligence, and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Board.
9. A member of the Board who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her

interest to each member of the Board and otherwise comply with the requirements of the Society Act.

10. The directors shall cause to be entered in the register of members the names of the Founding Members and the name of every other person admitted as a member of the Society, together with the following particulars of each:
  - (a) the full name and residence address;
  - (b) the date on which a person is admitted as a member; and
  - (c) the day on which a person ceases to be a member.
11. The directors shall cause to be prepared all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.
12. The directors shall, on behalf of the Society, cause to be filed all financial and other reports that have to be filed after the annual general meeting as required by the Society Act and Income Tax Act or other applicable law.
13. The directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
14. The directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
  - (a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
  - (b) every asset and liability of the Society; and
  - (c) every other transaction affecting the financial position of the Society.

#### PART VIII – SEAL

1. The directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
2. The common seal, if any, shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the chair of the Society and secretary, chair of the Society and secretary-treasurer, or any two directors.

#### PART IX – BORROWING

1. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they

decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

2. No debenture shall be issued without the sanction of a special resolution.
3. The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

#### PART X – AUDITOR

1. This part applies only when the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the directors which shall also fill any vacancy occurring in the office of auditor.
3. At each annual general meeting, the Society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be informed forthwith in writing of appointment or removal.
6. No director and no employee of the Society shall be the auditor.
7. The auditor may attend general meetings of the Society.

#### PART XI – BYLAWS

1. After being admitted, a member is entitled to a copy of the Constitution and Bylaws upon paying the sum of \$1.00.
2. These Bylaws shall not be altered or added to except by special resolution.

#### PART XII – PROXY VOTING

1. A member may, by means of a written proxy, appoint a proxyholder to attend and act at specific meeting of members of the Society. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under the seal of the corporation, or under the hand of a duly authorized officer or attorney. A proxyholder need not be a member of the Society if:
  - (a) the member appointing the proxyholder is a corporation; and
  - (b) the persons present in person or by proxy and entitled to vote at the meeting because a resolution has been passed to permit such proxyholder to attend and vote; for the purpose of such resolution the proxyholder shall be counted in the quorum but shall not be entitled to vote.

In all other cases, a proxyholder must be a member of the Society.

2. Unless the Society Act or any other statute or law which is applicable to the Society requires any other form of proxy, an instrument appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the form following, or in any other form that the directors shall approve:

(Name of the Society)

The undersigned hereby appoints \_\_\_\_\_ of (or failing him \_\_\_\_\_, of \_\_\_\_\_) as proxy for the undersigned to attend at and vote for and on behalf of the undersigned at the meeting of members of the Society to be held on \_\_\_\_\_ (month, day, year)

Signed (month, day, year)

(Signature of member)

3. A form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the address of the Society or at such other place as specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) or such lesser period as the directors may from time to time determine before the time for holding the meeting in respect of which the person named in the instrument is appointed. In addition to any other method of depositing proxies provide for in these Bylaws, the directors may from time to time by resolution make regulations relating to the depositing of proxies at any place or places and fixing the time or times for depositing the proxies and providing for particulars of such proxies to be sent to the Society or any agent of the Society in legibly recorded message so as to arrive before the commencement of the meeting or adjourned for the purpose of receiving such particulars and providing that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Part and votes given in accordance with such regulations shall be valid and shall be counted.
4. A vote given in accordance with the terms of a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy or the revocation of the proxy or of the authority under which the form of proxy was executed, provided that no notification in writing of such death, incapacity, or revocation shall have been received at the address of the Society or by the chair of the meeting or adjourned meeting for which the proxy was given before the vote is taken.
5. Every proxy may be revoked by an instrument in writing:
  - (a) executed by the member giving the same or by his attorney authority in writing or, where the member is a corporation, by a duly authorized officer or attorney of the corporation; and

- (b) delivered either at the address of the Society at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used, or to the chair of the meeting on the day of the meeting or any adjournment thereof, before any vote in respect of which the proxy is to be used shall have been taken.

or in any other manner provided by law.